



SAINT-GOBAIN  
350

*General Meeting*

*June 2, 2016*





# Saint-Gobain today

Claude Imauven  
Chief Operating Officer  
General Meeting, June 2<sup>nd</sup>, 2016



# Saint-Gobain is one of the world's top leading industrial corporations

Operations in

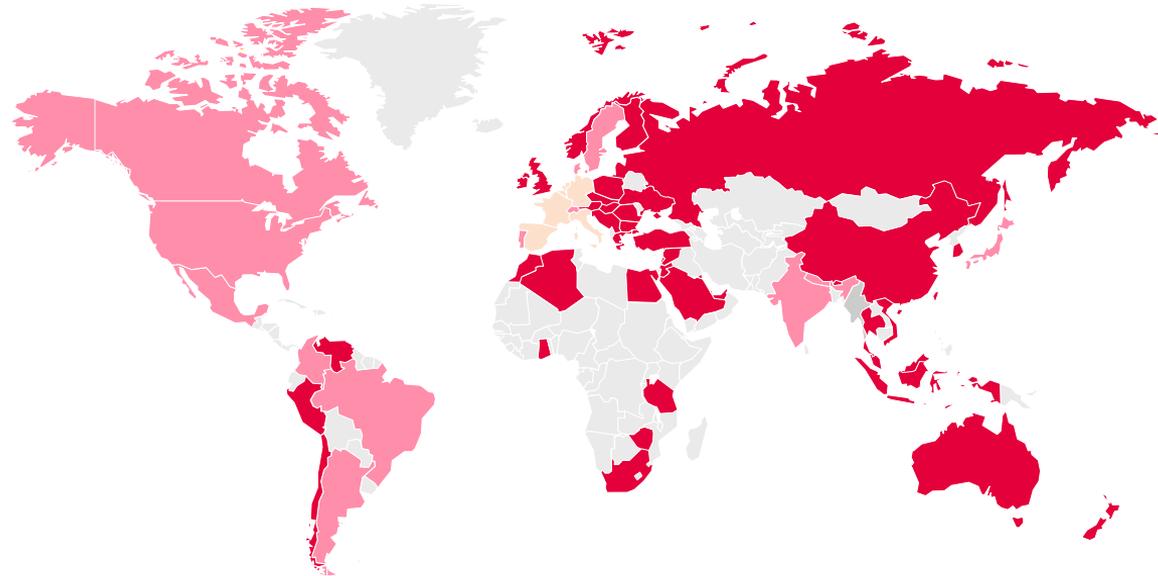
**66** countries

2015 sales of

**39 623 M€**

**170 000**

employees



-  Saint-Gobain en 1904
-  Saint-Gobain en 1980
-  Saint-Gobain en 2016



# A solid development model

**BUILDING  
DISTRIBUTION**

- ☆ Diversified clientele  
Depth of the offer for all materials  
and equipment
- 🏠 Consolidation  
Renovation

**INNOVATIVE  
MATERIALS**

- ☆ Technology
- 🏠 Innovation  
Co-development

**HABITAT MARKETS**



**INDUSTRIAL  
MARKETS**

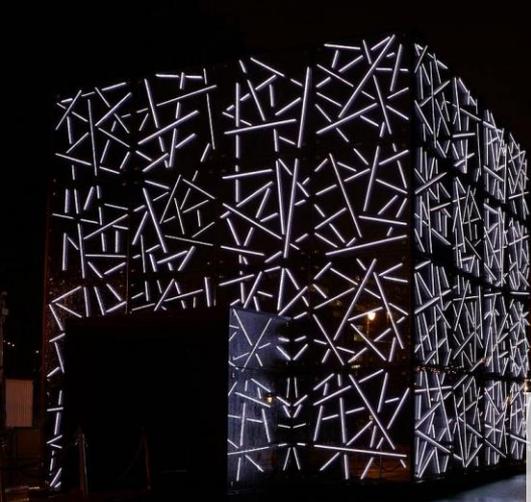
**CONSTRUCTION  
PRODUCTS**

- ☆ Leadership  
Brands
- 🏠 Emerging countries  
Energy savings  
Performance materials

☆ Strengths

🏠 Growth opportunities

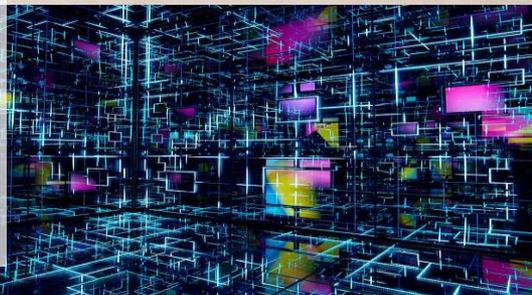




SAINT-GOBAIN

# 350

REASONS TO BELIEVE  
IN THE FUTURE



# A world-ranking R&D



Thomson Reuters  
Top 100 Global  
Innovators  
2011, 2012, 2013,  
2014, and 2015



More than **1** Product out of 4 sold by Saint-Gobain did not exist 5 years ago

**8** cross-business R&D centers

Close to **350** patents filed in 2015

**3 700** employees



# Innovate and differentiate for and with our customers

*Revolutionize usages*

*Habito™ soutient tout, même vos rêves les plus fous.*

**Habito™**

Résistantes, durables et insonorisantes, les nouvelles plaques Habito™ par Gyproc permettent de donner vie à vos projets, même les plus ambitieux. Comme celui de votre nouveau salon. Conçues pour un accrochage de 15 kg par point de fixation, elles permettent de laisser libre cours à votre imagination.

