NOTICE OF MEETING

Combined Ordinary and Extraordinary General Meeting

June 4, 2009

at 3.00 p.m.

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

Dear Shareholder,

On behalf of Compagnie de Saint-Gobain, it is with great pleasure that we invite you to the General Meeting of the Company's shareholders, to be held at **3.00 p.m. on Thursday, June 4, 2009,** in the Grand Auditorium of the Palais des Congrès, Porte Maillot, 75017 Paris.

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

At the Meeting, we will inform you of the main events in the life of the Group in 2008 and reply to your questions.

Your involvement in the Meeting is important to us at Saint-Gobain and we sincerely hope that you will be able to take part, **either by attending the Meeting in person, casting a postal vote or appointing a proxy to represent you at the Meeting.** You will find all the information you need to that effect in this document.

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

Very truly yours,

Jean-Louis BEFFA	Pierre-André de CHALENDAR
Chairman of the Board of Directors	Director-Chief Executive Officer

SAINT-GOBAIN

HOW TO PARTICIPATE IN THE GENERAL MEETING

The conditions required to exercise your right to vote

As a Saint-Gobain shareholder you are entitled to attend the General Meeting in person, irrespective of the number of shares you hold, or you may prefer to cast a postal vote or appoint a proxy. Whatever you decide to do you simply need to indicate your choice on the attached request for admission card/postal vote/proxy form.

In order to be entitled to attend the General Meeting, the shares must be entered in the share register in your name or in the name of the financial intermediary acting on your behalf at least three business days before the General Meeting at zero hour, Paris time, i.e., at zero hour on **Monday, June 1, 2009,** in this case.

For shareholders with registered shares, the shares are entered in the accounts kept by BNP Paribas Securities Services.

For shareholders with bearer shares, the entry is made at the latest on the same date in the bearer share accounts kept by the financial intermediary. Entry in such accounts is recorded by a certificate *("attestation de participation")* issued by your financial intermediary, which they will attach to the request for admission card/postal vote/proxy form that you have duly completed.

If you hold bearer shares, your financial intermediary who manages the share account in which your Saint-Gobain shares are recorded will be your sole contact for the purposes of the Meeting and will act as the link between Compagnie de Saint-Gobain and yourself at the time of the General Meeting.

How to vote

To help in the preparation of the General Meeting, you are requested to initiate your preferred procedure as soon as possible.

IF YOU WISH TO ATTEND THE MEETING IN PERSON

- All you need to do is to request an admission card by ticking **box A** at the top of the attached form and then sign and date the form and return it using the prepaid envelope enclosed with this document (if you mail it from France). If you hold **bearer shares, this form should be returned to your financial intermediary.** If you hold **registered shares, this form should be returned to BNP Paribas Securities Services.**
- If you have not received your admission card, you simply have to go to the admission desks at the General Meeting (with the *"attestation de participation"* issued by your financial intermediary dated Monday, June 1, 2009, midnight (Paris time) if you hold bearer shares).

IF YOU INTEND TO APPOINT A PROXY OR CAST A POSTAL VOTE

If you are unable to attend the Meeting, you can use the attached form to:

- **cast a postal vote** on the resolutions submitted to you; or
- **appoint the Chairman of the General Meeting to exercise a proxy vote** on your behalf in favor of the resolutions proposed by the Board of Directors; or
- **appoint someone to represent you in person** at the Meeting. In this case, your representative must be either your spouse or another Saint-Gobain shareholder who will attend the Meeting and vote on your behalf.

Whatever you decide, don't forget to sign and date the form and to **return it exclusively** (using the prepaid envelope if you mail it from France) **to your financial intermediary** if you hold **bearer shares** **or to BNP Paribas Securities Services** if you hold registered shares. **The form must not in any event be returned to Saint-Gobain.**

How to fill out the form

If you intend to attend the Meeting in person:

tick **box A** to request an admission card.

If you are unable to attend the Meeting and wish to cast a postal vote or appoint a proxy:
simply tick **box B** at the top of the form and sign and date it at the bottom.

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

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

A **B** **QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM**

- A: Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / *I wish to attend the meeting and request an admission card : date and sign at the bottom of the form.*
- B: J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / *I prefer to use the postal voting form or the proxy form as specified below.*

COMPAGNIE DE SAINT-GOBAIN
S A au Capital de € 1.962.356.788
Siège Social :
Les Miroirs, 18 avenue d'Alsace
92400 COURBEVOIE
542 039 532 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE convoquée pour le jeudi 4 juin 2009 à 15 heures au Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris

COMBINED GENERAL MEETING to be held on Thursday June 4, 2009 at 3:00 pm *at Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris*

CADRE RESERVE / *For Company's use only*
Identifiant / *Account*
Nombre d'actions *Number of shares*: Nominatif Registered (VS / *single vote*; VD / *double vote*) — Porteur / *Bearer*
Nombre de voix / *Number of voting rights*

JE VOTE PAR CORRESPONDANCE / *I VOTE BY POST*
Cf. au verso renvoi (3) - *See reverse (3)*

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, **à l'EXCEPTION** de ceux que je signale en noircissant comme ceci ■ la case correspondante et pour lesquels **je vote NON** ou je m'abstiens.

I vote FOR all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote against or I abstain.

1	2	3	4	5	6	7	8	9
10	11	12	13	14	15	16	17	18
19	20	21	22	23	24	25	26	27
28	29	30	31	32	33	34	35	36
37	38	39	40	41	42	43	44	45

Sur les projets de résolutions non agréés par le Conseil d'Administration, je vote en noircissant comme ceci ■ la case correspondant à mon choix.

On the draft resolutions not approved by the Board of directors, I cast my vote by shading the box of my choice - like this ■.

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

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
dater et signer au bas du formulaire, sans rien remplir

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING

date and sign the bottom of the form without completing it
cf. au verso renvoi (2) - See reverse (2)

JE DONNE POUVOIR A : (soit le conjoint, soit un autre actionnaire - cf. renvoi (2) au verso) **pour me représenter à l'assemblée**
I HEREBY APPOINT (you may give your PROXY either to your spouse or to another shareholder - see reverse (2)) ***to represent me at the above mentioned meeting.***
M, Mme ou Mlle / *Mr, Mrs or Miss*
Adresse / *Address*

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement enregistrées par votre teneur de comptes.

CAUTION : If you're voting on bearer securities, the present instructions will only be valid if they are directly registered with your custodian bank.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
- Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
Cf. au verso renvoi (1) - *See reverse (1)*

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / *In case amendments or new resolutions are proposed during the meeting.*
- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / *I appoint the Chairman of the meeting to vote on my behalf . .*
- Je m'abstiens (l'abstention équivaut à un vote contre). / *I abstain from voting (is equivalent to a vote against) . . . .*
- Je donne procuration (cf. au verso renvoi 2) à M, Mme ou Mlle . . . . pour voter en mon nom / *I appoint (see reverse (2)) Mr, Mrs or Miss / to vote on my behalf*

Pour être prise en considération, toute formule doit parvenir au plus tard **à la Banque le 3 juin 2009**
In order to be considered, this completed form must be returned ***to the Bank*** *at the latest on* ***june 3rd, 2009***

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

La langue française fait foi / *The french version of this document governs; the english translation is for convenience only*

Whatever your choice, remember to date and sign the form here

Date & Signature

To cast a postal vote:
tick here.
- To vote **YES** to a resolution, leave blank the box next to the resolution number concerned.
- To vote **NO** to or abstain from a resolution, fill in the box next to the resolution number concerned.

To give proxy to the Chairman of the General Meeting to vote on your behalf:
simply tick **box B** at the top of the form and sign and date it at the bottom.

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

AGENDA

ORDINARY MEETING

1st resolution	Approval of the parent company financial statements for 2008.
2nd resolution	Approval of the consolidated financial statements for 2008.
3rd resolution	Approval of the appropriation of income and declaration of the dividend.
4th resolution	Stock dividend alternative.
5th resolution	Approval of two regulated agreements entered into between Compagnie de Saint-Gobain and BNP Paribas, governed by Article L. 225-38 of the French Commercial Code.
6th resolution	Authorization to be given to the Board of Directors to buy back Saint-Gobain shares.
7th resolution	Election of Gilles Schnepp as Director to replace Gianpaolo Caccini.
8th resolution	Re-election as Director of Gerhard Cromme.
9th resolution	Re-election as Director of Jean-Martin Folz.
10th resolution	Re-election as Director of Michel Pébereau.
11th resolution	Re-election as Director of Jean-Cyril Spinetta.
12th resolution	Ratification of the appointment as Director of Frédéric Lemoine.

EXTRAORDINARY MEETING

13th resolution	Renewal of the authorization given to the Board of Directors to increase the share capital, through the issue, with pre-emptive subscription rights for existing shareholders, of shares and/or all securities giving access to shares in the Company or its subsidiaries, for a maximum nominal amount of €780 million (par value of shares) and €3 billion (debt securities), the amounts specified in the fourteenth and seventeenth resolutions being set off against these amounts.
14th resolution	Renewal of the authorization given to the Board of Directors to increase the share capital, through the issue, without pre-emptive subscription rights for existing shareholders but with a priority period for subscription for such shareholders, of shares and/or all securities giving access to shares in the Company or its subsidiaries, or to 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 €295 million (par value of shares) and €1.5 billion (debt securities), such amounts being respectively set off against those specified in the thirteenth resolution.
15th resolution	Authorization to be given to the Board of Directors to increase the number of securities to be issued in the event that a capital increase without pre-emptive subscription rights is oversubscribed, within the legal limit of 15% of the original issue and subject to the corresponding limit specified in the fourteenth resolution.
16th resolution	Renewal of the authorization given to the Board of Directors to increase the capital by up to a maximum of 10% in consideration of contributions in kind consisting of equity instruments or securities giving access to the capital, the amounts of the issues of shares and securities to be issued being set off against the corresponding maximum limits set in the fourteenth resolution.
17th resolution	Renewal of the authorization given 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 €95 million, such amount being set off against the amount specified in the thirteenth resolution in respect of shares.
18th resolution	Renewal of the authorization given to the Board of Directors to carry out securities issues reserved for members of the Group Savings Plan up to a maximum nominal amount of €95 million.
19th resolution	Renewal of the authorization given to the Board of Directors to grant stock options up to a maximum of 3% of the share capital, this 3% limit being the aggregate maximum amount for both this resolution and the twentieth resolution.
20th resolution	Renewal of the authorization given to the Board of Directors to make free awards of existing shares or shares to be issued, within the limit of 1% of the share capital, this maximum limit being set off against the maximum amount set in the nineteenth resolution which represents an aggregate limit for both these resolutions.
21st resolution	Renewal of the authorization given to the Board of Directors to cancel, where applicable, shares representing up to a maximum of 10% of the Company's share capital.
22nd resolution	Renewal of the authorization given to the Board of Directors to issue stock warrants while a public offer for the Company's shares is in progress, limited to share issues of a maximum nominal amount of €490 million.
23rd resolution	Powers for enforcement of the decisions made by the General Meeting and to carry out formalities.

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

PRESENTATION OF THE RESOLUTIONS
SUBMITTED BY THE BOARD OF DIRECTORS

The first twelve resolutions that you are invited to vote upon are ordinary resolutions governed by the quorum and majority voting rules applicable to Ordinary General Meetings while resolutions 13 to 23 are extraordinary resolutions and are governed by the quorum and majority voting rules applicable to Extraordinary General Meetings, except for resolutions 17 and 22 which are governed by the quorum and majority voting rules applicable to Ordinary General Meetings.

I – PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS – DIVIDEND
(1st, 2nd and 3rd resolutions)

Shareholders are invited to approve the financial statements of Compagnie de Saint-Gobain **(1st resolution)** and the consolidated financial statements of the Saint-Gobain Group **(2nd resolution)** for the year ended December 31, 2008.

In relation to the parent company financial statements, net income for Compagnie de Saint-Gobain in 2008 came to €1,263.5 million, compared with €871.1 million in 2007.

In relation to the consolidated financial statements, the Group's sales totaled €43,800 million in 2008 compared with €43,421 million in 2007. Operating income came to €3,649 million compared with €4,108 million in 2007, and the Group share of consolidated net income amounted to €1,378 million compared with €1,487 million in 2007.

Further details of this information are provided on pages 14 to 18 of this document.

Appropriation of Income

Based on the Company's net income for the year of €1,263.5 million and retained earnings of €1,610.6 million (1), shareholders are invited to approve **(3rd resolution)**:

- the **distribution to shareholders of €486.1 million** (2) corresponding to a **dividend per share of €1;**
- the appropriation of €2,388.1 million to retained earnings.

The ex-dividend date will be June 10, 2009 and the **dividend of €1** per share will be paid as from July 2, 2009 either in cash or in stock, as explained below.

In accordance with Article 243 *bis* of the French Tax Code, the dividend is eligible for the 40% tax deduction provided for in Article 158-3-2 of said Code.

II – STOCK DIVIDEND ALTERNATIVE
(4th resolution)

As allowed under French law and the Company's bylaws, the Board has decided to offer each shareholder the option of receiving the dividend either in cash or in stock **(4th resolution)**.

The stock dividend alternative, which is particularly appropriate in the current environment and has already been used by Saint-Gobain, allows shareholders to immediately reinvest their dividend and receive new Saint-Gobain shares carrying rights from January 1, 2009. The issue price of the new shares will be set at 90% of the average of the opening prices quoted for Compagnie de Saint-Gobain shares over the 20 stock market trading sessions preceding the General Meeting on June 4, 2009 less the net dividend (€1), rounded up to the higher euro cent if applicable.

If the amount of the reinvested dividend does not correspond to a whole number of shares, the shareholder may choose to receive the next higher whole number of shares by paying the difference in cash, or the next lower whole number of shares with the difference paid in cash.

Shareholders that choose the stock dividend alternative should notify their financial intermediary between June 10, 2009 and the close of business on June 24, 2009.

The new shares allocated to shareholders who choose the stock dividend alternative will be issued on July 2, 2009.

Cash dividends will be paid as from July 2, 2009.

