

## **COMPAGNIE DE SAINT-GOBAIN**

A French *société anonyme* with a share capital of €2,214,228,364  
Registered office: “Les Miroirs”, 18 avenue d’Alsace, 92400 Courbevoie, France  
542 039 532 R.C.S. Nanterre

### **Notice of meeting**

Shareholders of Compagnie de Saint-Gobain (the “Company”) are convened to the Combined General Meeting on Thursday, June 7, 2018 at 3:00 p.m. at the Palais des Congrès, 2 place de la Porte Maillot, 75017 Paris, France, to vote on the following agenda and draft resolutions:

### ***Agenda***

#### **Ordinary Meeting:**

- 1 - Approval of the Company’s non-consolidated financial statements for 2017.
- 2 - Approval of the Company’s consolidated financial statements for 2017.
- 3 - Appropriation of income and determination of the dividend.
- 4 - Re-election of Mr. Pierre-André de Chalendar as Director.
- 5 - Ratification of the co-option of Ms. Dominique Leroy as Director.
- 6 - Approval of the components of compensation paid or granted to the Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, in respect of 2017.
- 7 - Approval of the components of the compensation policy of the Chairman and Chief Executive Officer for 2018.
- 8 - Approval of the commitments to pay compensation for loss of office and other benefits to Mr. Pierre-André de Chalendar in the event that his term of office as chairman and chief executive officer is terminated under certain circumstances.
- 9 - Approval of the post-employment benefit obligations towards Mr. Pierre-André de Chalendar.
- 10 - Approval of the decision to allow Mr. Pierre-André de Chalendar to continue to be covered by the death, disability and health insurance plans for employees of Compagnie de Saint-Gobain in his capacity as an executive Director without an employment contract.
- 11 - Re-appointment of KPMG Audit firm as primary Statutory Auditor.
- 12 - Authorization given to the Board of Directors to trade in the Company’s shares.

#### **Extraordinary Meeting:**

- 13 - Delegation of authority granted to the Board of Directors to carry out equity or equity-linked securities issues, without preferential subscription rights, reserved for certain categories of beneficiaries, up to a maximum nominal amount of eight hundred eighty thousand euros excluding any applicable adjustment, representing approximately 0.04% of the share capital, the amount of any share capital increase to be set off against the limit specified in the seventeenth resolution of the Combined General Meeting of June 8, 2017.
- 14 - Amendments to the by-laws relative to the number of Directors representing employees at the Company’s Board of Directors.
- 15 - Powers to carry out formalities.

## Draft Resolutions

### Ordinary Meeting:

**First resolution** (*Approval of the Company's non-consolidated financial statements for 2017*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the Company's non-consolidated financial statements for the year ended December 31, 2017 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

**Second resolution** (*Approval of the Company's consolidated financial statements for 2017*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the Company's consolidated financial statements for the year ended December 31, 2017 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

**Third resolution** (*Appropriation of income and determination of the dividend*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having noted that the financial statements prepared as at December 31, 2017 and approved by this Meeting show a 2017 net income amounting to €839,495,722.19 and retained earnings at December 31, 2017 amounting to €5,448,360,480.65, yielding total distributable earnings of €6,287,856,202.84, approve the proposals made by the Board of Directors with respect to the appropriation of profits, and resolve to allocate distributable earnings as follows:

- to dividend distribution:

. a first dividend of €110,264,285.00, in accordance with Article 20 paragraph 4, 2° of the Company's by-laws,

. an additional dividend of €606,453,567.50, representing a total dividend payment of €716,717,852.50

- the appropriation of €5,571,138,350.34 to retained earnings.

The calculation of the above total amount for distribution is based on the number of shares carrying dividend rights as of January 31, 2018, i.e. 551,321,425 shares, which may fluctuate if the number of shares carrying dividend rights changes between January 31, 2018 and the ex-dividend date, in particular as a function of the number of treasury shares held.

The dividend on each share carrying dividend rights will be €1.30. The ex-dividend date will be June 11, 2018 and the dividend will be paid as from June 13, 2018. It is specified that in the event that the Company holds some of its own shares on the ex-dividend date, the corresponding dividend amounts not paid on these will be allocated to retained earnings.

In accordance with the law, the General Meeting notes that dividends paid in the last three fiscal years preceding fiscal year 2017 are as presented in the table below:

Fiscal year	Number of shares on which a dividend was paid	Dividend per share (in euros)	Total dividends distributed (in euros)
2014	560,497,926	1.24	695,017,428.24
2015	548,857,730	1.24	680,583,585.20
2016	550,907,388	1.26	694,143,308.88

For individual shareholders who are French tax residents, dividends received will be subject to a single standard tax rate of 30%, or, by option, to the application of the income tax progressive scale following the 40% deduction provided for under Article 158, 3. 2° of the French General Tax Code and social taxes.