[www.gyproc.be](http://www.gyproc.be)

**Gyproc**  
SAINT-GOBAIN

*Innovate locally*

**weber.therm S100 winter**

**vetonit**

СМЕЧКА ЗА ИЗОЛИРАЊЕ НА КРИВИТЕ ПОВРХИ

25

**weber**

**SEKURIT**  
*smart vision*

**CORNING**

*Co-develop*



[www.albioc.rs](http://www.albioc.rs)

Бити брже од светлости значи брже одговори на питања, а не само да нешто одговорите. То је брзина која се може постићи само са албиок. Албиок је брзина која се може постићи само са албиок. Албиок је брзина која се може постићи само са албиок. Албиок је брзина која се може постићи само са албиок.

**albioc**



# Invest in high growth regions



Solar Guard San Diego production line



6th Brasilit plant in Rio de Janeiro State



Acquisition of 50 % of the capital of Lodhia Gypsum in Tanzania



Isover plant in Saudi Arabia



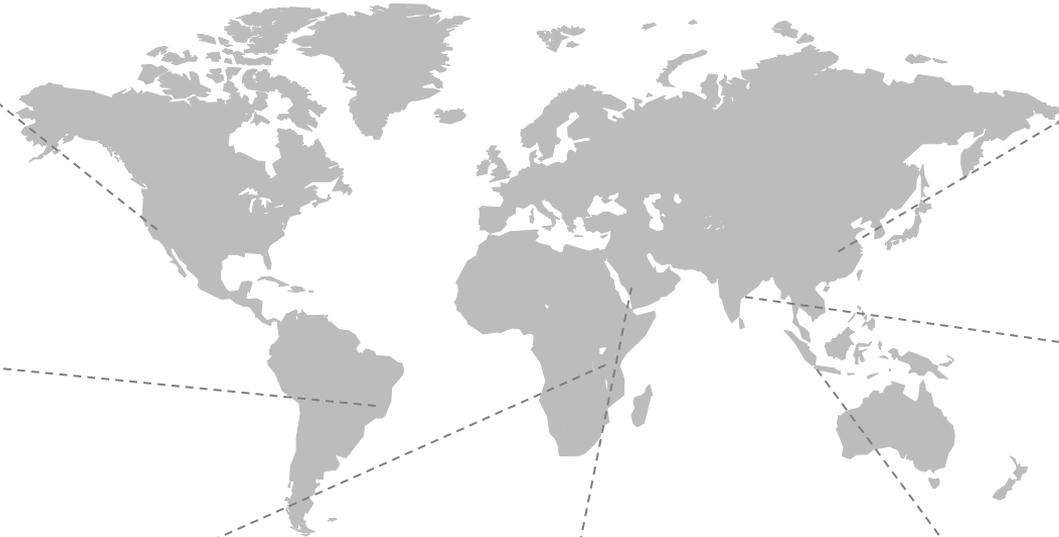
Automotive bearings plant near Jakarta



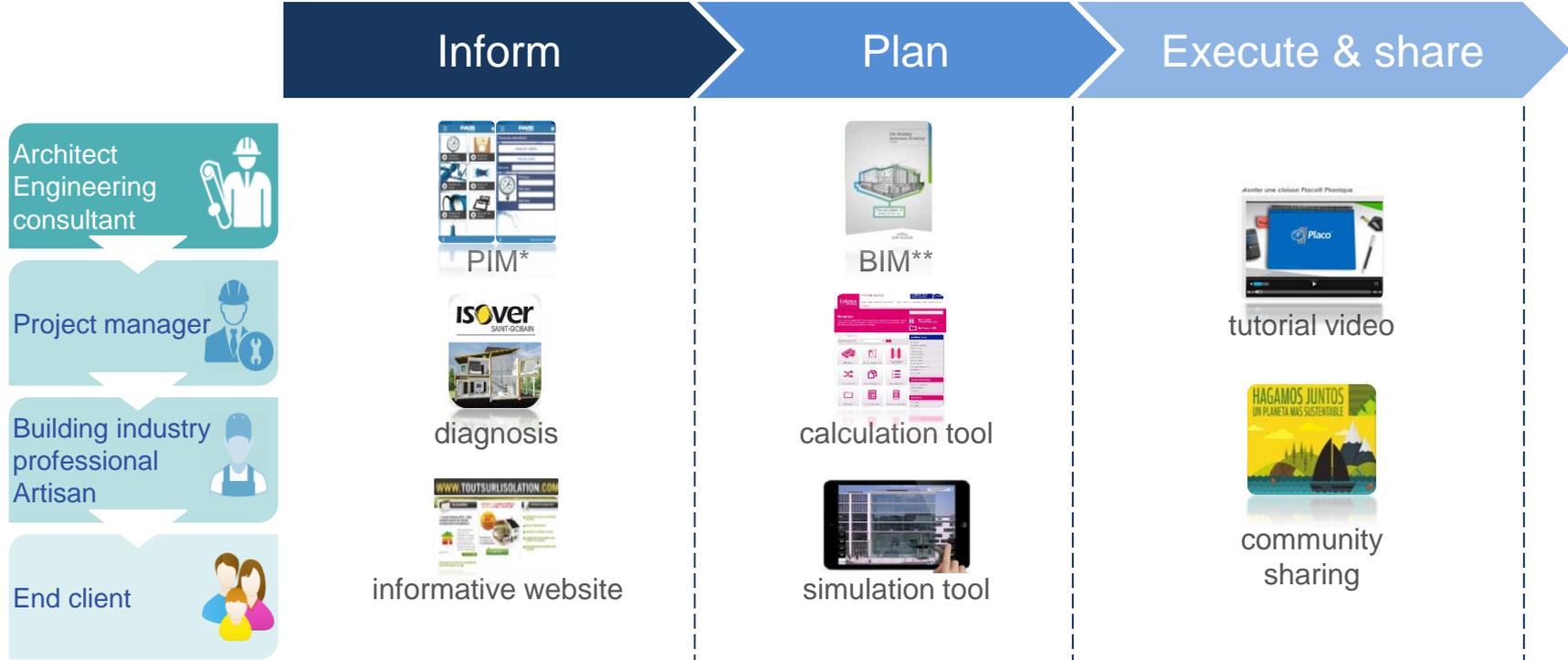
Weber plant in Wuhan



Float and coater near Chennai



# Work alongside projects' influencers with a digital offer



\* PIM : Product Information Management ; \*\* BIM : Building Information Modeling

