



Compagnie de Saint-Gobain
Société anonyme with a share capital of €2,186,340,016
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Courbevoie, March 18, 2019

Press release

2019 SHARE CAPITAL INCREASE RESERVED FOR MEMBERS OF THE SAINT-GOBAIN GROUP EMPLOYEE SAVINGS PLAN

I. Issuer

COMPAGNIE DE SAINT-GOBAIN
Euronext Paris regulated market (France)
ISIN code for ordinary shares: FR0000125007
Share admitted to the Differed Settlement System (SRD)

II. Framework of the issue – Purpose of the offering – Securities offered

Pursuant to the authorization granted by the Combined General Shareholders' Meeting of June 8, 2017 (seventeenth resolution), the Board of Directors decided, at its meeting of November 22, 2018, the principle of an issuance of up to six million (6,000,000) Saint-Gobain shares with a par value of €4 each, reserved for members of the Saint-Gobain Group employee savings plan (PEG).

The offering of the shares is proposed in the following countries: Argentina, Australia, Austria, Belgium, Botswana, Brazil, Bulgaria, Canada, Czech Republic, China, Colombia, Denmark, Estonia, Finland, France, Germany, Hungary, India, Indonesia, Ireland, Italy, Japan, Latvia, Lithuania, Luxembourg, Malaysia, Mexico, Norway, the Netherlands, Peru, Poland, Portugal, Romania, United Kingdom, Serbia, Singapore, Slovakia, Slovenia, South Africa, South Korea, Spain, Sweden, Switzerland, Thailand, Taiwan, Turkey, Vietnam and Zimbabwe, subject to obtaining required local authorizations in some of these countries.

The offering comprises a single “classic” formula under which the subscriber is fully exposed to fluctuations of the Saint-Gobain share and may, as the case may be, benefit from an employer matching contribution (*abondement*). In accordance with applicable legislation in the various countries falling within the scope of the offering, the shares will be subscribed by

employee mutual investment funds (FCPE), through direct and individual subscription or by trusts or equivalent, as the case may be.

At its meeting dated November 22, 2018, the Board of Directors also decided a 20% discount on the reference price, corresponding to the average of the opening prices for the Saint-Gobain share on the Euronext Paris regulated market over the 20 trading days preceding the date of the decision of the Board of Directors or its delegate setting the start and end dates of the subscription period. In addition, it delegated to the Chairman and Chief Executive Officer full powers to take note of the reference price, determine the subscription price and the subscription period, and take note of the completion of the subsequent share capital increase.

On the basis of these decisions and pursuant to the delegation granted to him, the Chairman and Chief Executive Officer of Compagnie de Saint-Gobain took note of the reference price as of the date hereof and determined the subscription price for the new shares (equal to 80% of the reference price) as follows:

Reference price: €32.107.

Subscription price: €25.69.

The share capital increase forms part of the continuing development of the Group's employee share ownership, which has been a constant aim of the Group for 32 consecutive years. This offering enables to further strengthen the sense of belonging by employees of the Saint-Gobain Group, enabling them to be more closely associated with its future growth and performance.

III. Subscription's conditions

1. Beneficiaries of the offering: The beneficiaries of the offering are

(i) employees of Compagnie de Saint-Gobain or of companies or consortiums (*groupements*) that are part of the Saint-Gobain Group and member companies of the PEG, who are able to justify of a minimum seniority of three months as of the closing date of the subscription period;

(ii) former employees who have left the Saint-Gobain Group in the event of retirement or early retirement, provided they still hold units of employee mutual investment funds from the PEG;

(iii) Directors and former employees of the Saint-Gobain Group who decide to allocate all or part of their profit-sharing amounts (*intéressement*) received following the termination of their employment contract for their last period of employment, as referred in the rule of the PEG ;

(iv) Directors of member companies of the PEG with a usual workforce of no less than one and not more than 250 employees.

2. Existence of a preferential subscription right in case of capital increase: this share capital increase does not include any preferential subscription right for existing shareholders.

3. Rights attached to the shares:

- the newly-issued Saint-Gobain shares will bear rights from January 1st, 2019 and will not entitle to dividends paid in 2019 in respect of the 2018 fiscal year.

- the voting rights attached to the shares subscribed and held through an employee mutual investment fund will be exercised by an authorized representative appointed by the Supervisory Board of the fund. The voting rights attached to the shares directly subscribed will be exercised by the subscribers themselves or their representatives.

4. Subscription limit: the payments made by the employees cannot exceed the limit set by Article L. 3332-10 of the French Labor Code.

5. Lock-up period applicable to the Saint-Gobain shares or units of the employee mutual investment funds: the subscribers shall hold the shares directly subscribed or the corresponding units of the employee mutual investment funds for a five or ten-year period, depending on the members' choices, except upon the occurrence of an early exit event as provided in Article R. 3324-22 of the French Labor Code.

IV. Timeline of the offering

Acting pursuant to the aforementioned delegation of the Board of Directors, the Chairman and Executive Officer of Compagnie de Saint-Gobain decided, as of the date hereof, the following timetable of the offering:

Subscription period: from March 18, 2019 to April 1, 2019 (included).

Indicative date for the completion of the share capital increase: May 15, 2019.

V. Listing

The admission to trading of the newly-issued Saint-Gobain shares on the Euronext Paris regulated market is scheduled to be requested as soon as possible following the completion of the share capital increase scheduled on May 15, 2019, on a specific market listing since the newly-issued shares shall not entitle to dividend paid in 2019 in respect of the 2018 fiscal year.

VI. Special note regarding the International Offering

This press release does not constitute an offer of sale or solicitation for the subscription of Saint-Gobain shares. The Saint-Gobain shares offering reserved for members of the Saint-Gobain Group's employee savings plan will be conducted only in countries where such an offer has been registered or filed with the competent local authorities or under an exemption from the requirement to prepare a prospectus or register or file the offering.

More generally, the offering will be conducted only in countries where all the required registration and/or filing procedures have been completed and the required authorizations have been obtained.

This press release is not intended for, and therefore copies of it should not be sent to, countries in which such an exemption would not be available or in which all required registration and/or filing procedures would not have been completed yet or required authorizations would not have been obtained.

This press release constitutes the information document required by Article 212-4 (5°) of the French Financial Markets Authority (AMF)'s General Regulation and Article 19 of AMF Instruction No. 2016-04 of 21 October 2016.