III – APPROVAL OF TWO REGULATED AGREEMENTS ENTERED INTO BETWEEN COMPAGNIE DE SAINT-GOBAIN AND BNP PARIBAS
(5th resolution)

Shareholders are asked to approve two agreements between Compagnie de Saint-Gobain and BNP Paribas that are governed by Articles L. 225-38 and L. 225-40 of the French Commercial Code and were authorized by the Board of Directors on February 19, 2009. These agreements are described in the Statutory Auditors' special report on related party agreements. The Directors concerned are Jean-Louis Beffa and Michel Pébereau **(5th resolution)**.

The first agreement concerns a counter-guarantee issued by Compagnie de Saint-Gobain to a group of banks led by BNP Paribas, that have guaranteed payment of the €896 million fine levied on the Flat Glass division by the European Commission on November 12, 2008, plus interest at the rate of 5.25% for the period from March 9, 2009, pending the outcome of the appeal lodged with the Luxembourg Court of First Instance.

The second is an underwriting agreement entered into with a group of banks led by BNP Paribas in connection with the rights issue decided by the Board on February 19, 2009.

IV – AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO BUY BACK SAINT-GOBAIN SHARES
(6th resolution)

The purpose of the **6th resolution** is to renew the annual authorization given to the Board of Directors to buy back Saint-Gobain shares. The maximum purchase price under this authorization is set at €50 per share.

The authorization requested is intended to enable Compagnie de Saint-Gobain to buy its own shares, if appropriate, by all means, in compliance with the regulations in force, principally with a view to canceling shares (subject to the 21st resolution of this Meeting), delivering shares upon exercise of the rights attaching to securities, enabling an investment service provider to stabilize the Company's share price under liquidity agreements, making free share awards, honoring your Company's commitments under the stock option program for the purchase of shares, granting shares under profit-sharing agreements with employees, or financing external growth transactions.

(1) €1,610,623,554.85 after deducting €8,640,848.40 corresponding to 4,215,048 additional shares with rights to the €2.05 dividend paid on June 19, 2008 (15,146 shares sold out of treasury stock and 4,199,902 shares issued under the leveraged Group Savings Plan).

(2) Calculated on the basis of the 382,571,985 shares outstanding at December 31, 2008 less 4,511,742 shares held in treasury stock at February 28, 2009, plus 108,017,212 shares carrying rights to the 2008 dividend, created in connection with the February-March 2009 capital increase and delivered on March 23, 2009.

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

For information purposes, at April 1, 2009, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €2,452,945,950 which corresponds to 49,058,919 shares bought at a price of €50 each.

This program is to be carried out within 18 months of the date of this General Meeting, corresponding to the period covered by this new authorization, that is until December 3, 2010. This authorization will supersede that granted in the 8th resolution of the General Meeting of June 5, 2008.

V – ELECTION OF A NEW DIRECTOR *(7th resolution)*
RE-ELECTION OF FOUR DIRECTORS
(8th, 9th, 10th and 11th resolutions)
RATIFICATION OF THE APPOINTMENT OF A DIRECTOR
(12th resolution)

- On the recommendation of the Appointments Committee, the Board of Directors adopted, at its meeting of March 19, 2009, the proposed election as Director of Gilles Schnepp, to replace Gianpaolo Caccini whose term of office expires at the General Meeting and who has reached the age limit for holding office as Director specified in the bylaws **(7th resolution)**, in accordance with the agreement entered into with Wendel on March 20, 2008 under which Wendel is to have a third seat on the Board of Directors of Compagnie de Saint-Gobain as from the 2009 Annual General Meeting.

Gilles Schnepp's *résumé* is set out on page 8 of this document.

Shareholders are asked to vote on the proposed election to the Board of Gilles Schnepp. If you approve this proposal, he will be appointed for a period of four years, up to the Annual General Meeting of 2013.

- On the recommendation of the Appointments Committee, the Board of Directors also adopted, at its meeting on March 19, 2009, proposals to re-elect the following four Directors whose terms are due to expire at the General Meeting of June 4, 2009:
  - re-election as Director of Gerhard Cromme **(8th resolution)**;
  - re-election as Director of Jean-Martin Folz **(9th resolution)**;
  - re-election as Director of Michel Pébereau **(10th resolution)**;
  - re-election as Director of Jean-Cyril Spinetta **(11th resolution)**.

Brief *résumés* of Gerhard Cromme, Jean-Martin Folz, Michel Pébereau and Jean-Cyril Spinetta are set out on pages 9 and 10 of this document.

These four re-elections are put to your vote. If you approve these proposals, the Directors concerned will be re-elected for a period of four years, up to the Annual General Meeting of 2013.

  - Lastly, following the resignation from the Board of Jean-Bernard Lafonta, the Board of Directors, at its meeting on April 9, 2009, appointed as Director Frédéric Lemoine, who was appointed Chairman of the Management Board of Wendel on April 7, 2009 **(12th resolution)**.

Frédéric Lemoine's *résumé* is set out on page 10 of this document.

Shareholders are asked to ratify the appointment to the Board of Frédéric Lemoine. If you approve this proposal, Frédéric Lemoine will remain in office for the remainder of his predecessor's term, ending at the Annual General Meeting of 2012.

VI – RENEWAL OF FINANCIAL AUTHORIZATIONS TO BE GIVEN TO THE BOARD OF DIRECTORS WITH A VIEW TO INCREASING THE SHARE CAPITAL
(13th, 14th, 15th, 16th and 17th resolutions)

Shareholders are asked to make a decision with regard to five resolutions granting authorizations to your Board of Directors to increase, where applicable, the share capital, during a limited period of 26 months, it being specified that these authorizations would concern issues of shares and securities giving access to the share capital, to the exclusion of the issue of preference shares which is not provided for within the scope of these authorizations.

In the **13th resolution**, shareholders are asked to authorize the Board of Directors to increase the share capital, through the issue, where appropriate, **with pre-emptive subscription rights for existing shareholders**, of shares and/or all securities which give access to shares in the Company or its subsidiaries, for a maximum nominal amount of seven hundred and eighty million euros (i.e., one hundred and ninety-five million shares representing approximately **40%** of the share capital) and three billion euros (debt securities), the amounts specified in the fourteenth and seventeenth resolutions being set off against these amounts.

In the **14th resolution**, shareholders are asked to authorize the Board of Directors to increase the share capital, through the issue, where appropriate, **without pre-emptive subscription rights for existing shareholders but with a priority period for subscription for shareholders**, of shares and/or all securities giving access to shares in the Company or its subsidiaries, or to shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by the subsidiaries, including in consideration for shares that may be tendered to a public exchange offer initiated by the Company, for a maximum nominal amount of two hundred and ninety-five million euros (i.e., approximately seventy-four million shares representing approximately **15%** of the share capital) and one and a half billion euros (debt securities), such amounts being respectively set off against those specified in the thirteenth resolution. In accordance with the provisions in force, your Board would also be authorized to set the issue price within the limit of 10% of the share capital per year and in accordance with the terms of the resolution (i.e. at a discount of no more than 10% to the closing share price preceding the issue), in order to enable, where applicable, share issues to be made on an ongoing basis and adapted to the best possible extent to market conditions.

In the **15th resolution**, shareholders are asked to authorize the Board of Directors to increase the number of securities to be issued in the event that a capital increase without pre-emptive subscription rights is oversubscribed, within the legal limit of 15% of the original issue and subject to the corresponding limit specified in the fourteenth resolution.

In the **16th resolution**, shareholders are asked to authorize the Board of Directors to increase the capital, where applicable, in payment for contributions in kind consisting of shares in the capital or securities giving access to the capital, outside the scope of a public exchange offer, within a limit of **10%** of the Company's share capital, the amounts of the issues of shares and securities, where applicable, being set off against the corresponding maximum limits set in the fourteenth resolution.

In the **17th resolution**, shareholders are asked to authorize the Board of Directors to increase the share capital, through the capitalization of share premiums, reserves, profits or other amounts, up to a maximum par value of ninety-five million euros (corresponding to approximately **5%** of the share capital), such amount being set off against that specified in the thirteenth resolution in respect of shares. This authorization would make it possible, where applicable, for your Board of Directors to make, in particular, free awards of shares to be created, within the framework of the 20th resolution and within the limit of such resolution.

The purpose of these financial authorizations which you are asked to renew is to continue to allow the Board of Directors, within the limits of the amounts set out above, to benefit from a large degree of flexibility in the choice of the securities to be issued and to enable it to tailor the form of securities issued to financial market opportunities and conditions prevailing either in France or abroad at the time of the issue. In this regard, the possibility of making issues where shareholders waive their pre-emptive subscription rights, while allowing the shareholders a priority period for subscription (14th resolution), covers situations where the speed of transactions is vital to their success, or where it is preferable to obtain financing from a wide range of investors, by carrying out issues on foreign markets.

VII – CONTINUED DEVELOPMENT OF EMPLOYEE SHARE OWNERSHIP
(18th resolution)

The **18th resolution** concerns the continued development of **employee share ownership** in Compagnie de Saint-Gobain, which has been the ongoing aim of the Board of Directors for the past twenty-two years.

The purpose of this resolution is to renew the authorization granted to the Board of Directors at the Combined Ordinary and Extraordinary General Meeting of June 7, 2007 to carry out capital increases reserved for members of the Saint-Gobain Group Savings Plan. This Plan offers the possibility to current and former employees of Group companies in France and abroad, subject to certain conditions, to directly or indirectly subscribe for Saint-Gobain equity instruments offered at a discount not exceeding 20% of the average reference stock market price prior to the date of the decision by the Board of Directors, or by the delegated person setting the opening date for the subscription period. This resolution entails the waiver of pre-emptive subscription rights by existing shareholders. The authorization would be granted for the maximum par value of issued shares of ninety-five million euros (representing approximately **5%** of the share capital) and the authorization will be valid for 26 months.

VIII - RENEWAL OF THE AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO GRANT STOCK OPTIONS AND, WHERE APPLICABLE, TO MAKE FREE AWARDS OF EXISTING SHARES OR SHARES TO BE ISSUED IN FUTURE
(19th and 20th resolutions)

For the stock options specified under the **19th resolution**, shareholders are asked to renew the authorization to grant stock options to certain employees, corporate officers and senior managers of the Saint-Gobain Group given to the Board of Directors at the Combined Ordinary and Extraordinary General Meeting of June 7, 2007, with the Board of Directors setting, where appropriate, performance conditions with regard to these corporate officers and senior managers. The resolution provides that the exercise price of the stock options will be set by the Board of Directors, without any discount, and will be calculated by reference to the average of the opening stock market prices for the twenty stock market trading sessions preceding the decision of the Board of Directors. Your Board of Directors will also be asked to decide with regard to beneficiaries who are corporate officers of Compagnie de Saint-Gobain, either that the stock options granted may not be exercised by the persons concerned prior to the termination of their offices, or to set the quantity of shares resulting from the exercise of stock options that these corporate officers shall be required to retain until the termination of their offices.

In addition, it is proposed, under the **20th resolution**, to renew the authorization given to your Board of Directors to make, where appropriate, awards of free shares which exist or are to be issued in future to employees or categories of employees and corporate officers and senior managers of the Saint-Gobain Group, with the Board of Directors setting, where applicable, performance conditions with regard to these corporate officers and senior managers. As it is the case for the previous resolution, your Board of Directors will also be asked to decide with regard to the corporate officers of your Company, either that the free shares awarded may not be sold by the persons concerned prior to the termination of their offices, or to set the quantity of these free shares that they shall be required to retain until the termination of their offices.

The period of validity of these two authorizations would be 38 months.

The **aggregate limit for both resolutions** would be **3%** of the share capital, it being specified that the authorization to make free awards of shares would itself be limited to **1%** of the share capital.

IX – CANCELLATION OF SHARES WHERE APPROPRIATE
(21st resolution)

In the **21st resolution**, shareholders are invited to renew the authorization given to the Board of Directors at the Combined Ordinary and Extraordinary General Meeting of June 7, 2007, for a period of 26 months, to cancel, where appropriate, shares of the Company acquired by it under authorizations given by the shareholders, representing up to a maximum of **10%** of the Company's share capital per 24-month period.

X – RENEWAL OF THE AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO ISSUE STOCK WARRANTS WHILE A PUBLIC OFFER FOR THE COMPANY'S SHARES IS IN PROGRESS
(22nd resolution)

In the **22nd resolution**, shareholders are invited to renew the authorization given to the Board of Directors in the 14th resolution of the Combined Ordinary and Extraordinary General Meeting of June 5, 2008, for a period of 18 months.

This authorization to be given to your Board of Directors, like the previous one, is aimed specifically at the case of a public offer for Compagnie de Saint-Gobain shares, if this public offer were to be made within 18 months following this General Meeting and meet the conditions of application of the "reciprocity exception" provided for by law, namely, in sum, if a public offer is made by an entity which would not itself be obliged - if it were to be the subject of such an offer - to seek the approval of its own General Meeting to take measures to defend its position during the offer period, or by an entity which is controlled by an entity that is not subject to this obligation.

The maximum amount provided for the capital increase that may result from the exercise of the stock warrants, if they were to be issued, is four hundred and ninety million euros.

This amount, expressed in the par value of the new shares, would correspond to the issue of one hundred and twenty-two million five hundred thousand new shares, which represents approximately **25%** of the share capital. The allocation of stock warrants to all shareholders free of charge represents an approach equivalent to granting pre-emptive subscription rights: both techniques entitle shareholders, in proportion to the number of shares they hold, to a pre-emptive subscription right to these stock warrants, which is separate from the shares and may be traded throughout the term of validity of the stock warrants.

With regard to the maximum number of stock warrants that may be issued, it is proposed that this should be equal to the number of shares that make up the share capital at the time of the issue, in order to make the allocation of the stock warrants easier and avoid any difficulties related to any fractional share rights (*rompus*).

With regard to the characteristics of the stock warrants, the authorization would allow the Board of Directors to determine such characteristics, where applicable, in the light of and depending on the content and terms of the public offer for the Company's shares within the limits and in accordance with the additional conditions set out below.

In this regard, like the resolution for the previous year, the resolution expressly provides that, at the time of the issuance of the stock warrants, on the basis of a report drawn up by a bank that is unrelated to the Saint-Gobain Group, whose designation has been approved, in particular, by a majority of the independent Directors on your Board of Directors, your Board of Directors will have to report on the circumstances and the reasons why the offer is not in the interest of the shareholders and which justify the issuance of such stock warrants, as well as the criteria and methods whereby the terms and conditions for determining the exercise price of the stock warrants will be set.