# Digital at the heart of the Building Distribution Sector strategy

**Omnicanal**



**Outiz –  
a fully omnicanal brand**

**Big Data**



**Dahl –  
an award winning use of Big Data**

**Web content & services**



**Avantage Pro Point P. –  
services for the building  
industry professionals**



# Aim for the highest operational excellence level

World class manufacturing



e-auctions

Supply chain



Sales force effectiveness

Digital manufacturing



e-recruiting



Le recrutement grâce au digital



# A few numbers illustrating our progress



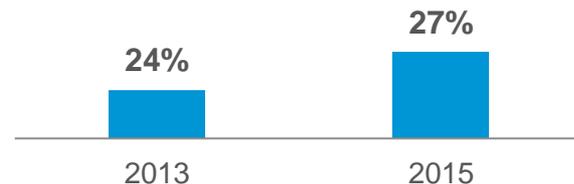
Costs savings in 2015

**360 M€**

Industrial assets IM + CP outside Western Europe\*



% of new solutions IM + CP\*\*



Online sales and traffic 2015 vs. 2014

**↑ + 18%**  
e-commerce sales\*\*\*

**30 Millions**  
Yearly visits on our websites\*\*\*\*

\* Based on 2013 exchange rates ; \*\* Share of sales related to products and solutions less than five years old and considered as new by our customers \*\*\* Building Distribution Sector only ; \*\*\*\* Industrial Sectors only





# Saint-Gobain today

Claude Imauven  
Chief Operating Officer  
General Meeting, June 2<sup>nd</sup>, 2016