**Fourth resolution** (*Re-election of Mr. Pierre-André de Chalendar as Director*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term as Director of Mr. Pierre-André de Chalendar expires at the close of this General Meeting, resolve to reelect him as Director.

This term of office is approved for a period of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2021.

**Fifth resolution** (*Ratification of the co-option of Ms. Dominique Leroy as Director*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, ratify the co-option of Ms. Dominique Leroy as Director decided by the Board of Directors held on November 23, 2017, to replace Ms. Olivia Qiu, who resigned as Director.

This term of office is approved for the remainder of Ms. Olivia Qiu's term of office, expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2018.

**Sixth resolution** (*Approval of the components of compensation paid or granted to the Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, in respect of 2017*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 225-100 of the French Commercial Code, and having considered the report of the Board of Directors, approve the components of compensation paid or granted to the Company's Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, in respect of 2017, as presented in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

**Seventh resolution** (*Approval of the compensation policy of the Chairman and Chief Executive Officer for 2018*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L.225-37-2 of the French Commercial Code, and having considered the report of the Board of Directors, approve the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable, in respect of his mandate, to the Chairman and Chief Executive Office, as presented in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

**Eighth resolution** (*Approval of the commitments to pay compensation for loss of office and other benefits to Mr. Pierre-André de Chalendar in the event that his term of office as chairman and chief executive officer is terminated under certain circumstances*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the special report of the Statutory Auditors on related party agreements and commitments presented in accordance with Article L. 225-40 of the French Commercial Code, approve in accordance with Article L. 225-42-1 of the French Commercial Code, in connection with Mr. Pierre-André de Chalendar's re-election as Director, the commitments described therein concerning the compensation for loss of office and other benefits that would be payable to Mr. Pierre-André de Chalendar in connection with the termination of his duties as Chairman and Chief Executive Officer in certain circumstances.

**Ninth resolution** (*Approval of the post-employment benefit obligations towards Mr Pierre-André de Chalendar*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the special report of the Statutory Auditors on related party agreements and commitments presented in accordance with Article L. 225-40 of the French Commercial Code, approve in accordance with Article L. 225-42-1 of the French Commercial Code and in connection with Mr. Pierre-André de Chalendar's re-election as Director, the agreement described therein concerning Mr. Pierre-André de Chalendar's pension entitlement.

**Tenth resolution** (*Approval of the decision to allow Mr. Pierre- André de Chalendar to continue to be covered by the death, disability and health insurance plans for employees of Compagnie de Saint-Gobain in his capacity as an executive Director without an employment contract*).— The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the special report of the Statutory Auditors on related party agreements and commitments presented in accordance with Article L. 225-40 of the French Commercial Code, approve the continuation to the benefit of Mr. Pierre-

André de Chalendar of the death, disability and health insurance policy for employees of Compagnie de Saint-Gobain which is described in such special report in connection with Mr. Pierre-André de Chalendar's re-election as Director.

**Eleventh resolution** (*Re-appointment of KPMG Audit firm as primary Statutory Auditor*). The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term of appointment expires at the close of this General Meeting, resolve to re-appoint as primary Statutory Auditor the firm KPMG Audit, 2 avenue Gambetta, 92066 Paris La Défense.

This appointment is approved for a term of six fiscal years, expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2023.

**Twelfth resolution** (*Authorization given to the Board of Directors to trade in the Company's shares*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, authorize the Board of Directors to buy back or arrange for the buy back of Company shares, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, European (EU) Regulation No. 596/2014 dated April 16, 2014, and the delegated regulations taken for its application, the French Financial Markets Authority (AMF)'s General Rules and the latter's authorization of a market practice, for the purpose of:

- the allotment of free shares, the grant of stock options, and the allotment or sale of shares under employee savings plans or other similar plans,
- offsetting the potential dilutive impact of free shares' or stock options allocations, or of subscription by employees as part of the employee savings plans or other similar plans,
- delivering shares upon exercise of the rights attaching to securities giving access to the Company's share capital,
- enabling an independent investment services provider to ensure the management of the market of the Company share under liquidity agreements that comply with the ethical code recognized by the French Financial Markets Authority,
- canceling shares, either wholly or partially, pursuant to approval of the nineteenth resolution by the Combined General Meeting of June 8, 2017,
- implementing any market practice that may become authorized by the French Financial Markets Authority and, more generally, carrying out any other transaction authorized under the relevant laws or regulations.