*

The **23rd resolution** gives full powers to carry out the formalities associated with the General Meeting.

CANDIDATES FOR ELECTION TO THE BOARD

We set out below biographical information for the six individuals concerned by the 7th to 12th resolutions. The first résumé concerns a new candidate for election as Director. The next four concern Directors whose terms of office are being renewed. The sixth concerns a Director who was appointed by the Board of Directors on April 9, 2009, subject to ratification by shareholders at the General Meeting.

As specified in the bylaws, these Directors' terms are for the following periods:

- four years, expiring at the close of the 2013 Annual General Meeting, in the case of the Directors to be elected or re-elected under the 7th to 11th resolutions;
- three years expiring at the close of the 2012 Annual General Meeting, in the case of the Director whose appointment is subject to ratification in the 12th resolution, corresponding to the remainder of his predecessor's term.

All the following information is current as of April 15, 2009.

Election of a new Director

GILLES SCHNEPP

Chairman and Chief Executive Officer of Legrand

Gilles Schnepp, 50, is a graduate of *École des Hautes Études Commerciales* (HEC). He began his career with Merrill Lynch as Vice President, Bonds and Derivatives. In 1989, he joined the Legrand Group where he held various positions before being named Chief Operating Officer in 2000, member of the Executive Committee and a Director of Legrand in 2001 and Vice Chairman and Chief Executive Officer in 2004. He has been Chairman and Chief Executive Officer of Legrand since 2006.

During the last five years, he has also held the following positions: Chairman and Chief Executive Officer of Perfeclair SA, Director of ERTM, permanent representative of Arnould FAE, Chairman of Groupe Arnould, Chief Executive Officer of Legrand SAS, permanent representative of Legrand France, Chairman of Legrand Deri SAS, permanent representative of Legrand France, Chairman of Lumatic SAS, permanent representative of Legrand France, Chairman of Martin & Lunel SAS, permanent representative of Legrand France, Legal Manager of Sofrelec, Legal Manager of Newspi Sarl, Legal Manager of Pammelec Sarl, Legal Manager of Pammelec Participations Eurl, Director of Bticino España, Director of ICM Group, Director and Chairman of the Board of Directors of Invac SA de CV, Legal Manager of Krupka Otto, Legal Manager of Legrand GmbH, Chairman of the Board of Directors of Legrand Corporativo SA de CV, Director of Legrand Danmark, Director of Legrand Española, Chairman of the Board of Directors of Legrand de Mexico, Director of Legrand SpA, Director of Lumina Parent, Director of TCL Building Technologies, Member of the Management Board of Znut Faël.

Currently, in addition to being Chairman and Chief Executive Officer of Legrand, a position he has held since 2006, Mr. Schnepp is Chairman and Chief Executive Officer of Legrand France, Chairman and Chief Executive Officer of SERD and permanent representative of Pammelec, Director, Chairman of the Board of Directors of Leten, Chairman of the Board of Directors of TCL Legrand International Electrical, Chairman of the Board of Directors of TCL Wuxi, Director and Chairman of the Board of Directors of Anam, Director and Chairman of the Board of Directors of Bticino Corporativo, Director and Chairman of the Board of Directors of Bticino Industrial, Director and Chairman of the Board of Directors of Bticino Operacional SA de CV, Director and Chairman of the Board of Directors of Bticino Philippines, Director and Chairman of the Board of Directors of Bticino Servicios, Director and Chairman of the Board of Directors of Bticino SpA, Director and Chairman of the Board of Directors of Fidelec, Chairman of the Board of Directors of Firelec, Director of HPM Industries, Director and Chairman of the Board of Directors of Legrand China Holding, Director and Chairman of Legrand Holding Inc., Director and Chairman of the Board of Directors of Legrand ZRT, Director and Chairman of the Board of Directors of Simapel, Director and Chairman of the Board of Directors of Tenby Electrical Accessories, Director and Chairman of the Board of Directors of Legrand (S) PTE Ltd., Chairman of the Board of Directors of Legrand Electrica, Director and Chairman of the Board of Directors of Legrand Group España SL, Director of Bticino de Mexico, Director of Legrand Elektrik Sanayi, Director of Desmag, Director of Eltas, Director of Estap Elektrik, Director of Estap Dis Ticaret, Director of Legrand Australia, Director of Kimbe, Director of Legrand (Beijing) Electrical Company, Director of Legrand Colombia, Director of Legrand Electrique Belgique, Director of Legrand Helliniki, Director of Legrand Hong-Kong, Director of Legrand Ireland Ltd., Director of Legrand Kazakhstan, Director of Legrand Nederland BV, Director of Legrand NZ, Director of Legrand Romania, Director of Legrand Shanghai Trading, Director of O.A.O. Kontaktor, Director of Pass & Seymour Inc., Director of PT Legrand Indonesia, Director of PT Supreme Electro Kontak, Director of The Wiremold Company, member of the Supervisory Board of Legrand Polska, Director of Legrand Skandinaviska, Director and Legal Manager of Legrand SLV d.o.o., Legal Manager of Legrand Austria, permanent representative of Legrand France, Chairman of Groupe Arnould, permanent representative of Legrand France, Chairman of Baco, Chairman of the Supervisory Board of Châteaudun Développement 3, permanent representative of Legrand France, Chairman of Cofrel, permanent representative of Legrand France, Chairman of Distrasa, permanent representative of Legrand France, Chairman of ICM Group, permanent representative of Legrand France, Chairman of Inovac, permanent representative of Legrand France, Chairman of Sarlam, permanent representative of Legrand France, Chairman of Sute, permanent representative of Legrand France, Chairman of URA, permanent representative of Legrand France, Legal Manager of Legrand SNC, Director of Clarly Ltd, Director of Rocom Electric Company Ltd, Director of Shenzhen Shidean Legrand Electronic Products, and Director of Van Geel Slovakia.

The election of Gilles Schnepp as Director to replace Gianpaolo Caccini, whose term as Director expires at this Meeting and who has reached the age limit for holding office as Director specified in the bylaws of the Company, is the subject of the 7th resolution.

Re-election of four Directors

GERHARD CROMME

Chairman of the Supervisory Board of ThyssenKrupp AG

Gerhard Cromme, 66, a German citizen, is a doctor of law and also holds an economics degree. He joined the Saint-Gobain Group in Germany in 1971. In the early 1980s, he became deputy general delegate of Saint-Gobain Germany and Chairman of Vegla, the Group's German flat glass subsidiary. In 1986, he joined the Krupp Group where he was successively Chairman of the Management Board of Krupp Stahl AG, Fried Krupp AG, Hoesch-Krupp and ThyssenKrupp AG. Since October 2001, he has been Chairman of the Supervisory Board of ThyssenKrupp AG.

He was previously a member of the Supervisory Board of Hochtief AG, Siemens AG and Volkswagen in 2005 and 2006, and of Deutsche Lufthansa AG and E.ON AG from 2005 to 2007, and Director of BNP Paribas and Suez from 2005 to 2007.

He is a member of the European Round Table of Industrialists and served as its Chairman from 2001 to 2005. From 2001 until June 2008, he was Chairman of the Government Commission set up to draft the German corporate governance code.

In addition, Gerhard Cromme is currently a member of the Supervisory Board of Allianz SE and Axel-Springer AG, and Chairman of the Supervisory Board of Siemens AG.

He was elected as a Director of Compagnie de Saint-Gobain at the Annual General Meeting of June 9, 2005 for four years.

He owns 800 Saint-Gobain shares.

Shareholders are invited to re-elect Gerhard Cromme as Director in the 8th resolution.

JEAN-MARTIN FOLZ

Chairman of Association Française des Entreprises Privées (AFEP)

Jean-Martin Folz, 62, is a graduate of *École Polytechnique* and *École des Mines*. After spending a year in Tokyo at *La Maison Franco-Japonaise*, he began his professional career in 1972 in a local office of the French Ministry of Industry. Between 1975 and 1978, he belonged to various ministerial staffs, becoming Chief of Staff to the *Secrétaire d'État à l'Industrie*. In 1978, he joined the Rhône-Poulenc group as Plant Manager of the Saint-Fons unit. He was later appointed Deputy General Manager of the Rhône-Poulenc Specialty Chemicals Division. Between 1984 and 1987 he was Deputy Chief Executive Officer and then Chief Executive Officer of Jeumont-Schneider, a subsidiary of the Schneider Group. He was appointed Chief Operating Officer of Péchiney in July 1987 then Chairman of Carbone Lorraine. In 1991, he was appointed Chief Executive Officer of Eridania Béghin-Say and Chairman of Béghin-Say. He joined the PSA Peugeot Citroën group in July 1995 and was appointed Director of the Automotive Division in April 1996. He was appointed Chairman of the Managing Board of the PSA Peugeot Citroën group as of October 1, 1997. On the same date he was also appointed Chairman of Automobiles Peugeot and of Automobiles Citroën, positions that he held until 2007. In 2007, he was appointed Chairman of AFEP.

In addition, Mr. Folz was a Director of Banque PSA Finance, Peugeot Citroën Automobiles and Faurecia from 2004 to 2006.

He is currently a Director of Société Générale, Alstom, Carrefour and Solvay, and a member of the Supervisory Board of Axa.

He was appointed to the Compagnie de Saint-Gobain Board of Directors in March 2001 for the remaining term of his predecessor (Pierre Faurre) expiring at the 2005 Annual General Meeting, and his appointment was ratified by the General Meeting of June 28, 2001. His term of office was renewed at the Annual General Meeting of June 9, 2005.

He owns 1,544 Saint-Gobain shares.

Shareholders are invited to re-elect Jean-Martin Folz as Director in the 9th resolution.

MICHEL PÉBEREAU

Chairman of the Board of Directors of BNP Paribas

Michel Pébereau, 67, is a graduate of *École Polytechnique* and *École Nationale d'Administration.* Named an *Inspecteur des Finances* in 1967, he held various positions within the French Ministry of the Economy and Finance between 1970 and 1974, then within the French Treasury, before becoming Chief of Staff and then advisor to the Minister of the Economy between 1978 and 1981. In 1982, he was named Chief Executive Officer of Crédit Commercial de France, becoming Chairman and Chief Executive Officer in 1987 when the bank was privatized. From 1993 to 2003, he served as Chairman and Chief Executive Officer of BNP, overseeing its privatization in 1993, and then of BNP Paribas, having launched the Paribas takeover in 1999 and led the subsequent merger of the two banks. Since 2004, he has been Chairman of the BNP Paribas Board of Directors.

Mr. Pébereau was also Chairman of the International Monetary Conference in 2004 and of the European Banking Federation from 2004 to 2008.

He is currently Chairman of the *Commission Banque d'Investissement et de Marchés* of the *Fédération Bancaire Française*, President of *Institut de l'Entreprise*, Chairman of the Management Board of *Institut d'Études Politiques de Paris* and of the Supervisory Board of *Institut Aspen France*, member of the *Académie des Sciences Morales et Politiques*, the *Haut Conseil de l'Éducation*, the Executive Council of the MEDEF, the *Institut International d'Études Bancaires*, the European Financial Round Table, the International Advisory Panel of the Monetary Authority of Singapore, the International Capital Markets Advisory Committee of the Federal Reserve Bank of New York and the International Business Leaders' Advisory Council for the Mayor of Shanghai.

He is also a member of the Supervisory Board of Axa, a non-voting Director of Galeries Lafayette, and a Director of EADS, Lafarge, Total, BNP Paribas Suisse, Pargesa Holding S.A. *(Switzerland)* and *Banque Marocaine pour le Commerce et l'Industrie*.

He was elected as a Director of Compagnie de Saint-Gobain at the Annual General Meeting of June 17, 1993. His term of office was renewed for six years in June 1999 and for four years at the Annual General Meeting of June 9, 2005.

He owns 1,054 Saint-Gobain shares.

Shareholders are invited to re-elect Michel Pébereau as Director in the 10th resolution.

JEAN-CYRIL SPINETTA

Chairman of the Board of Directors of Air France-KLM

Jean-Cyril Spinetta, 65, has a degree in public law and is a graduate of *Institut d'Études Politiques de Paris* and *École Nationale d'Administration.* He began his career in 1972 as head of the investments and planning unit of the Ministry of Education, before being seconded to the *Conseil d'État* as an auditor. In 1978, he transferred to the General Secretariat of the Government, before becoming head of the Prime Minister's information department in 1981, and then Director of the High Schools section of the Ministry of Education in 1983. Starting in 1984, he worked as Chief of Staff for the Minister of Labor, Employment and Training, then for the Minister of Social Affairs and Employment, and, finally, for the Minister of Infrastructure, Housing, Transport and Maritime Affairs. Chairman of Air Inter from 1990 to 1993, he was appointed industrial advisor to the President of the Republic in 1994. In 1996, he joined the staff of the European Commissioner for Science, Research and Education. As an *inspecteur général* in the Ministry of Education, in 1997 he was appointed *chargé de mission* to the Minister of Education and the Minister of Employment and Solidarity. In 1997, he was appointed Chairman and Chief Executive Officer of Air France. From 2004 to 2008, he was Chairman and Chief Executive Officer of Air France-KLM and Groupe Air France. In 2008, he was named Chairman of the Board of Directors of Air France-KLM and Groupe Air France.

In addition, Mr. Spinetta was a Director of Alitalia and permanent representative of Air France on the Board of Directors of Monde Entreprise from 2005 to 2006 and a Director of Unilever from 2006 to 2007.

He is currently a Director of Alcatel Lucent, La Poste and GDF Suez.

He was elected as a Director of Compagnie de Saint-Gobain at the Annual General Meeting of June 9, 2005 for four years.

He owns 800 Saint-Gobain shares.

Shareholders are invited to re-elect Jean-Cyril Spinetta as Director in the 11th resolution.

Ratification of the appointment of a new Director

At its meeting on April 9, 2009, following the resignation of Jean-Bernard Lafonta, the Board of Directors appointed Frédéric Lemoine as Director for the remainder of his predecessor's term, expiring at the close of the 2012 Annual General Meeting.