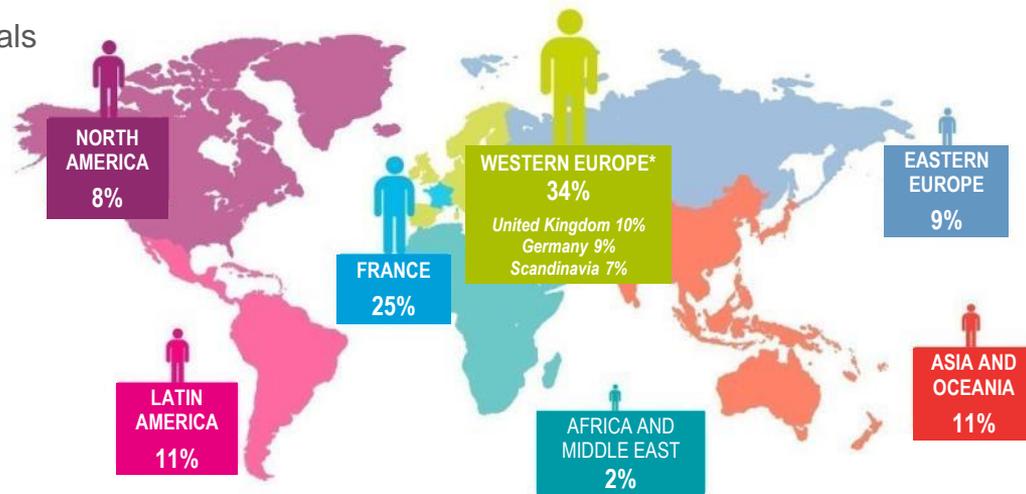
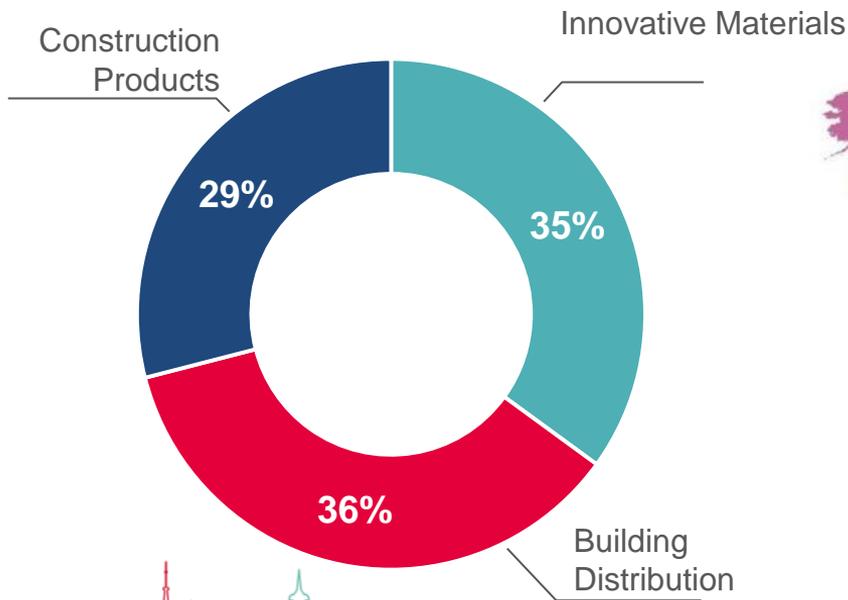
# Human Resources at Saint-Gobain



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# 170,000 PEOPLE WORKING FOR THEIR CUSTOMERS