Shares may be purchased, sold, transferred or exchanged at any time on one or more occasions, except during a public tender offer period, and by any means, provided that laws and regulations in force are complied with, on or off the stock market, over the counter, in whole or in part in blocks of shares, by public tender offer in cash or in shares, by using options or derivatives, either directly or indirectly through the intermediation of an investment services provider, or in any other way.

The shareholders set the maximum purchase price at €80 per share and decide that 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 of the Company as of the date of this General Meeting, it being specified that the number of shares acquired with a view to retaining them for subsequently delivering them as payment or in exchange as part of mergers, split-ups or contributions may not exceed 5% of the Company's share capital as of such date, and that the Company may not hold more than 10% of its share capital, either directly or indirectly.

For information purposes, as of March 1, 2018, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €4,428,577,360, which corresponds to €55,357,217 shares bought at a price of €80 each.

In the event of transactions on the Company's share capital, and in particular an increase in capital through the capitalization of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity, the above-mentioned maximum price will be adjusted to take into account the impact of these transactions on the stock value.

The General Meeting of shareholders gives full powers to the Board of Directors with powers to sub-delegate under the conditions set out by law, to use this authorization, in particular to give any and all orders, enter into any and all agreements, draw up any and all documents and press releases, make any adjustments

related to the above-mentioned transactions, carry out any and all formalities and make all appropriate declarations to the authorities, and in general take all necessary measures.

The authorization is granted for a period of eighteen months as from the date of this General Meeting. It supersedes, for the unexpired period, and cancels, any unused portion of the authorization granted in the eleventh resolution of the Combined General Meeting of June 8, 2017.

## **Extraordinary Meeting**

**Thirteenth resolution** (*Delegation of authority granted to the Board of Directors to carry out equity or equity-linked securities issues, without preferential subscription rights, reserved for certain categories of beneficiaries, up to a maximum nominal amount of eight hundred eighty thousand euros excluding any applicable adjustment, representing approximately 0.04% of the share capital, the amount of any share capital increase to be set off against the limit specified in the seventeenth resolution of the Combined General Meeting of June 8, 2017*). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with legal provisions relative to French company law, in particular Article L.225-129-2 and L.225-138 of the French Commercial Code:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate through the issuance of equity securities reserved for one or more categories of beneficiaries as listed below in paragraph 4/ of this delegation.

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 18 months from the date of this General Meeting.

3/ Resolve to cancel the preferential subscription rights of shareholders for equity securities to be issued pursuant to this delegation, in favor of one or more categories of beneficiaries listed below.

4/ Resolve that the beneficiaries of the share capital increases subject of this delegation shall pertain to the following categories: (i) employees and directors of companies affiliated with the Company in accordance with Articles L.225-180 of the French Commercial Code with headquarters located outside France; (ii) UCITS or other entities, with or without legal personality, of shareholding invested in securities of the Company with bearers of such units or shareholders being individuals listed in (i); (iii) any banking institution or subsidiary of such an institution participating at the request of the Company for the implementation of a shareholding device or a savings device (entailing or not a shareholding scheme in the Company) benefiting to the individuals listed in (i).

5/ Set, if the Board of Directors uses this delegation, the maximum nominal amount of the equity securities that may thus be issued at eight hundred eighty thousand euros, it being specified that this maximum nominal amount will be supplemented by the nominal amount of any shares that may be issued in order to preserve, in accordance with laws and regulations or any contractual stipulations, providing for other types of adjustments, the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares, and that the nominal amount of capital increases carried out pursuant to this delegation will be set off against the maximum amount referred to in the seventeenth resolution of the Combined General Meeting of June 8, 2017 or, as applicable, the maximum amount stipulated by a resolution of the same kind that might succeed such resolution for the validity of this delegation.

6/ a) Resolve that the subscription price of the equity securities issued pursuant to this delegation will be (i) equal to the issue price of the shares issued as part of the share capital increase which will be carried out for the benefit of the members of Saint-Gobain Group savings plans (PEG) in application of the seventeenth resolution of the Combined General Meeting of June 8, 2017 in case of concomitant transaction or (ii) may not be greater than the average of the opening trading prices for the Saint-Gobain share on the Euronext Paris regulated market during the twenty stock market trading sessions preceding the date of the decision by the Board of Directors or its delegate establishing the subscription of shares in connection with this resolution,

nor less than 80% of this average, and that the Board of Directors or its delegate will have full authority to set the subscription price or prices within the above-mentioned limit.