FRÉDÉRIC LEMOINE

Chairman of the Management Board of Wendel

Frédéric Lemoine, 43, has a law degree and is a graduate of *École des Hautes Études Commerciales* (HEC), *Institut d'Études Politiques de Paris* and *École Nationale d'Administration*. He is an *inspecteur des finances*.

In 1992-1993, he spent a year running the Heart Institute in Ho Chi Minh City, Vietnam, ten years later becoming Secretary General of the *Fondation Alain Carpentier*, which supports this hospital, in 2004.

From 1995 to 1997, he was deputy Chief of Staff to the Minister of Labor and Social Affairs, with responsibility for coordinating social security and hospital reforms, and *chargé de mission* to the Secretary of State for Health and Social Security. From 1998 to 2002, he worked alongside Serge Kampf and the Management Board at Capgemini, first as Group Director then as Chief Financial Officer and Group Vice President, Finance of Capgemini Ernst & Young.

From 2002 to 2004, he was Deputy General Secretary for Economic and Financial Affairs in the staff of the then President of the Republic, Jacques Chirac.

From October 2004 until 2008, he was a Senior Advisor with McKinsey. He has been Legal Manager of SARL LCE since 2004 and was Chairman of the Supervisory Board of Areva from March 2005 to April 2009. He is also a Director and Chairman of the Audit and Financial Statements Committee of Groupama, a Director of Flamel Technologies since 2005, member then non-voting member of the Supervisory Board of Générale de Santé since 2006. He became a member of the Supervisory Board of Wendel on June 9, 2008, resigning from this position upon his appointment as Chairman of the Wendel Management Board on April 7, 2009.

Shareholders are invited to ratify Frédéric Lemoine's appointment to the Board on April 9, 2009 to replace Jean-Bernard Lafonta following the latter's resignation, in the 12th resolution.

PRESENTATION OF THE BOARD OF DIRECTORS

Details of the members of the Board of Directors of Compagnie de Saint-Gobain are as follows:

All the following information is current as of April 15, 2009.

JEAN-LOUIS BEFFA

Chairman of the Board of Directors of Compagnie de Saint-Gobain

Jean-Louis Beffa, 67, is also Vice-Chairman of the Board of Directors of BNP Paribas, a Director of GDF Suez and of the Bruxelles Lambert Group, a member of the Supervisory Board of Siemens AG, Le Monde SA and Société Éditrice du Monde SA, Chairman of Claude Bernard Participations SAS and a member of the Supervisory Board of Le Monde Partenaires SAS. Within the Saint-Gobain Group, he is a Director of Saint-Gobain Corporation. He is also co-Chairman of the *Centre Cournot pour la Recherche en Économie* and Vice-Chairman of the Supervisory Board of the *Fonds de Réserve des Retraites*.

He owns 250,153 Saint-Gobain shares.

Les Miroirs - 92096 La Défense Cedex (France)

ISABELLE BOUILLOT

Chairman of China Equity Links

Isabelle Bouillot, 59, is also a Director of Umicore, as well as the Managing Partner of IB Finance.

She owns 1,542 Saint-Gobain shares.

42, rue Henri Barbusse - 75005 Paris (France)

PIERRE-ANDRÉ DE CHALENDAR

Chief Executive Officer of Compagnie de Saint-Gobain

Pierre-André de Chalendar, 50, was appointed Chief Operating Officer of Compagnie de Saint-Gobain by the Board of Directors on May 3, 2005. He was made a Director of Compagnie de Saint-Gobain at the Annual General Meeting of June 8, 2006 and became Chief Executive Officer on June 7, 2007. Within the Saint-Gobain Group, he is a Director of Saint-Gobain Corporation and GIE SGPM Recherche.

He owns 103,174 Saint-Gobain shares.

Les Miroirs - 92096 La Défense Cedex (France)

GIANPAOLO CACCINI

Chairman of the Italian Association of Glass Manufacturers (Assovetro)

Gianpaolo Caccini, 70, an Italian citizen, former Chief Operating Officer of Compagnie de Saint-Gobain, is also a Director of Nexans, JM Huber Corp. and Saint-Gobain Corporation.

He owns 8,126 Saint-Gobain shares.

Assovetro - Via Bissolati 76-1, Rome (Italy)

ROBERT CHEVRIER

Chairman of Société de Gestion Roche Inc.

Robert Chevrier, 65, a Canadian citizen, is also Chairman of the Board of Directors of Quincaillerie Richelieu Inc., member of the Board, member of the Audit Committee and Chairman of the Pension Fund Society of the Bank of Montreal, Lead Director and Chairman of the Compensation and Human Resources Committee of CGI Inc. and Lead Director and Chairman of the Audit Committee of Cascades Inc.

He owns 1,000 Saint-Gobain shares.

200, avenue des Sommets, Suite 2001, Ile des Sœurs - Verdun - Quebec (Canada H3E 2B4)

GERHARD CROMME

Chairman of the Supervisory Board of ThyssenKrupp AG

Gerhard Cromme, 66, a German citizen, is also a member of the Supervisory Board of Allianz SE and Axel-Springer AG, and Chairman of the Supervisory Board of Siemens AG.

He owns 800 Saint-Gobain shares.

August Thyssen Strasse 1, D40211 Düsseldorf (Germany)

BERNARD GAUTIER

Member of the Management Board of Wendel

Bernard Gautier, 49, is also a member of the Supervisory Board of Legron BV, a Director of Communication Media Partner, Stahl Holdings BV and Group BV, Trief Corporation, Wendel Japan KK, Winvest International SA SICAR, Legal Manager of Winvest Conseil, member of the Supervisory Board of Altineis, Altineis 2, Altineis 3, Legal Manager of BG Invest, BJPG Conseil, SCI La République, La Cabine Saint-Gautier, SC BJPG Participations, SC BJPG Assets, Sweet Investment Ltd.

He owns 1,030 Saint-Gobain shares.

89, rue Taibout - 75009 Paris (France)

BERNARD CUSENIER

Chairman of "Association des Actionnaires Salariés et Anciens Salariés de Saint-Gobain" and Chairman of the Supervisory Board of the Saint-Gobain PEG France employees saving plan

Bernard Cusenier, 62, is Chief Executive Officer of Saint-Gobain Ecophon SA and Chief Operating Officer of Saint-Gobain Eurocoustic.

He owns 832 Saint-Gobain shares.

Saint-Gobain Eurocoustic, 7, Place de Saverne - 92415 Courbevoie Cedex (France)

YUKO HARAYAMA

Professor at Tohoku University (Japan)

Yuko Harayama, 58, a Japanese citizen, does not hold any other directorships.

She owns 800 Saint-Gobain shares.

Tohoku University

6-6-11-805 Aoba, Aramaki, Aoba-ku, Sendai, 980-8579 (Japan)

JEAN-MARTIN FOLZ

Chairman of AFEP

Jean-Martin Folz, 62, former Chairman of the Managing Board of Peugeot SA, is also a Director of Société Générale, Alstom, Carrefour and Solvay, and a member of the Supervisory Board of Axa.

He owns 1,544 Saint-Gobain shares.

11, avenue Delcassé - 75008 Paris (France)

SYLVIA JAY

Vice-Chairman of L'Oréal UK

Lady Jay, 62, a British citizen, is also a Director of Alcatel Lucent and Lazard Limited, Chairman of the Pilgrim Trust and Food from Britain, Trustee of the Entente Cordiale Scholarship Scheme, the Prison Reform Trust and The Body Shop Foundation.

She owns 1,030 Saint-Gobain shares.

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

FRÉDÉRIC LEMOINE [(1)]

Chairman of the Management Board of Wendel

Frédéric Lemoine, 43, is also a Director and Chairman of the Audit and Financial Statements Committee of Groupama, a Director of Flamel Technologies and a non-voting member of the Supervisory Board of Générale de Santé and Legal Manager of SARL LCE.

89, rue Taibout - 75009 Paris (France)

DENIS RANQUE

Chairman and Chief Executive Officer of Thales

Denis Ranque, 57, is also Chairman of the Supervisory Board of Thales International, Chairman of the Board of Directors of *Mines Paris Tech* and *Cercle de l'Industrie*, First Vice President of GIFAS and a Director of *Fondation de l'École Polytechnique.*

He owns 800 Saint-Gobain shares.

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

GÉRARD MESTRALLET

Chairman and Chief Executive Officer of GDF Suez

Gérard Mestrallet, 59, is also a member of the Supervisory Board of Axa and a Director of Pargesa Holding. Within the GDF Suez Group, he is Chairman of the Board of Directors of Suez-Tractebel, Suez Environnement, Electrabel, Suez Energie Services, Hisusa and Suez Environment Company, and Vice-Chairman of Sociedad General de Aguas de Barcelona.

He owns 1,080 Saint-Gobain shares.

22, rue du Docteur Lancereaux - 75008 Paris (France)

JEAN-CYRIL SPINETTA

Chairman of the Board of Directors of Air France-KLM

Jean-Cyril Spinetta, 65, is also Chairman of the Board of Directors of Groupe Air France and a Director of Alcatel Lucent, La Poste and GDF Suez.

He owns 800 Saint-Gobain shares.

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

MICHEL PÉBEREAU

Chairman of the Board of Directors of BNP Paribas

Michel Pébereau, 67, is also a Director of Lafarge, Total, Pargesa Holding, EADS, BNP Paribas Suisse and *Banque Marocaine pour le Commerce et l'Industrie*, a member of the Supervisory Board of Axa, and a Non-Voting Director of Galeries Lafayette. He is also Chairman of the *Commission Banque d'Investissement et de Marchés* of the *Fédération Bancaire Française*, President of *Institut de l'Entreprise*, Chairman of the Management Board of *Institut d'Études Politiques de Paris* and of the Supervisory Board of *Institut Aspen France,* member of the *Académie des Sciences Morales et Politiques,* the *Haut Conseil de l'Éducation,* the Executive Council of the MEDEF, the *Institut International d'Études Bancaires*, the European Financial Round Table, the International Advisory Panel of the Monetary Authority of Singapore, the International Capital Markets Advisory Committee of the Federal Reserve Bank of New York and the International Business Leaders' Advisory Council for the Mayor of Shanghai.

He owns 1,054 Saint-Gobain shares.

3, rue d'Antin - 75002 Paris (France)

(1) Frédéric Lemoine was appointed to the Board on April 9, 2009 to replace Jean-Bernard Lafonta following the latter's resignation.

Consolidated financial highlights for 2008

- *Sales edged up 0.9% in 2008 or 3.7% at constant exchange rates (based on average exchange rates for 2007). The positive 3.3% impact of changes in Group structure was largely offset by the negative 2.7% currency impact reflecting a renewed decline in the dollar and pound sterling. Like-for-like consolidated sales remained broadly unchanged (up 0.3%), with the 3.4% rise in sales prices offsetting the 3.1% fall in volumes, mainly in the second half (down 5.2%) and particularly in the fourth quarter (down 9.3%).*
- *Operating income shed 11.2% or 9.1% at constant exchange rates*. The Group's operating margin came in at 8.3% of sales (11.0% excluding Building Distribution), versus 9.5% (12.1% excluding Building Distribution) in 2007 and 8.9% (10.9% excluding Building Distribution) in 2006.*

In € millions	2007	2008	% change
Sales and ancillary revenue	43,421	43,800	+0.9%
Operating income	4,108	3,649	-11.2%
Operating depreciation and amortization	1,521	1,511	-0.7%
EBITDA	5,629	5,160	-8.3%
Non-operating costs (1)	(290)	(310)	+6.9%
Provision for Flat Glass fines	(694)	(400)	-42.4%
Capital gains and losses on disposals and exceptional asset write-downs	30	(127)	n.m.
Dividends received	2	3	n.m.
Business income	3,156	2,814	-10.8%
Net financial expense	(701)	(750)	+7.0%
Income tax	(926)	(638)	-31.1%
Share in net income of associates	14	11	n.m.
Income before minority interests	1,543	1,437	-6.9%
Minority interests	(56)	(59)	+5.4%
Recurring net income (2)	2,114	1,914	-9.5%
Recurring (2) earnings per share (3) (in €)	5.65	5.00	-11.5%
Net income	1,487	1,378	-7.3%
Earnings per share (3) (in €)	3.97	3.60	-9.3%
Cash flow from operations (4)	3,762	3,524	-6.3%
Cash flow from operations excluding capital gains tax (2)	3,712	3,487	-6.1%
Capital expenditure	2,273	2,149	-5.5%
Free cash flow excluding capital gains tax (2)	1,439	1,338	-7.0%
Financial investments	965	2,358	+144.4%
Net debt	9,928	11,679	+17.6%

(1) Excluding the provision for Flat Glass fines (European Commission).

(2) Excluding capital gains and losses on disposals, asset write-downs and material non-recurring provisions (including the Flat Glass fines levied by the European Commission)

(3) Calculated based on the number of shares outstanding at December 31 (382,571,985 shares in 2008 versus 374,216,152 shares in 2007). Based on the weighted average number of shares outstanding during the year (374,998,085 shares in 2008 versus 367,124,675 shares in 2007) recurring earnings per share comes out at €5.10 (compared with €5.76 in 2007) and earnings per share comes out at €3.67 (compared with €4.05 in 2007).

(4) Excluding material non-recurring provisions (which include the Flat Glass fines levied by the European Commission).