## ► Employees by Sector...

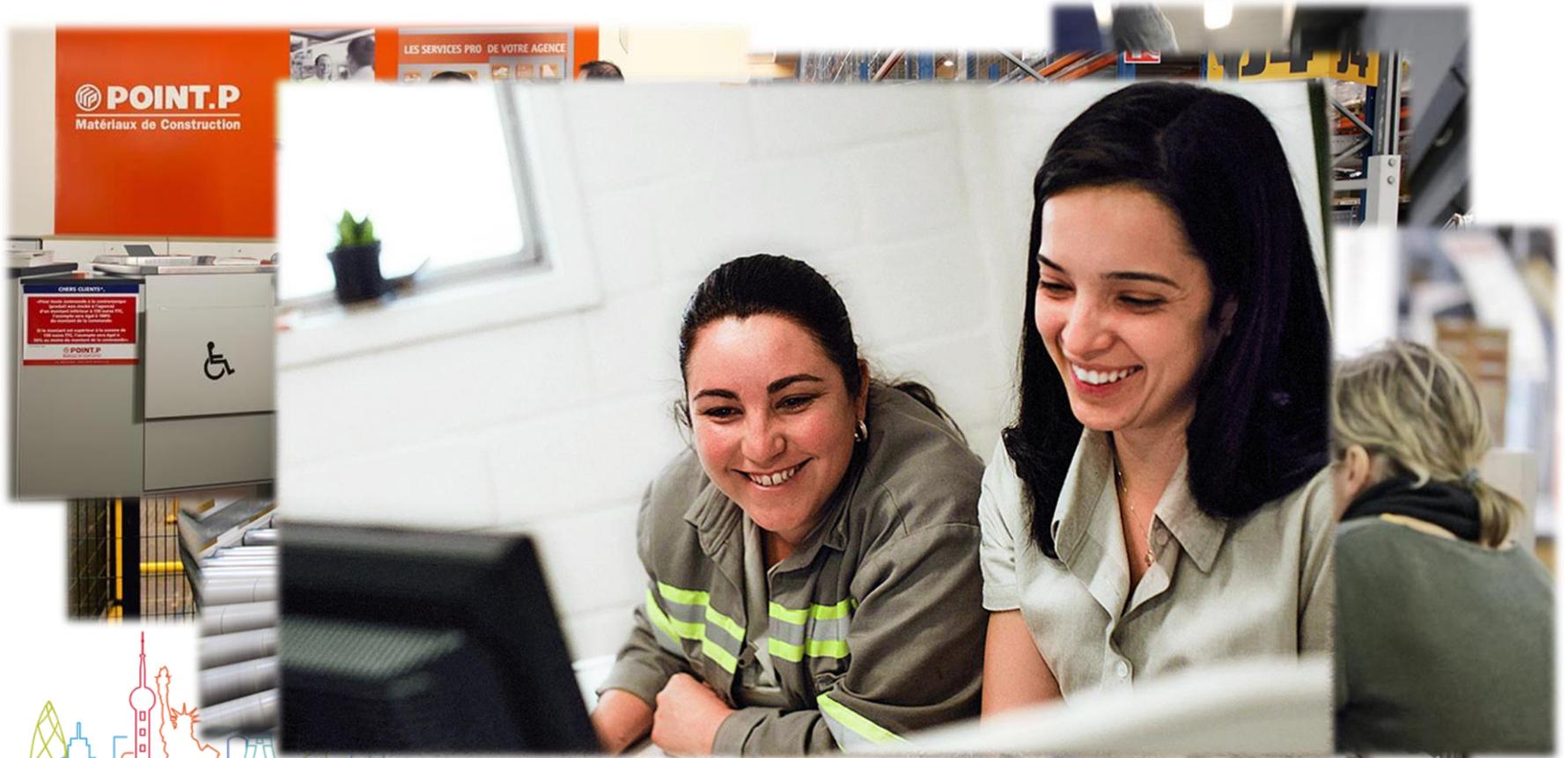


... and by region: 75 percent are employed outside France, 41 percent outside Western Europe

\* Excl. France



# BUSINESSES UNDERGOING RAPID CHANGE



# BUSINESSES UNDERGOING RAPID CHANGE



► **80,000 people** in daily contact with our customers



# A GROUP UNDERGOING RAPID TRANSFORMATION

- ▶ 27,500 recruits worldwide in 2015
- ▶ 75 percent on open-term contracts
- ▶ 33 percent aged under 26
- ▶ Acquisition of new skills and support for geographic growth

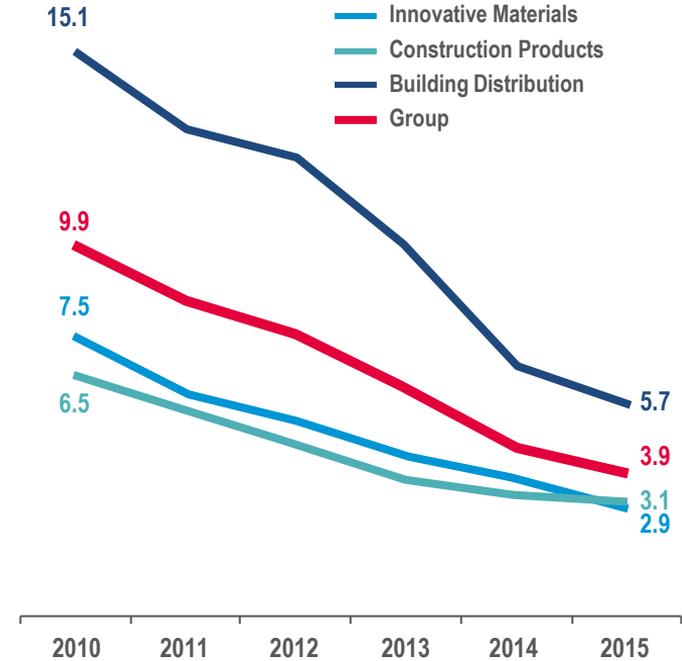


# PROMOTING WORKPLACE HEALTH AND SAFETY

- ▶ Employees, temporary employees, sub-contractors as well as users and neighboring communities
- ▶ Rollout of our Health and Safety standards



TF2 - 2010-2015  
Saint-Gobain Employees & Temporary Employees



# DEVELOP AN ENTREPRENEURIAL AND OPEN CULTURE CONDUCTIVE TO OUR TEAMS' COMMITMENT

- ▶ Develop our community of united entrepreneurs
- ▶ The first of our Principles: a non-negotiable commitment



