

# Saint-Gobain - Annual General Meeting of June 4, 2015

## Voting results

Number of shares with voting rights: 565,367,539 No. of shareholders present and represented: 7,776 ; no. of shareholders having voted by post or through Internet: 4,022 ; total: 11,798

Number of voting rights, net: 685,868,555

No. of shares held by shareholders present and represented: 95,575,834 i.e. 19.90% of the no. of shares with voting rights ;

No. of shares held by shareholders having voted by post or through Internet: 265,103,494

i.e. total 360,679,328 shares and 63.79% of the no. of shares with voting rights

No. of votes cast by shareholders present and represented: 174,380,840 i.e. 25.43% of voting rights ;

No. of votes cast by shareholders having voted by post or through Internet: 303,517,516

i.e. total 477,898,356 voting rights representing 69.67% of exercisable voting rights

Res. N°	Resolution Title	Type	Result	% FOR	% AGAINST	% ABS.	Number of voting rights FOR	Number of voting rights AGAINST	Number of voting rights ABS.	Total of voting rights
<b>ORDINARY MEETING</b>										
1	Approval of the Company's non-consolidated financial statements for 2014.	Ordinary	Approved	99.73%	0.19%	0.09%	476,587,787	887,558	423,011	477,898,356
2	Approval of the Company's consolidated financial statements for 2014.	Ordinary	Approved	99.76%	0.19%	0.06%	476,733,399	888,187	276,770	477,898,356
3	Appropriation of income and declaration of the dividend.	Ordinary	Approved	99.76%	0.19%	0.05%	476,739,711	904,170	254,475	477,898,356
4	Stock dividend option for 50 % of the dividend.	Ordinary	Approved	99.09%	0.86%	0.06%	473,538,311	4,095,299	264,746	477,898,356
5	Approval of the agreements and undertakings subject to provisions of Articles L. 225-38 et seq. of the French Commercial Code.	Ordinary	Approved	97.57%	2.37%	0.07%	466,261,806	11,311,821	324,729	477,898,356
6	Renewal of Mrs. Anne-Marie IDRAC's term of office as Director.	Ordinary	Approved	99.45%	0.49%	0.06%	475,279,123	2,335,110	284,123	477,898,356
7	Renewal of Mr. Jacques PESTRE's term of office as Director representing employee shareholders.	Ordinary	Approved	81.13%	18.81%	0.06%	387,715,244	89,914,668	268,444	477,898,356
8	Renewal of Mrs. Olivia QIU's term of office as Director.	Ordinary	Approved	99.47%	0.48%	0.06%	475,346,378	2,274,739	277,239	477,898,356
9	Renewal of Mr. Denis RANQUE's term of office as Director.	Ordinary	Approved	76.50%	23.45%	0.06%	365,582,591	112,045,958	269,807	477,898,356
10	Advisory vote on the components of the compensation due or granted to the Chairman and Chief Executive Officer, Mr. Pierre-André de CHALENDAR, for 2014.	Ordinary	Approved	94.70%	5.24%	0.06%	452,580,399	25,028,896	289,061	477,898,356
11	Authorization to be given to the Board of Directors to trade in the Company's shares.	Ordinary	Approved	99.75%	0.19%	0.06%	476,698,596	926,746	273,014	477,898,356

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EXTRAORDINARY MEETING										
12	Delegation of authority to increase the share capital through the issue of Company shares or stock warrants, with preferential subscription rights, up to approximately 20% of the share capital.	Extraordinary	Approved	98.21%	1.73%	0.06%	469,352,230	8,273,156	272,970	477,898,356
13	Delegation of authority to issue, without preferential subscription rights but with a compulsory priority period for subscription, debt securities, giving access to new shares in the Company or its subsidiaries, up to approximately 10% of the share capital (shares).	Extraordinary	Approved	95.60%	4.34%	0.06%	456,890,906	20,732,778	274,672	477,898,356
14	Delegation of authority to increase the number of securities to be issued in the event that the issue of shares with preferential subscription rights, or of debt securities giving access to the share capital without preferential subscription rights, is oversubscribed.	Extraordinary	Approved	94.36%	5.58%	0.06%	450,951,425	26,649,732	297,199	477,898,356
15	Opportunity to increase the share capital by up to a maximum of approximately 10% without preferential subscription rights, in consideration for contributions in kind consisting of equity or equity-linked securities.	Extraordinary	Approved	94.75%	5.19%	0.06%	452,817,313	24,793,242	287,801	477,898,356
16	Delegation of authority to increase the share capital through the capitalization of share premiums, reserves, profits or other amounts, up to approximately 5% of the share capital.	Extraordinary	Approved	75.64%	24.30%	0.07%	361,462,941	116,124,461	310,954	477,898,356
17	Delegation of authority to carry out equity issues, without preferential subscription rights, reserved for members of the Group savings plans (PEG), up to approximately 2% of the share capital.	Extraordinary	Approved	94.55%	5.39%	0.06%	451,841,506	25,766,556	290,294	477,898,356
18	Authorization to grant for free performance shares representing up to a maximum of 0.8% of the share capital, with a maximum of 10% of this limit for executive Directors.	Extraordinary	Approved	73.04%	26.90%	0.07%	349,049,466	128,536,387	312,503	477,898,356
19	Authorization to the Board of Directors to reduce the share capital by cancelling Company shares representing up to 10% of the Company's share capital.	Extraordinary	Approved	99.57%	0.36%	0.07%	475,845,562	1,724,997	327,797	477,898,356
20	Amendments to the bylaws as to conditions for participating in general meetings, resulting from harmonization with regulatory provisions.	Extraordinary	Approved	98.74%	1.20%	0.07%	471,868,971	5,716,174	313,211	477,898,356
21	Powers to carry out formalities.	Extraordinary	Approved	99.59%	0.15%	0.26%	475,941,312	700,074	1,256,970	477,898,356

(Results in accordance with article R225-106-1 of the French code de commerce.)