* *Based on average exchange rates for 2007.*

- Non-operating costs came in at €710 million (€984 million in 2007), including €190 million in industrial restructuring costs, €75 million regarding asbestos-related claims filed against CertainTeed in the United States (respectively, €172 million and €90 million in 2007) and €400 million in additions to the provisions set aside for the €896 million fine levied by the European Commission against the automotive Flat Glass business on November 12, 2008. The Group has decided to appeal against this ruling.
- The net balance of capital gains and losses on disposals and exceptional asset write-downs was a negative €127 million, including €53 million in capital gains on disposals and €180 million in exceptional asset write-downs.
- Business income dropped 10.8% after taking into account the items mentioned above (non-operating costs, capital gains/losses on disposals and exceptional asset write-downs).
- Net financial expense amounted to €750 million in 2008, compared with €701 million in 2007, reflecting mainly the rise in average net debt over the full year: the average cost of net debt increased from 5.36% in 2007 to 5.54% in 2008. The interest cover ratio (operating income over interest expense) came out at 4.9.
- Recurring net income (excluding capital gains and losses, exceptional asset write-downs and material non-recurring provisions, including Flat Glass fines) fell 9.5% to €1,914 million from €2,114 million in 2007. Based on the number of shares outstanding at December 31, 2008 (382,571,985 shares versus 374,216,152 shares at December 31, 2007), recurring earnings per share comes out at €5.00, down 11.5% on 2007 (€5.65).
- Net income was 7.3% lower year-on-year, at €1,378 million. Based on the number of shares outstanding at December 31, 2008 (382,571,985 shares versus 374,216,152 shares at December 31, 2007), earnings per share comes out at €3.60, down 9.3% on 2007 (€3.97).
- Capital expenditure was scaled back 5.5% in the year (12% in second-half 2008 compared with second-half 2007), to €2,149 million (€2,273 million in 2007), and represented 4.9% of sales (5.2% in 2007). The bulk of investments (62%) focused on markets linked to energy efficiency (Flat Glass and Construction Products) and on selective projects in emerging countries (e.g. new float-line in Egypt).
- Cash flow from operations (excluding provision for Flat Glass fines) fell 6.3% year-on-year to €3,524 million. Before the tax impact of capital gains and losses and asset write-downs, cash flow from operations retreated 6.1% to €3,487 million versus €3,712 million in 2007.
- Free cash flow (cash flow from operations less capital expenditure) declined 7.7% to €1,375 million. Before the tax impact of capital gains and losses and asset write-downs, free cash flow dropped 7.0% to €1,338 million, representing 3.1% of sales.
- Investments in securities amounted to €2,358 million, including €1,528 million in respect of the Maxit acquisition (signed in 2007 but completed in March 2008), and €635 million in bolt-on acquisitions in the Building Distribution sector. Investments in securities were curbed significantly in the second half of 2008 (down to €180 million from €652 million in the first half of the year, excluding Maxit).
- Net debt was €11,679 million at December 31, 2008, representing 80% of consolidated shareholders' equity, versus 65% at end-2007.

Operating performance

Amid a difficult economic climate, Saint-Gobain delivered 2008 sales in line with 2007 figures, which marked a record year for the Group. Organic growth came in at 0.3% (including a positive 3.4% price impact and a negative 3.1% volume effect) and reflects the stark contrast between a satisfactory performance in the first nine months of the year (2.4% organic growth, including a positive 3.3% price impact and a negative 0.9% volume effect) and a sharp downturn in the fourth quarter (5.5% negative organic growth including a positive 3.8% price impact and a negative 9.3% volume effect). The last few months of 2008 were affected by the deepening financial crisis, which compounded the decline in the construction sector in most developed countries and took its toll on the world's industrial markets, in particular the automotive industry. The crisis also began to take hold of emerging economies. Despite the sharp slowdown in sales volumes over the last few months of the year, the Group was able to maintain its price increases across each of its businesses throughout 2008.

1) Performance of Group sectors

All of the Group's sectors with the exception of Packaging were hit by the downturn and reported a single digit fall in like-for-like sales in the fourth quarter of the year. This bucks the growth trend observed over the first nine months of 2008. Activities related to construction markets in Europe (Flat Glass, Building Distribution and Interior Solutions) were particularly affected, dragged down by the deeper contraction in the UK and Spanish markets and by a lackluster trading environment in other European countries.

- Innovative Materials posted like-for-like growth of 1.3% over the full year, despite a 7.8% drop in the fourth quarter due to the sharp downturn in the automotive industry and the increasingly sluggish world economy. However, the sector's operating margin edged up to 12.9% from 12.6% in 2007.
  - Flat Glass delivered organic growth of 1.0% for the full year, reflecting firm business momentum over the first nine months of the year (up 4.5%) and a sharp fall in the fourth quarter (down 8.8%) prompted by the collapse in the global automotive industry, and to a lesser extent by the continuing deterioration in construction markets across Western and Eastern Europe. Despite a fall in the price of commodities (float glass) at the end of 2008, sales prices edged up 2.3% on average over the full year, allowing the operating margin to remain at a high level of 12.6% versus 12.8% in 2007.
  - High-Performance Materials (HPM) also suffered a sharp 6.1% downturn in business on a like-for-like basis during the fourth quarter, but still reported 1.9% organic growth for the year as a whole. The sector posted further gains in its operating margin on the back of a robust performance in the first nine months of the year (4.5% organic growth) and the uptrend in sales prices, from 12.3% in 2007 to 13.0% in 2008.
- Sales for the Construction Products (CP) sector advanced 1.4% on a like-for-like basis over the full year, but retreated 3.3% in the fourth quarter owing to downbeat Interior Solutions markets in both North America and Western Europe. The sector's operating margin came in at 8.9%, versus 11.8% in 2007.
  - Interior Solutions saw like-for-like sales drop 5.0% over the full year and 9.9% in the fourth quarter, hit by a further decline in construction markets in North America and Europe. This, combined with higher energy and commodity prices, drove operating margin down to 9.6% (versus 14.8% in 2007).
  - In contrast, Exterior Solutions reported strong like-for-like growth (10.8% over the full year and 6.4% in the fourth quarter), buoyed by a sharp rise in sales prices (up 10.1% over the year) and vigorous year-long demand in Pipe and Industrial Mortars markets. Concerning

North American Exterior Products, after a strong recovery in the second and third quarters, business volumes shrank on the back of a renewed slide in the US housing market. Operating margin performed well, up from 7.4% to 8.1% in 2008.

- Building Distribution was directly impacted by the downturn in European construction markets (especially in the UK and Spain) and reported a decrease in like-for-like sales of 1.9% over the full year and 7.7% in the fourth quarter alone. The sector's operating income came in at €894 million, representing 4.5% of sales versus 5.7% in 2007.
- The Packaging sector remained on a strong upward trend, delivering organic growth of 7.4% over the full year and 5.8% in the fourth quarter Excluding divestments (Flasks business: Desjonquères), operating income for the sector surged 17.2%, while the operating margin widened from 11.1% to 12.5%.

2) Analysis by geographic area

- For 2008 as a whole, the Group reported healthy like-for-like sales figures for France (up 1.9%), despite a slowdown in the second half of the year (up 0.9%), and particularly in the fourth quarter (down 1.8%) for most of its businesses. Operating margin fell slightly, to 8.1%.
- Other Western European countries saw like-for-like sales fall 2.8% over the full year (down 5.9% in the second half and 9.7% in the fourth quarter), hit by the steep downturn in the UK and Spanish economies in the six months to December 31, 2008. This took its toll on the operating margin, which fell to 7.7% compared with 9.4% in 2007.
- Figures for North America remained on a par with 2007 (down 0.9%), with the recovery in the third quarter followed by a further contraction in the three months to December 31, 2008 (down 6.2%). Operating margin retreated over the full year, but picked up in the second half of 2008 thanks to ongoing sales price increases (up 10.6% versus 1.5% in the first half).
- Emerging countries and Asia continued to enjoy vigorous 8.5% organic growth across all of the Group's businesses in 2008. However, organic growth for the fourth quarter was barely positive (0.6%), due to the steep decline in Eastern European economies, and to a lesser extent the lackluster performance of certain Asian markets. Operating margin for the region remained high for the full year, at 10.5% of sales.

Update on asbestos claims in the United States

Some 5,000 claims were filed against CertainTeed in 2008, versus 6,000 in 2007. Around 8,000 claims were settled over the period, while 3,000 claims were transferred to the inactive docket, bringing the total number of outstanding claims to 68,000 at December 31, 2008, compared with 74,000 at December 31, 2007. A total of $71 million in indemnity payments were made over the last 12 months, compared to $73 million over 2007.

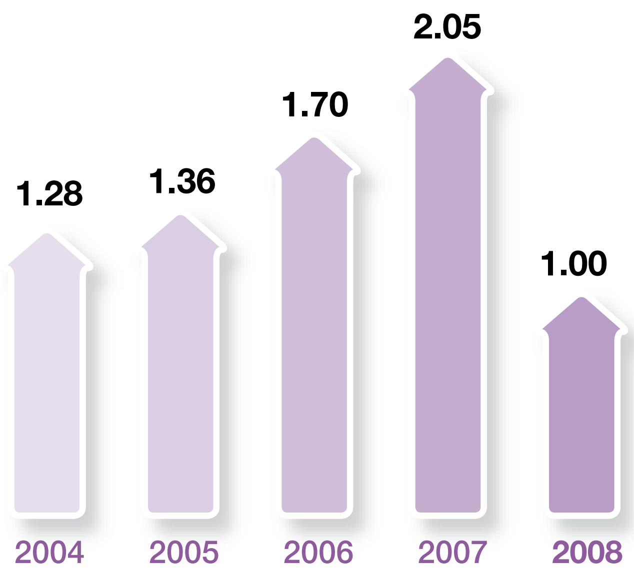
In light of these trends, an additional provision of €75 million was recorded in 2008 (€90 million in 2007), increasing the coverage for CertainTeed's asbestos-related claims to around $502 million at December 31, 2008, versus $473 million at end-2007.

Five-year consolidated financial highlights

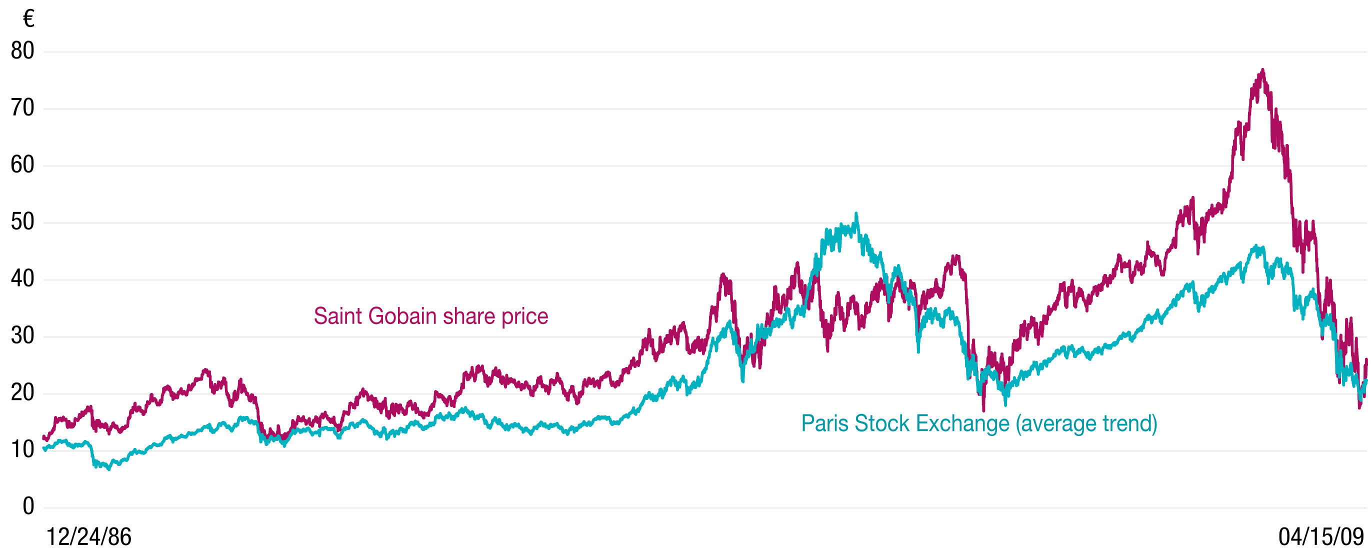
In € millions	2008	2007	2006	2005 (1)	2004 (IFRS)	2004
Net sales (2)	43,800	43,421	41,596	35,110	32,172	32,025
Operating income	3,649	4,108	3,714	2,860	2,743	2,632
Net income before minority interests	1,437	1,543	1,682	1,294	1,275	1,120
Recurring net income (4)	1,914	2,114	1,702	1,284	1,289	1,122
Recurring earnings per share (in €) (5)	5.00	5.65	4.62	3.72	3.78	3.29
Net income	1,378	1,487	1,637	1,264	1,239	1,083
Earnings per share (in €) (5)	3.60	3.97	4.44	3.66	3.63	3.18
Total investment outlay (3)	4,507	3,238	2,775	8,747	2,197	2,194
Shareholders' equity (including minority interests)	14,530	15,267	14,487	12,318	10,863	11,806
Net debt	11,679	9,928	11,599	12,850	6,218	5,566
Non-current assets	28,026	26,041	26,274	26,763	17,183	17,515
Working capital	2,392	2,540 (6)	2,451	2,324	3,181	4,943
Employees (December 31)	209,175	205,730	206,940	199,630	181,228	181,228

(1) Including BPB as from December 1, 2005.
(2) Including ancillary revenue for €318 million in 2008, €295 million in 2007 and €273 million in 2006.
(3) Capital expenditure on plant and equipment plus investments in securities, excluding share buybacks.
(4) Excluding capital gains and losses, asset write-downs and material non-recurring provisions (which include the Flat Glass fines levied by the European Commission).
(5) Earnings per share are calculated based on the number of shares outstanding at December 31.
(6) Working capital adjusted for the €560 million provision set aside in 2007 for the Flat Glass fines.

Five-year trend in dividends per share (in euros)



Share performance since 1986*



* *Adjusted for the effects of the March 2004 and February 2009 rights issues.*

Five-year financial summary of Compagnie de Saint-Gobain, the Group's Parent Company

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

Five-year financial summary and other data

(in € thousands)	2008	2007	2006	2005	2004
1 - CAPITAL STOCK AT YEAR-END					
Capital stock	1,530,288	1,496,865	1,473,679	1,381,025	1,363,952
Number of common shares outstanding	382,571,985	374,216,152	368,419,723	345,256,270	340,988,000
2 - RESULTS OF OPERATIONS					
Net sales	199,301	191,669	180,586	172,680	158,410
Income before tax, depreciation, amortization and provisions	1,119,557	591,916	440,209	520,002	719,758
Income tax	160,471	260,296	149,994	55,945	45,403
Net income	1,263,527	871,150	849,187	525,130	766,017
Total dividend	486,078 (1)	766,732 (2)	621,062 (3)	459,483 (4)	429,812 (5)
3 - EARNINGS PER SHARE (in €)					
Earnings per share before tax, depreciation, amortization and provisions	2.93	1.58	1.19	1.51	2.11
Net earnings per share	3.30	2.33	2.30	1.52	2.25
Net dividend per share	1.00	2.05	1.70	1.36	1.28
4 - EMPLOYEE INFORMATION (6)					
Average number of employees during the year	228	232	236	238	237
Total payroll for the year (7)	26,082	28,682	26,663	27,782	25,140
Total benefits for the year	16,081	16,258	15,339	15,306	14,274

(1) Based on 382,571,985 shares outstanding at December 31, 2008, less 4,511,742 shares held in treasury as of February 28, 2009, plus 108,017,212 shares with rights to the 2008 dividend issued following the March 23, 2009 rights issue i.e., 486,077,455 shares in total.