**84 percent** of employees  
received a training in 2015

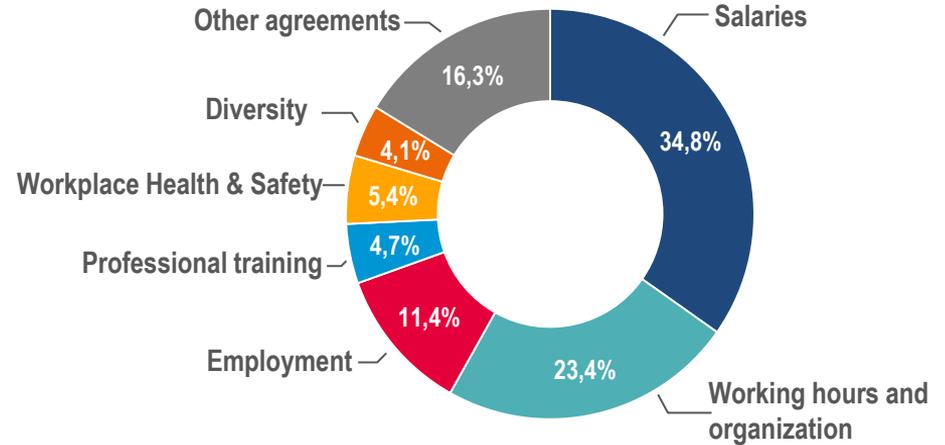
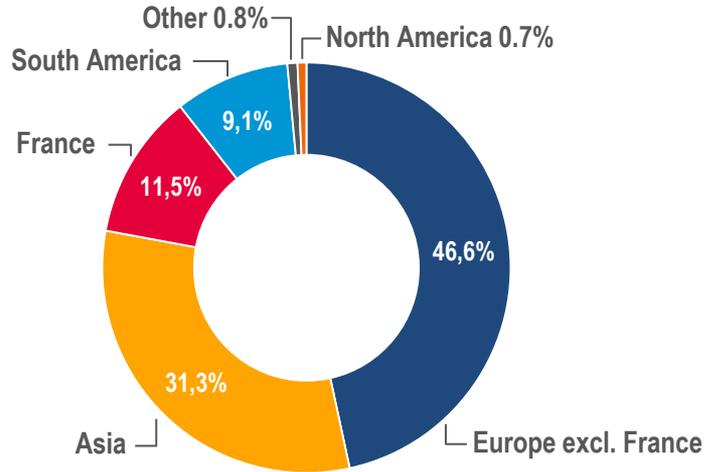
**26 hrs** training per employee in  
2015. **13 percent more** c/w 2014



# INCREASING OUR LABOR RELATIONS

## Productive dialogue at the local level

- Almost **1,700 agreements** signed in 2015, of which 200 in France



## European Agreement for labor relations



# ENCOURAGE MOBILITY AND INTERNAL PROMOTION

- ▶ Encourage employee mobility for mutual enrichment through knowledge of each business's markets
- ▶ 1,800 managers work outside their home country
- ▶ 1,500 managers changed sector or professional area in 2015

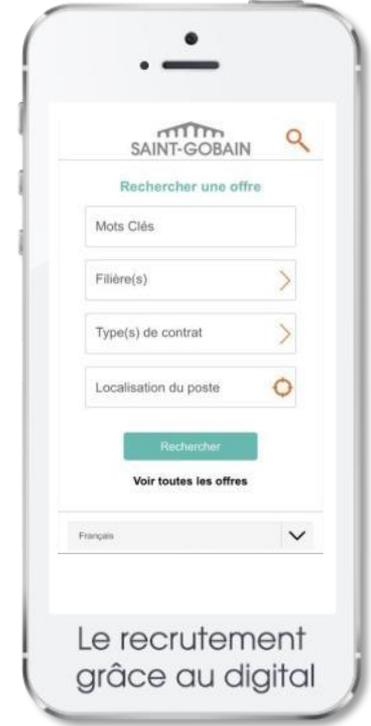


**OPENJob**



# ATTRACT THE BEST TALENT: THE EMPLOYER BRAND

- ▶ Anticipate the Group's needs
- ▶ The high role of social media and digital technology in general