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

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

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

**Fourteenth resolution** (Amendments to the by-laws relative to the number of Directors representing employees at the Company's Board of Directors). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, resolve to amend paragraphs 5, 7 and 10 of Article 9 of the Company by-laws relative to the number of Directors representing employees at the Company's Board of Directors, as follows:

<i>Article 9 COMPOSITION OF THE BOARD OF DIRECTORS</i>	<i>Article 9 COMPOSITION OF THE BOARD OF DIRECTORS</i>
<p data-bbox="295 432 614 461"><i>Paragraph 5: Current drafting</i></p> <p data-bbox="124 488 786 1124"><i>One or two Director(s) representing employees is or are appointed by the Group Works Council (“Comité de groupe”) of the Company. If twelve or fewer Directors are elected by the General Meeting of Shareholders, one Director representing employees is appointed by the Group Works Council of the Company. If more than twelve Directors are elected by the General Meeting of Shareholders or the number of Directors elected by the General Meeting of Shareholders increases to more than twelve, a second Director representing employees is appointed by the Group Works Council of the Company (provided that the number of Directors elected by the General Meeting of Shareholders is still more than twelve on the appointment date). If the number of Directors elected by the General Meeting of Shareholders subsequently falls to twelve or fewer, the two Directors representing employees will remain in office for the rest of their term. The Director(s) representing employees is or are appointed by the Group Works Council of the Company within six months of the General Meeting. The Director representing employee shareholders appointed by the General Meeting of Shareholders is not taken into account for the purpose of determining the number of Directors representing employees to be appointed.</i></p>	<p data-bbox="986 432 1268 461"><i>Paragraph 5: New drafting</i></p> <p data-bbox="810 488 1449 600"><i>Two Directors representing employees are appointed by the Group Works Council (“Comité de groupe”) of the Company. The Directors representing employees are appointed within six months of the General Meeting.</i></p>
<p data-bbox="295 1160 614 1189"><i>Paragraph 7: Current drafting</i></p> <p data-bbox="124 1216 786 1561"><i>A Director's term of office ceases at the close of the Ordinary General Meeting called to approve the financial statements for the year preceding the year of expiry. The term of office of a Director representing employees ends as specified in the preceding sentence and also upon termination of his or her employment contract, on the termination date, unless he or she is transferred to another Group company. If the Company is no longer concerned by the provisions of the law relating to employee representation at the Board, the term(s) of office of the Director(s) representing employees will end at the close of the Board meeting during which the non-applicability of the law is noted.</i></p>	<p data-bbox="986 1160 1268 1189"><i>Paragraph 7: New drafting</i></p> <p data-bbox="810 1216 1449 1561"><i>A Director's term of office ceases at the close of the Ordinary General Meeting called to approve the financial statements for the year preceding the year of expiry. The term of office of a Director representing employees ends as specified in the preceding sentence and also upon termination of his or her employment contract, on the termination date, unless he or she is transferred to another Group company. If the Company is no longer concerned by the provisions of the law relating to employee representation at the Board, the terms of office of the Directors representing employees will end at the close of the Board meeting during which the non-applicability of the law is noted.</i></p>
<p data-bbox="295 1630 614 1659"><i>Paragraph 10: Current drafting</i></p> <p data-bbox="124 1686 786 1964"><i>Should one or both of the seats at the Board held by the Director or Directors representing employees become vacant due to the termination of his, her or their employment contract, death, resignation, removal from office or due to any other reason, the Group Works Council of the Company will appoint one or two Directors in accordance with the process described in paragraph 5 (but within six months of the seat or seats becoming vacant). The Board may validly make decisions and take action during this period until the seats reserved for Directors representing employees have been filled.</i></p>	<p data-bbox="986 1630 1268 1659"><i>Paragraph 10: New drafting</i></p> <p data-bbox="810 1686 1449 1964"><i>Should one or both of the seats at the Board held by the Directors representing employees become vacant due to the termination of his, her or their employment contract, death, resignation, removal from office or due to any other reason, the Group Works Council of the Company will appoint one or two Directors in accordance with the process described in paragraph 5 (but within six months of the seat or seats becoming vacant). The Board may validly make decisions and take action during this period until the vacant seats reserved for Directors representing employees have been filled.</i></p>

*This text is a free translation from the French language and is supplied solely for information purposes.  
Only the original version in the French language has legal force.*

***Fifteenth resolution (Powers to carry out formalities).*** — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, give full powers to the bearer of an original, a copy or an extract of the minutes of this Meeting, to carry out all necessary formalities in connection with decisions made by the General Meeting.

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