(2) Reflecting an €8,641 thousand uplift following the sale of 15,146 shares out of treasury stock between March 1 and June 19, 2008 (ex-dividend date) and the May 15, 2008 issue of 4,199,902 shares under the leveraged Group Savings Plan, with rights to the 2007 dividend.

(3) Reflecting a €3,800 thousand uplift following the sale of 792,657 shares out of treasury stock between March 1 and June 21, 2007 (ex-dividend date) and the May 15, 2007 issue of 1,442,584 shares under the leveraged Group Savings Plan, with rights to the 2006 dividend.

(4) Reflecting a €146 thousand adjustment for treasury stock transactions between March 1 and June 21, 2006 (ex-dividend date) (purchase of 1,105,000 shares and sale of 997,310 shares).

(5) Reflecting a €366 thousand adjustment following the sale of 285,934 shares out of treasury stock between March 1 and June 23, 2005 (ex-dividend date).

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

(7) Since 2005, the total payroll includes discretionary profit-sharing bonuses (2005: €1,493 thousand; 2006: €1,852 thousand; 2007: €1,784 thousand; 2008: €1,611 thousand).

FULL TEXT OF RESOLUTIONS

ORDINARY MEETING

FIRST RESOLUTION

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the parent company financial statements for 2008 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

SECOND RESOLUTION

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the consolidated financial statements for 2008 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

THIRD RESOLUTION

The shareholders in Ordinary Meeting, having noted that net income for 2008 amounts to €1,263,527,348.26 and retained earnings at December 31, 2008 amount to €1,610,623,554.85, giving a total of €2,874,150,903.11, approve the proposals made by the Board of Directors with respect to the appropriation of earnings and resolve:

- to appropriate for distribution to the shareholders:
  - a first dividend of €97,215,491
  - an additional dividend of €388,861,964
    representing a total dividend payment of €486,077,455
- to carry forward €2,388,073,448.11.

Consequently, the dividend on each share which carries dividend rights will be €1, payable in cash or in stock, subject to adoption of the 4th resolution.

The ex-dividend date will be June 10, 2009 and the dividend will be paid from July 2, 2009.

In accordance with Article 243 *bis* of the French Tax Code, the dividend is eligible for the 40% tax deduction provided for in Article 158-3-2 of said Code.

In accordance with legal requirements, dividends paid in the last three years are presented in the table below:

Year	Number of shares on which dividend was paid	Dividend (in €)
2005	337,855,039	1.36
2006	365,330,475	1.70
2007	374,015,721	2.05

FOURTH RESOLUTION

The shareholders in Ordinary Meeting, in accordance with Articles L. 232-18 *et seq* of the French Commercial Code and Article 20 of the bylaws, resolve to offer each shareholder the option of reinvesting the total dividend of €1 per share which carries dividend rights.

The reinvestment option must be exercised between June 10, 2009 and the close of business on June 24, 2009. If it is not exercised within this period, the dividend will be paid in cash only.

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

Shares issued in payment of the dividend will carry rights from January 1, 2009.

If the amount of the reinvested dividend does not correspond to a whole number of shares, the shareholder may choose to receive the next higher whole number of shares by paying the difference in cash, or the next lower whole number of shares with the difference paid in cash.

The shareholders grant full powers to the Board of Directors to use this authorization, or to delegate this authority on the basis allowed by law, and to take any and all measures and carry out any and all transactions related to or resulting from the exercise of the dividend reinvestment option, suspend the exercise of the stock dividend right for a period not exceeding three months in the case of a rights issue, carry out any and all formalities for the issue and listing of the shares created pursuant to this authorization, as well as for the subscription and servicing of the shares, charge the share issuance costs

against the related premium and deduct from the premium any and all sums necessary to raise the legal reserve to one-tenth of the new capital, place on record the capital increase and amend the bylaws to reflect the new capital.

FIFTH RESOLUTION

The shareholders in Ordinary Meeting, having considered the Statutory Auditors' special report on regulated agreements presented in accordance with Article L. 225-40 of the French Commercial Code, approve the agreements referred to in such report entered into between Compagnie de Saint-Gobain and BNP Paribas.

SIXTH RESOLUTION

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors, authorize the Board of Directors to arrange for the Company to buy back its own shares, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code with a view to retaining them, transferring them by any appropriate method, including via exchanges or sales of shares, canceling them subject to adoption of the 21st resolution of the Extraordinary General Meeting, delivering shares upon exercise of the rights attaching to securities granting entitlement by any means to the allocation of shares in the Company, enabling an investment service provider to stabilize the share price under liquidity agreements, making free share awards, allocating stock options to purchase shares, granting shares in the scope of profit-sharing agreements with employees, carrying out external growth transactions and, more generally, permitting the completion of any other transaction allowed by current regulations.

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

The shareholders set the maximum purchase price at €50 and the maximum number of shares that may be bought back at 10% of the total number of shares making up the share capital at the date of this General Meeting, it being specified that the number of shares bought with a view to retaining them and subsequently delivering them as payment or in exchange within the scope of a merger, demerger, split-up or contribution may not exceed 5% of the Company's capital as of such date and the Company may not hold more than 10% of its share capital, either directly or indirectly.

For information purposes, at April 1, 2009, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €2,452,945,950 which corresponds to 49,058,919 shares bought at a price of €50 each.

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

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

This authorization is granted for a period of 18 months from the date of this Meeting. It supersedes, for the unexpired period and the unused portion, the authorization granted in the 8th resolution of the Combined General Meeting of June 5, 2008.

SEVENTH RESOLUTION

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and having noted that Gianpaolo Caccini's term of office as Director expires at the end of this General Meeting, elect Gilles Schnepp as Director.

This election is made for a term of four years, expiring at the close of the General Meeting called to approve the 2012 financial statements.

EIGHTH RESOLUTION

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and having noted that Gerhard Cromme's term of office expires at the end of this General Meeting, re-elect Gerhard Cromme as Director.

This re-election is made for a term of four years, expiring at the close of the General Meeting called to approve the 2012 financial statements.

NINTH RESOLUTION

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and having noted that Jean-Martin Folz's term of office expires at the end of this General Meeting, re-elect Jean-Martin Folz as Director.

This re-election is made for a term of four years, expiring at the close of the General Meeting called to approve the 2012 financial statements.

TENTH RESOLUTION

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and having noted that Michel Pébereau's term of office expires at the end of this General Meeting, re-elect Michel Pébereau as Director.

This re-election is made for a term of four years, expiring at the close of the General Meeting called to approve the 2012 financial statements.

ELEVENTH RESOLUTION

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and having noted that Jean-Cyril Spinetta's term of office expires at the end of this General Meeting, re-elect Jean-Cyril Spinetta as Director.

This re-election is made for a term of four years, expiring at the close of the General Meeting called to approve the 2012 financial statements.

TWELFTH RESOLUTION

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors, ratifiy the appointment on a temporary basis by the Board of Directors at its meeting of April 9, 2009, of Frédéric Lemoine as Director, to replace Jean-Bernard Lafonta, who had resigned, for the remainder of Jean-Bernard Lafonta's term expiring at the close of the General Meeting called to approve the 2011 financial statements.

EXTRAORDINARY MEETING

THIRTEENTH RESOLUTION

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Articles L. 225-129-2, L. 225-132, L. 225-134, L. 228-92 and L. 228-93 of the French Commercial Code:

1/ authorize the Board of Directors to decide to carry out share issues on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, through the issue on the French, foreign and/or international markets of:

a) shares in the Company,

b) and/or any securities giving access to:

- shares in the Company, or
- shares in a company in which the Company directly or indirectly holds more than half the share capital,

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

2/ resolve that this authorization is valid for a period of 26 months from the date of this General Meeting;

3/ resolve that the following conditions will apply if the Board of Directors uses this authorization:

a) the maximum nominal amount of the shares to be issued immediately or in future, whether directly or indirectly, is set at seven hundred and eighty million euros, plus the amount of the aggregate par value of the shares to be issued, where applicable, to preserve the rights of holders of securities giving access to equity capital in accordance with French law, it being specified that the nominal amount of the shares that may be issued, whether directly or indirectly, pursuant to the fourteenth and seventeenth resolutions of this General Meeting, will be set off against this amount,

b) the maximum nominal amount of debt securities of the Company giving access to the capital which may be issued under this resolution is set at three billion euros, or the foreign currency equivalent thereof on the date of the decision to issue the securities, it being specified that the nominal value of the debt securities issued, where applicable, under the terms of the fourteenth resolution of this General Meeting will be set off against this amount;

4/ resolve that the following conditions will apply if the Board of Directors uses this authorization:

a) the shareholders will have a pre-emptive right to subscribe for securities issued under this resolution, pro rata to their existing holdings in the Company's capital,

b) if the subscriptions by shareholders pursuant to their pre-emptive rights pro rata to their existing holdings as well as for any securities not taken up by other shareholders, do not cover the total value of the issue of shares or securities referred to at 1/ above, the Board of Directors may, at its discretion, freely allot all or part of the unsubscribed securities, offer them to the public or limit the issue to the amount of shares that has been subscribed for, provided that such amount is at least equal to three quarters of the number of securities which were to be issued,

c) note that this authorization automatically entails the waiver by the shareholders, in favor of the holders of the issued securities, of their pre-emptive right to subscribe for equity instruments to which the issued securities give entitlement;

5/ grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to use this authorization and in particular to:

- set the amount of the issue within the limits specified at 3/ above, the issue price and the amount of the share premium,
- decide or otherwise that where equity instruments have not been subscribed for by shareholders pursuant to their pre-emptive rights, they will be allotted to shareholders that have subscribed for equity instruments in excess of their entitlement under their own pre-emptive subscription rights, in proportion to the subscription rights that they hold, and in any event, within the limit of the number of equity instruments requested,
- provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
- make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
- at its sole discretion, charge issue costs to the related premiums and deduct from such amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
- and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued under this authorization as well as in relation to the exercise of the rights attaching to such securities, record completion of each capital increase and amend the bylaws accordingly;

6/ note that this authorization supersedes, for the unexpired period and the unused portion, the authorization granted in the twelfth resolution of the Combined General Meeting of June 7, 2007.

FOURTEENTH RESOLUTION

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Articles L. 225-129-2, L. 225-135, L. 225-136, L. 225-148, L. 228-92 and L. 228-93 of the French Commercial Code:

1/ authorize the Board of Directors to decide to carry out share issues on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, through the issue on the French, foreign and/or international markets of:

a) shares in the Company,

b) and/or any securities giving access to:

- shares in the Company, or
- shares in a company in which the Company directly or indirectly holds more than half the share capital, or
- shares in the Company, the securities granting entitlement to such shares being issued, in such case, by a company of which the Company directly or indirectly holds more than half the share capital,

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

c) shares and/or securities giving access to existing shares or shares to be issued may be issued in consideration of shares which may be tendered to the Company within the scope of public exchange offers initiated by the Company in compliance with the conditions set in Article L. 225-148 of the French Commercial Code;

2/ resolve that this authorization is valid for a period of 26 months from the date of this General Meeting;

3/ resolve that the following conditions will apply if the Board of Directors uses this authorization:

a) the maximum nominal amount of the shares to be issued immediately or in future, whether directly or indirectly, is set at two hundred and ninety-five million euros, plus the amount of the aggregate par value of the shares to be issued, where applicable, to preserve the rights of holders of securities giving access to equity capital in accordance with French law, it being specified that the nominal amount of the shares that may be issued, whether directly or indirectly, pursuant to this authorization will be set off against the maximum limit set out in 3/a) of the thirteenth resolution of this General Meeting,

b) the maximum nominal amount of debt securities of the Company giving access to the capital which may be issued under this resolution is set at one and a half billion euros, or the foreign currency equivalent thereof on the date of the decision to issue the securities, it being specified that the nominal value of the debt securities issued pursuant to this authorization will be set off against the maximum limit set in 3/b) of the thirteenth resolution of this General Meeting;

4/ resolve to:

a) cancel the pre-emptive subscription rights of shareholders for securities covered by this resolution, these securities being issued by the Company itself or by a company in which it directly or indirectly holds more than half the share capital,

b) grant the shareholders a priority period for subscription which may not be less than three stock market trading days, which shall not give rise to the creation of negotiable rights, and which may be exercised pro rata to the number of shares held by each shareholder, and which may be increased, where applicable, by the subscription pro rata to their existing holdings, for securities that have not been taken up by the other shareholders, and accordingly grant the Board of Directors the authority, within the above limits, to set the period and terms and conditions in this respect;

5/ note that this authorization automatically entails the waiver by the shareholders, in favor of the holders of the issued securities, of their pre-emptive right to subscribe for the equity intruments to which the issued securities give entitlement;

6/ resolve that the issue price of the shares will be at least equal to the minimum price provided for by the provisions of the laws and regulations applicable on the date of issue;

7/ resolve however that the Board of Directors is authorized to set the issue price, within the limit of 10% of the share capital per year, in accordance with the following terms and conditions: for an issue of shares, the issue price will be at least equal to the amount of the closing share price for the Saint-Gobain share on the day before the share issue, as reduced, where appropriate, by a 10% discount; for the issue of other securities, the issue price will be such that the amount immediately received by the Company, plus, where applicable, the amount that may subsequently be received by the Company, will be, for each share resulting from the issuance of these securities, at least equal to the amount set out above, it being specified that the limit of 10% of the share capital will be assessed when this authorization is implemented by the Board of Directors and that the issues will be offset against the maximum amounts set out in paragraph 3/ above;

8/ resolve that if the subscriptions do not cover the total value of the issue of shares or securities specified at 1/ above, the Board of Directors may limit the issue, on condition that it amounts to at least three quarters of the issue decided;

9/ grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to use this authorization and in particular to:

- set the amount of the issue within the limits specified at 3/ above, the issue price in accordance with 6/ above and the amount of the share premium,
- provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
- make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
- at its sole discretion, charge issue costs to the related premiums and deduct from such amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
- and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued under this authorization as well as in relation to the exercise of the rights attaching to such securities, record completion of each capital increase and amend the bylaws accordingly;

10/ note that this authorization supersedes, for the unexpired period, the authorization granted in the thirteenth resolution of the Combined General Meeting of June 7, 2007.