# MAKING THE MOST OF THE DIGITAL SHIFT

► Acquire new skills



► Train our employees



► Bring about change in working methods



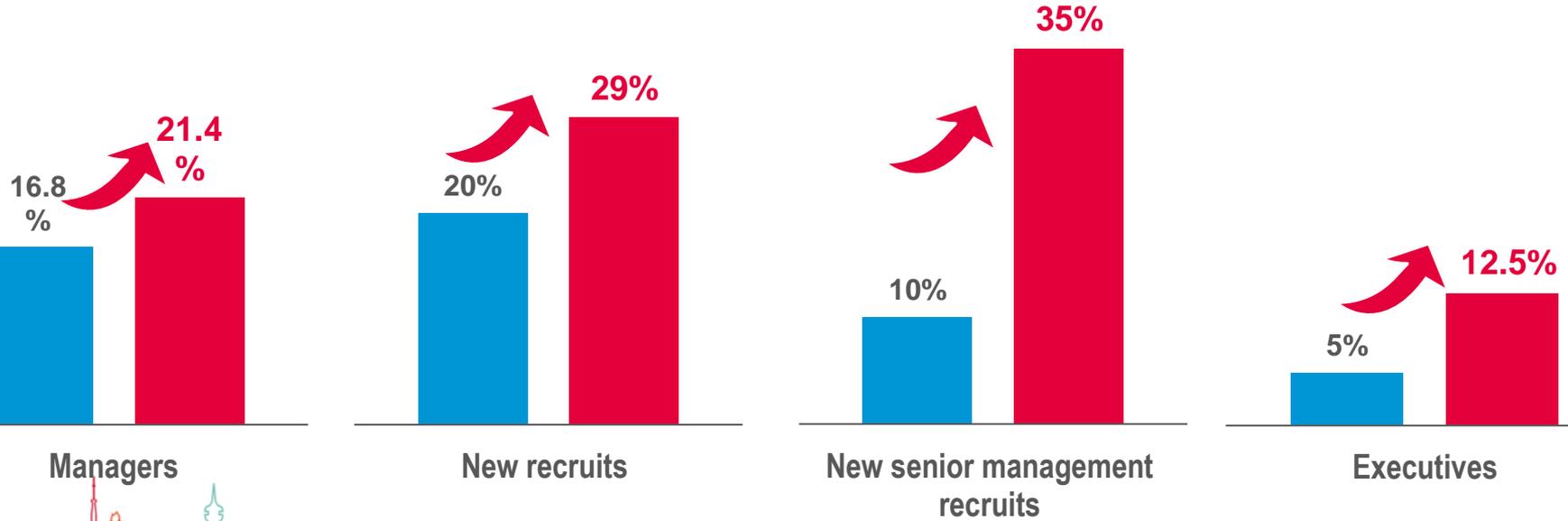
# INCREASE THE DIVERSITY OF OUR TEAMS



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► Promote gender equality (change between 2009 and 2015)



# INCREASE THE DIVERSITY OF OUR TEAMS



- ▶ Promote gender equality (change between 2009 and 2015)
- ▶ Pursue the internationalization of management (*change between 2009 and 2015*)

- Percentage of non-French in the top 150 Group executives: 38% to **50%**
- Percentage of expats: 54% to **67%**

- ▶ Leveraging the diversity of experience and ages

- 28,000 employees aged under 30
- 23,000 employees aged over 55



# Human Resources at Saint-Gobain



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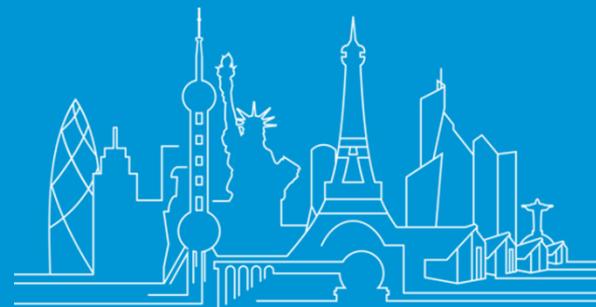