FIFTEENTH RESOLUTION

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with French company law, in particular Article L. 225-135-1 of the French Commercial Code:

1/ authorize the Board of Directors, if it observes that there is excess demand for shares or for securities giving access to equity capital issued without pre-emptive subscription rights pursuant to the fourteenth resolution, to decide, at its discretion, to increase the number of shares or securities giving access to shares to be issued subject to the conditions and within the limits specified below;

2/ resolve that this authorization is valid for a period of 26 months from the date of this General Meeting;

3/ resolve that the Board of Directors may use this authorization:

a) within thirty days of the closing date for the subscription period,

b) to increase the initial issue amount by up to 15%,

c) at the same price as the initial issue,

d) up to the maximum amount specified in 3/ of the fourteenth resolution, against which the amount of these additional securities will be set off;

4/ grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to use this authorization;

5/ note that this authorization supersedes, for the unexpired period, the authorization granted in the thirteenth resolution of the Combined General Meeting of June 7, 2007, for the part of said resolution having the same purpose.

SIXTEENTH RESOLUTION

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with French company law, and in particular Article L. 225-147 of the French Commercial Code:

1/ authorize the Board of Directors to increase the share capital, on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, within the limit of 10% of the Company's share capital at the date of this General Meeting, with a view to providing consideration for contributions in kind made to the Company and consisting of equity instruments or securities giving access to the share capital inasmuch as the provisions of Article L. 225-148 of the French Commercial Code relating to contributions of securities within the scope of a public exchange offer do not apply, through the issue of equity instruments of the Company and/or of securities giving access to shares in the Company, where the securities other than shares may be denominated in euros, foreign currencies or monetary units of any kind established by reference to a basket of currencies;

2/ resolve that this authorization is valid for a period of 26 months from the date of this General Meeting;

3/ resolve that the amounts of the equity instruments and securities issued pursuant to this resolution and within the limit of this resolution shall be set off against the corresponding maximum limits set out in 3/ of the fourteenth resolution;

4/ note that this authorization automatically entails the waiver by the shareholders, in favor of the holders of the issued securities, of their pre-emptive right to subscribe for the equity instruments to which the issued securities give entitlement;

5/ grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to use this authorization and in particular to:

- decide, on the basis of the report of the Contribution Auditor(s), the evaluation of the contributions and the granting of specific benefits, and with regard to the value thereof,
- provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
- make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
- at its sole discretion, charge issue costs to the related contribution premium and deduct from such contribution premium the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
- and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this authorization and the exercise of the rights attaching to such securities, record completion of each increase in the share capital and amend the bylaws accordingly;

6/ note that this authorization supersedes, for the unexpired period, the authorization granted in the fourteenth resolution of the Combined General Meeting of June 7, 2007.

SEVENTEENTH RESOLUTION

The shareholders in Extraordinary Meeting, deliberating under the quorum and majority requirements applicable to Ordinary General Meetings and having considered the report of the Board of Directors, and in accordance with French company law, and in particular Article L. 225-130 of the French Commercial Code:

1/ authorize the Board of Directors to carry out capital increases on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, through the capitalization of share premiums, reserves, profits or other amounts, as possible in accordance with the law and the bylaws, by the grant of bonus shares or by increasing the par value of existing shares, or by a combination of the two;

2/ resolve that this authorization is valid for a period of 26 months from the date of this General Meeting;

3/ resolve that the rights forming fractional shares will not be either negotiable or transferable, and that the corresponding shares will be sold, with the amounts resulting from the sale being allocated to the holders of the rights thirty days at the latest after the recording of the full number of shares allocated in their name;

4/ if the Board of Directors uses this authorization, resolve that the total amount of the capital increases made as a result of the capitalization of share premiums, reserves, profits or other amounts, may not exceed the amount of the share premiums, reserves, profits or other amounts existing at the time of the capital increase, within the limit of a maximum nominal amount of ninety-five million euros, it being specified that the nominal amount of the shares issued or that of the shares whose par value has been increased pursuant to this authorization, will be set off against the maximum amount referred to in 3/a) of the thirteenth resolution of this General Meeting;

5/ grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to use this authorization and in particular to:

- make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
- at its sole discretion, charge issue costs to the related premiums and deduct from such amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
- and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the shares, the due and proper completion and the financial servicing of the shares issued pursuant to this authorization and the exercise of the rights attaching to such

shares, record the completion of each increase in the share capital and amend the bylaws accordingly;

6/ note that this authorization supersedes, for the unexpired period, the authorization granted in the fifteenth resolution of the Combined General Meeting of June 7, 2007.

EIGHTEENTH RESOLUTION

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, including, firstly, Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and secondly, Articles L. 3332-1 *et seq.* of the French Labor Code:

1/ authorize the Board of Directors, and, by delegation, any person duly empowered by the Board in accordance with the law, to decide to increase the share capital, on one or more occasions, at the Board of Directors' sole discretion, through the issuance of equity instruments reserved for members of the Saint-Gobain Group Savings Plan;

2/ resolve that this authorization is valid for a period of 26 months from the date of this General Meeting;

3/ resolve to cancel the pre-emptive subscription rights of shareholders for equity instruments issued within the scope of this authorization, in favor of the members of the Saint-Gobain Group Savings Plan;

4/ resolve that the beneficiaries of the capital increases hereby authorized will be the members of the Savings Plan of Compagnie de Saint-Gobain and of all or some of the French and foreign companies or groupings that are affiliated to it, as specified in Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code, and which moreover comply with any criteria that may be set by the Board of Directors, regardless of whether these beneficiaries subscribe for these equity instruments directly or indirectly;

5/ set the maximum nominal amount of the equity instruments which may thus be issued at ninety-five million euros, if the Board of Directors uses this authorization;

6/ resolve that the subscription price of the equity instruments issued under this authorization 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 for the Saint-Gobain share during the 20 stock market trading sessions preceding the date of the decision of the Board of Directors or its delegate which sets the date for the opening of the subscription period, nor more than 20% less than this average and that the Board of Directors or its delegate shall have the possibility to set the subscription price or prices within the above-mentioned limit, to reduce the discount or decide not to grant any discount, in particular to take into account the regulations applicable in the countries where the offer will be made;

7/ grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to use this authorization and in particular to:

- set the issue price as specified in this resolution;
- set the opening and closing dates of the subscription period,
- set the date, even retroactively, from which the new equity instruments will carry dividend or interest rights,
- make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
- record or arrange for the recording of the completion of the share capital increase for the amount of equity instruments that are actually subscribed and set or arrange the setting of the terms and conditions for the reduction of subscriptions in the event that they exceed the amount of the issue,
- at its sole discretion, charge issue costs to the related premiums and deduct from such amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
- and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the securities, the due and proper completion and the financial servicing of the equity instruments issued pursuant to this authorization and the exercise of the rights attaching to such securities, and amend the bylaws accordingly;

8/ note that this authorization supersedes, for the unexpired period and the unused portion, the authorization granted in the sixteenth resolution of the Combined General Meeting of June 7, 2007.

NINETEENTH RESOLUTION

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

1/ authorize the Board of Directors to grant on one or more occasions, for amounts and on dates to be decided at the Board of Directors' sole discretion, to the beneficiaries specified below, stock options that give the right, as it determines, either to purchase existing shares in the Company, or to subscribe for new shares in the Company;

2/ resolve that this authorization is given for a period of 38 months from the date of this General Meeting;

3/ resolve that the beneficiaries of these stock options can only be, firstly, employees or some of them or certain categories of employees, and, secondly, corporate officers, as defined by law, both of Compagnie de Saint-Gobain and French and foreign companies and economic interest groupings which are directly or indirectly affiliated to such Company as specified in Article L. 225-180 of the French Commercial Code;

4/ resolve that the total number of stock options that will be granted under this authorization, whether they are options to subscribe for or purchase shares, may not represent more than 3% of the share capital of Compagnie de Saint-Gobain on the date of this General Meeting, it being specified that this number of shares will be set off against the

number set in the twentieth resolution in relation to free awards of shares and that this percentage of 3% will constitute an aggregate limit which shall apply both to the stock options granted under this resolution and the share awards made pursuant to, and within the limits of, the twentieth resolution;

5/ resolve that the Board of Directors shall, where applicable, set performance conditions for beneficiaries who are corporate officers and senior managers of the Saint-Gobain Group, as well as the criteria for granting the stock options and shall decide on the list or categories of beneficiaries of the stock options and the number of stock options granted within the limit set above;

6/ resolve that, in the event of the grant of stock options to purchase shares, the purchase price for shares by the beneficiaries will be set on the date when the options are allotted by the Board of Directors, without any discount, by reference to the average of the opening trading prices for Saint- Gobain shares during the 20 stock market trading sessions preceding that date and cannot in any event be less than the average purchase price for shares held by the Company pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code;

7/ resolve that in the event of the grant of stock options to subscribe for shares, the subscription price for shares by the beneficiaries will be set on the date when the stock options are granted by the Board of Directors, without any discount, by reference to the average of the opening trading prices for Saint-Gobain shares during the 20 stock market trading sessions preceding that date;

8/ note that this authorization entails the express waiver by the shareholders, in favor of the beneficiaries of the stock options to subscribe for shares, of their pre-emptive right to subscribe for the shares which will be issued from time to time on the exercise of the stock options;

9/ resolve that the period of validity of the stock options may not exceed ten years as from the date of allotment of such options;

10/ grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to use this authorization and in particular to:

- resolve, for the stock options granted to corporate officers of the Company, either that they may not be exercised by the persons concerned prior to the termination of their office, or to set the quantity of shares resulting from the exercise of stock options that these corporate officers of the Company shall be required to retain in registered form until the termination of their office,
- make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
- provide for the possibility to suspend the exercise of the rights attaching to the stock options to subscribe for shares in accordance with the regulations in force,
- at its sole discretion, in the event of increases in the share capital, charge issue costs to the related premiums and deduct from this amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
- and generally, enter into any and all agreements, take any and all action and, in the event of increases in the share capital, carry out any and all formalities necessary in connection with the issue, the listing of the shares, the due and proper completion and the financial servicing of the shares issued pursuant to this authorization and amend the bylaws accordingly;

11/ note that this authorization supersedes, for the unexpired period and the unused portion, the authorization granted in the seventeenth resolution of the Combined General Meeting of June 7, 2007.

TWENTIETH RESOLUTION

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with French company law, and in particular Articles L. 225.197-1 *et seq.* of the French Commercial Code:

1/ authorize the Board of Directors on one or more occasions, for amounts and on dates to be decided at the Board of Directors' sole discretion, to make free awards of shares of the Company, which exist or are to be issued in future, to the beneficiaries set out below;

2/ resolve that this authorization is given for a period of 38 months from the date of this General Meeting;

3/ resolve that the beneficiaries of these free share awards can only be, firstly, employees or some of them or certain categories of employees and, secondly, corporate officers, as defined by law, both of Compagnie de Saint-Gobain and French and foreign companies and economic interest groupings which are directly or indirectly affiliated to it as specified in Article L. 225-197-2 I of the French Commercial Code;

4/ resolve that the total number of free shares awarded under this authorization, whether they are existing shares or shares to be issued in future, may not represent more than 1% of the share capital of Compagnie de Saint-Gobain on the date of this General Meeting, it being specified that this number of shares will be set off against the limit set in the nineteenth resolution in relation to stock options and that the percentage set in that resolution will constitute an aggregate limit which shall apply both to share awards made pursuant to, and within the limit of the maximum applicable to this resolution, and the stock options granted pursuant to the nineteenth resolution;

5/ resolve that the Board of Directors shall, where applicable, set performance conditions for beneficiaries who are corporate officers and senior managers of the Saint-Gobain Group, as well as the criteria for awarding these free shares, shall designate the beneficiaries of the awards and determine their identity and the number of free shares awarded within the above-mentioned limit;

6/ resolve that the free share award will become final:

a) either for some or all of the free shares awarded, at the end of a minimum vesting period of four years, in which case there will not be any mandatory retention period for the shares,

b) or for some or all of the free shares awarded, at the end of a minimum vesting period of two years, it being specified that in such case the beneficiaries of the free shares awarded will be required to retain them for a minimum period of two years as from the date of the final share award;

7/ resolve that the final share award may take place before the end of the vesting period(s) in the event of a disability of a beneficiary under the conditions provided for by law and that the shares will become freely transferable before the end of the retention period in the event of the disability of a beneficiary under the conditions provided for by law;

8/ note that this authorization automatically entails for the beneficiaries of the free shares awarded that are to be issued, a capital increase via the capitalization of share premiums, reserves, profits or other amounts, at the end of the vesting periods and the waiver by shareholders of their pre-emptive rights for subscription of the shares to be issued and awarded free pursuant to this resolution;

9/ grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to use this authorization and in particular to:

- set the proportion and quantity of the free shares awarded for which the minimum vesting period will be two years and those for which the minimum vesting period will be four years, with the possibility to decide that one or other of these two periods will be applied for all the free shares awarded,
- resolve, where applicable, to increase the minimum vesting and/or retention periods in accordance with the legal provisions and this authorization,
- resolve, for the free shares awarded to corporate officers of the Company as specified in Article L. 225-197-1 II of the French Commercial Code, either that they may not be sold by the persons concerned prior to the termination of their office, or to set the quantity of these free shares that these corporate officers of the Company shall be required to retain in registered form until the termination of their office,
- make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital during the vesting period, it being specified that the new shares which may be awarded free where applicable will be deemed to have been awarded on the same day as that corresponding to the shares initially awarded,
- at its sole discretion, in the event of increases in the share capital, charge issue costs to the related premiums and deduct from this amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
- and generally, enter into any and all agreements, take any and all action and, in the event of increases in the share capital, carry out any and all formalities necessary in connection with the issue, the listing of the shares, the due and proper completion and the financial servicing of the shares issued pursuant to this authorization and amend the bylaws accordingly.

10/ note that this authorization supersedes, for the unexpired period, the authorization granted in the eighteenth resolution of the Combined General Meeting of June 7, 2007.

TWENTY-FIRST RESOLUTION

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with French company law, and in particular Article L. 225-209 of the French Commercial Code:

1/ authorize the Board of Directors to arrange for the Company to cancel the shares of the Company acquired under the authorizations given by the shareholders with regard to the share buyback programs;

2/ resolve that this authorization is given for a period of 26 months from the date of this General Meeting;

3/ resolve that the Board shall have discretionary authority to cancel, on one or more occasions, all or some of the shares purchased under shareholder-approved buy-back programs, within a limit of 10% of the share capital existing on the date of the transaction, per 24-month period, and to reduce the Company's share capital accordingly. The difference between the purchase price of the cancelled shares and their par value will partly be offset against the legal reserve for 10% of the cancelled capital with the remainder being set off against the available share premiums and reserves;

4/ and generally, grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to implement this authorization, to cancel the shares, make the reductions in capital final, to carry out all acts and formalities and make all declarations and amend the bylaws accordingly;

5/ note that this authorization supersedes, for the unexpired period, the authorization granted in the nineteenth resolution of the Combined General Meeting of June 7, 2007.

TWENTY-SECOND RESOLUTION

The shareholders in Extraordinary Meeting, deliberating under the quorum and majority requirements applicable to Ordinary General Meetings and having considered the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with French company law, and in particular Articles L. 233-32 and L. 233-33 of the French Commercial Code, and in the event of a public offer as specified in Article L. 233-33 paragraph 2 of the French Commercial Code:

1/ authorize the Board of Directors to decide on the issuance of stock warrants making it possible to subscribe, under preferential conditions, for shares in Compagnie de Saint-Gobain, and on their allocation free-of-charge to all Compagnie de Saint-Gobain shareholders of record at the end of the public offer period;

2/ resolve that this authorization is given for a period of 18 months from the date of this Meeting;

3/ if the Board of Directors uses this authorization, set:

a) the maximum nominal amount of the increase in capital that may result from the exercise of these stock warrants at four hundred and ninety million euros,

b) the maximum number of stock warrants that may be issued at a number equal to the number of shares making up the share capital at the time of issuance of the stock warrants;

4/ grant full powers to the Board of Directors to implement this authorization and in particular in order to:

a) set the conditions for exercising these stock warrants, which must bear a relation to the terms of the offer or any potential competing offer, and the other features of the stock warrants, including the exercise price or the terms and conditions for determining such price, as well as the conditions of issuance and the free grant of such stock warrants, with the possibility to suspend them or abandon them,

b) in general, determine all the other features and terms and conditions of any operation decided on the basis of this authorization, enter into any and all agreements, take any and all action and carry out any and all formalities, record the increase in share capital where applicable and amend the bylaws accordingly,

c) it being specified that, on the basis of a report drawn up by a bank that is unrelated to the Saint-Gobain Group, whose designation has been approved, in particular, by a majority of the independent Directors of Compagnie de Saint-Gobain, the Board of Directors shall report, at the time of the issuance of the stock warrants, on the circumstances and the reasons why it considers that the offer is not in the interests of the shareholders and which justify the issuance of such stock warrants, as well as the criteria and methods whereby the terms and conditions for determining the exercise price of the warrants will be set;

5/ note that this authorization supersedes, for the unexpired period, the authorization granted in the 14th resolution of the Combined General Meeting of June 5, 2008.

TWENTY-THIRD RESOLUTION

The shareholders in Extraordinary Meeting give full powers to the bearer of an original, copy or extract of the minutes of this Meeting, to carry out all necessary formalities.

Additional Reports to Shareholders on the February-March 2009 Rights Issue

Additional Report of the Board of Directors

March 4, 2009

This report has been prepared in accordance with Articles L. 225-129-5 and R. 225-116 of the French Commercial Code to inform shareholders about the use made by the Board of Directors of Compagnie de Saint-Gobain of the authorization to carry out a capital increase given to the Board – with the right to delegate said authority to a person of its choice – in the 12th resolution of the Combined Ordinary and Extraordinary General Meeting of June 7, 2007 in application of Article L. 225-129-2 of the French Commercial Code.

I. Capital increase through the free allocation of stock warrants

On February 19, 2009, the Board of Directors decided to carry out a capital increase for a total of €1,512,240,968 including premiums, through the creation and issue, in a global offering, of 108,017,212 new shares with a par value of €4 each, to be paid up in cash, on the basis described below.

The new shares will be issued at a price of €14 per share, including a premium per share of €10. They will be fully paid up in cash on subscription.

The issue price decided by the Board of Directors reflects a discount of 49.56% on the weighted average share price on the date of its decision, to take into account the recent volatility of the share price and the discussions with the banks that are underwriting the issue.

The global offering consists of a public offering in France, Germany, Belgium, the Netherlands, the United Kingdom and Switzerland, from February 23 to the close of trading on March 6, 2009, and a private placement in other countries.

The new shares will initially be offered by way of a free allocation of transferable stock warrants to existing shareholders on the basis of one warrant for each share issued and outstanding at February 20, 2009, i.e. 382,571,985 warrants (1) exercisable on the basis of 7 warrants for 2 new shares at a price of €14 per share. The warrants are exercisable only for a whole number of shares (2 or a multiple of 2 shares). The warrants started trading on February 23, 2009.

Warrants not exercised on or before March 6, 2009 will be automatically purchased by Compagnie de Saint-Gobain, acting as an agent (*commissionnaire*) on behalf of the Managers, in accordance with Article L. 228-102 of the Commercial Code. All purchased warrants will be exercised by the Managers, so that the capital increase amounts to €1,512,240,968, represented by 108,017,212 shares.

None of the Compagnie de Saint-Gobain stock options that were exercisable in the period to March 1, 2009 were exercised during that period.

The 108,017,212 new shares will carry rights to the 2008 dividend. They will immediately rank *pari passu* with existing shares, and will confer the same rights – including the right to any distributions decided by Compagnie de Saint-Gobain – and be subject to the same provisions of the bylaws and shareholder decisions as existing shares from their date of issue on March 23, 2009.

Trading in the new shares is expected to commence on the Euronext Paris market on March 23, 2009. The shares will also be traded on the Frankfurt, London, Zurich, Amsterdam and Brussels stock exchanges.

The costs of the rights issue will be paid by Compagnie de Saint-Gobain and deducted from the issue premium.

II. Amendment of the bylaws to reflect the new capital

Upon completion of the rights issue, the Chief Executive Officer of Compagnie de Saint-Gobain, using the powers delegated to him by the Board of Directors on February 19, 2009, will place on record that the capital has been increased by €432,068,848 through the issue of the 108,017,212 new shares and will amend Article 6.2 of the bylaws to reflect the new capital, as follows:

"The share capital is currently set at €1,962,356,788 (one billion nine hundred and sixty-two million three hundred and fifty-six thousand seven hundred and eighty-eight euros). It is represented by 490,589,197 shares with a par value of four euros each, all fully paid and all in the same class."

III. Impact of the rights issue on the situation of individual shareholders

The following table shows the impact of the rights issue on the percentage interest of a holder of 1% of the Company's share capital prior to the issue that does not take part in the issue. The calculation is based on the number of shares outstanding as of December 31, 2008.

Shareholding interest (%)

Before exercise of the warrants	After exercise of the warrants
1%	0.78%

IV. Impact of the rights issue on consolidated equity per share

The following table shows the impact of the rights issue on consolidated equity per share. The calculation is based on consolidated equity attributable to equity holders of the parent at December 31, 2008, as reported in the 2008 consolidated financial statements, and the number of shares outstanding at December 31, 2008.

Attributable equity per share

Before exercise of the warrants	After exercise of the warrants
€37.75	€32.37

(1) Of which 4,511,742 warrants in respect of treasury shares that will be immediately cancelled upon issuance.

V. Theoretical impact of the rights issue on the share price

The following table shows the theoretical impact of the rights issue, based on the volume weighted average share price [1] for the twenty stock market trading sessions preceding the Board's decision on February 19, 2009 to launch the rights issue.

Before exercise of the warrants	After exercise of the warrants
€28.58	€25.34

The Statutory Auditors, PricewaterhouseCoopers Audit and KPMG Audit, Department of KPMG SA, have checked that the rights issue complies with the authorization given in the twelfth resolution of the Combined Ordinary and Extraordinary General Meeting of June 7, 2007, as explained in their additional report prepared in accordance with and on the basis specified in Article R. 225-116 of the French Commercial Code.

In accordance with the applicable provisions of the law, this additional report and the Statutory Auditors' additional report are available to shareholders at the Company's head office and will be read out at the next General Meeting.

The Board of Directors

(1) Volume weighted average share price for the twenty stock market trading sessions preceding the decision to launch the rights issue (Board Meeting of February 19, 2009), i.e. from January 23 to February 19, 2009.

Statutory Auditors' Additional Report on the issuance of securities giving access to the share capital (Board of Directors' decision of February 19, 2009)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Compagnie de Saint-Gobain and pursuant to the provisions of Article R. 225-116 of the French Commercial Code we hereby report to you on the transaction authorized under the twelfth resolution of the Combined Ordinary and Extraordinary General Meeting of June 7, 2007 "Renewal of the authorization of the Board of Directors to increase the share capital, through the issue of shares, with pre-emptive subscription rights for existing shareholders, and/or all securities giving access to shares in the Company or its subsidiaries." This report supplements our special report dated May 15, 2007.

The Combined Ordinary and Extraordinary General Meeting of June 7, 2007 authorized the Board of Directors to decide to carry out share issues for a period of 26 months from the date of said meeting. The maximum nominal amount of the shares to be issued immediately or in future, whether directly or indirectly, under the twelfth, thirteenth and fifteenth resolutions of said meeting was set at €590 million.

At its February 19, 2009 meeting, the Board of Directors decided to use this authorization to issue 108,017,212 new shares with a maximum nominal value of €432,068,848.

The terms and conditions of the transaction were as follows:

- the Company would allocate 382,571,985 stock warrants to existing shareholders on the basis of one stock warrant for each issued and outstanding share (including 4,511,742 warrants in respect of treasury shares that would be cancelled upon issuance). These warrants would be exercisable on the basis of seven warrants for two new shares with a par value of €4 each, issued at a price of €14 per share including a premium per share of €10. The new shares would carry dividend rights at January 1, 2008;
- the Board of Directors is responsible for preparing a report in accordance with Articles R. 225-115 and R. 225-116 of the French Commercial Code. Our responsibility is to express an opinion on the fairness of the information taken from the financial statements and other information regarding the issue contained in this report.

We performed the procedures we considered necessary with regard to the professional standards applicable in France to such transactions. These standards require that we perform procedures to verify:

- the fair presentation of the information taken from the consolidated financial statements for the year ended December 31, 2008, as approved by the Board of Directors on February 19, 2009. We conducted our audit of these financial statements in accordance with professional standards applicable in France;
- the conformity of the terms and conditions of the issue with the authorization granted by the General Meeting and the fair presentation of the information provided in the Board of Directors' additional report on the method used for calculating the issue price and on its amount.

Being specified that the consolidated financial statements for the financial year ended December 31, 2008 have not yet been approved by the General Meeting, we have no matters to report regarding:

- the fair presentation and conformity of the information provided in the Board of Directors' additional report with these consolidated financial statements;
- the conformity of the terms and conditions of the transaction with the authorization granted by and the information provided to the Combined Ordinary and Extraordinary General Meeting of June 7, 2007;
- the method used for calculating the issue price of the new equity instruments or its amount;
- the information presented in the report regarding the effects of the issue on the situation of existing holders of equity instruments and/or securities giving access to shares in the Company, in terms of consolidated equity and the market price of the Company's share.

Neuilly-sur-Seine and Paris-La Défense, March 5, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit

Pierre Coll — Rémi Didier

KPMG Audit
Division of KPMG S.A.

Jean Gatinaud — Jean-Paul Vellutinii

******

Using the authorization given in June 2007, the Board of Directors has also decided, as in prior years, to carry out a share issue reserved for current and former employees in March-April 2009. A total of up to eight million five hundred thousand shares will be issued. The reports of the Board of Directors and the Statutory Auditors on the share issue are available from the Company's head office and can be downloaded from the Saint-Gobain website (www.saint-gobain.com).

REQUEST FOR INFORMATION

This form must only be sent to your **bank, broker or other financial intermediary** responsible for the management of your shares

SAINT-GOBAIN

I, the undersigned:

Full name: ....

Address : ....

owner of .... Saint-Gobain shares held as

☐ registered shares

☐ bearer shares, recorded in an account with (1) :

request that I be sent the **Annual Report** of Compagnie de Saint-Gobain for 2008.

Signed in (city): .... on: 2009

Signature

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

For further information on the Group,
please contact the Investor Relations Department:

- **by phone:** 0 800 32 33 33
  (toll-free number for calls originating in France)
- **by mail:** COMPAGNIE DE SAINT-GOBAIN
  Investor Relations Department
  Les Miroirs
  92096 La Défense Cedex
- **by e-mail:** actionnaires@saint-gobain.com
- **Website:** www.saint-gobain.com

NOTE:

1/ The Annual Report for 2008(2) filed as the «Document de Référence» **and the information contained in this pack, constitute the information provided for by Articles R. 225-81 and R. 225-83 of the French Commercial Code.**

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

(2) The Annual Report for 2008 is available online on the Saint-Gobain website at: www.saint-gobain.com

A FRENCH SOCIÉTÉ ANONYME

CAPITAL: €1,962,356,788

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

Labrador 00 33 1 53 06 30 80 Photothech Saint-Gobain - Photothech Placoplatre - M. Moore

SAINT-GOBAIN