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# 2015 Results

*General Meeting*

*June 2, 2016*



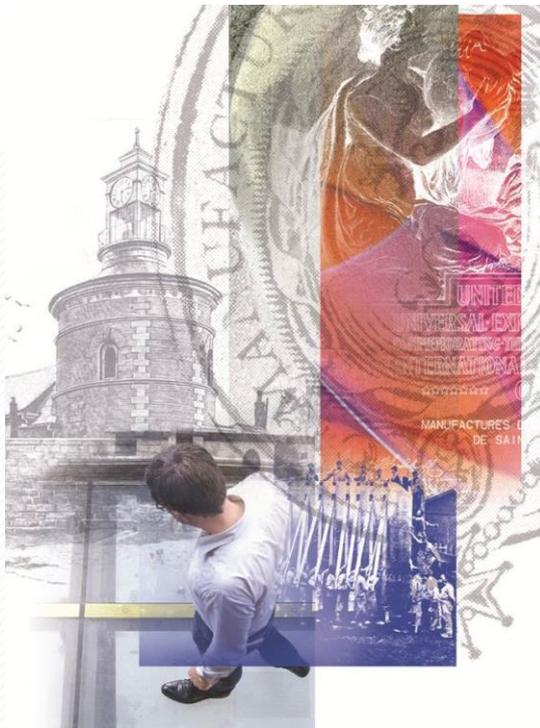
# 2015 KEY FIGURES

## 2015 Figures

**€39,623m**  
Net Sales

**€2,636m**  
Operating Income

**€1,295m**  
Net Income



**+3.3%**  
Sales growth

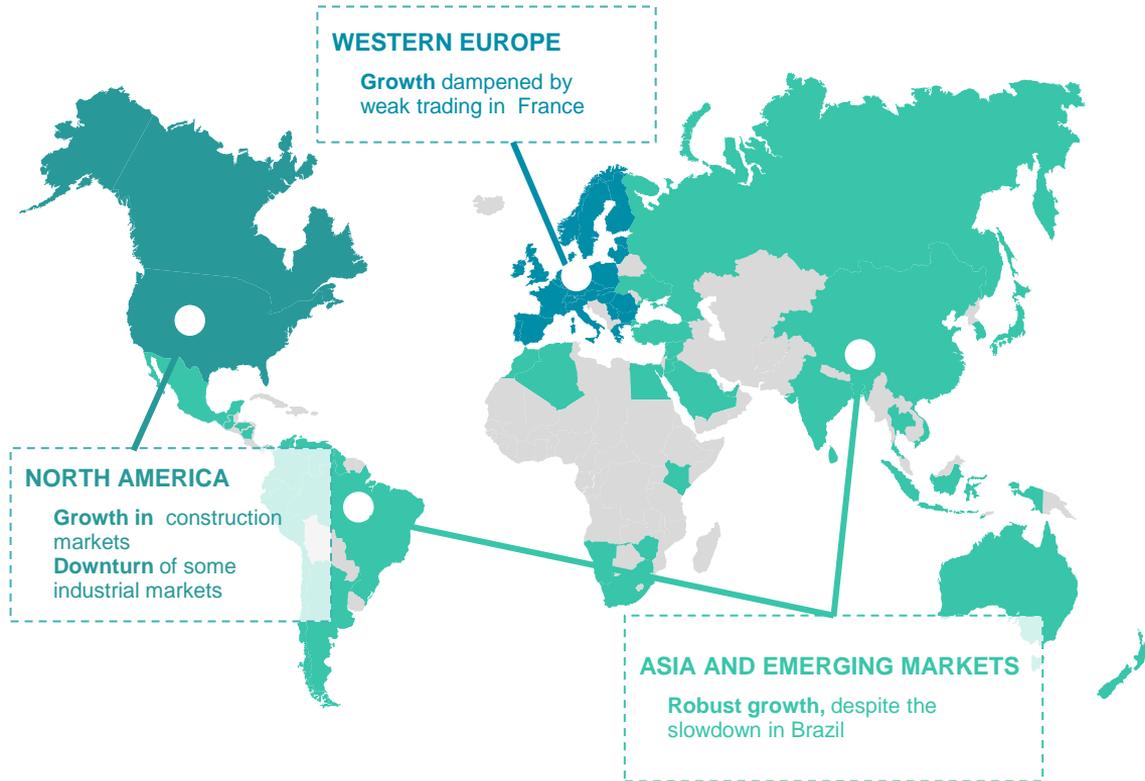
**+4.5%**  
Operating Income growth

**+35.9%**  
Net Income growth

**-€2,424m**  
Net Debt decrease

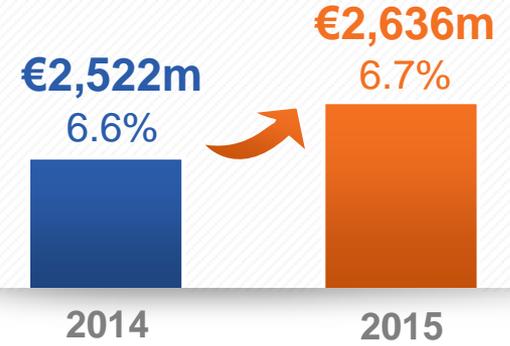
*In accordance with IFRS 5, reclassification of Verallia, in net income*

# IMPROVED EARNINGS IN A CONTRASTED ECONOMIC CLIMATE



+0.4% 

% Change in Sales  
2015/2014 organic growth



Operating Income  
€m and % of sales

# CONTINUE TO IMPLEMENT OPERATIONAL PRIORITIES IN 2015

**+0.3%**

Sales prices increase, in a deflationary environment

**€360m**

Yearly impact of cost-cutting program, calculated on the 2014 cost base

**€1.35bn**

Selective capital expenditure, focused primarily on growth capex outside Western Europe

**€434m**

R&D expenses, in order to support the strategy of differentiated, high value-added solutions



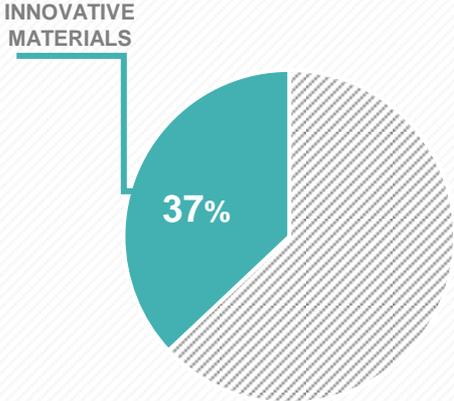
# 2015, AN IMPORTANT YEAR FOR THE OPTIMISATION OF THE BUSINESS PORTFOLIO

- ▶ Sale of Verallia on very good financial terms
- ▶ Disposals representing ~€700m in full-year sales, mainly in Building Distribution
- ▶ Acquisitions representing ~€300m in full-year sales, in line with Group's strategic goals



# SIGNIFICANT GROWTH IN INNOVATIVE MATERIALS

### Industrial assets



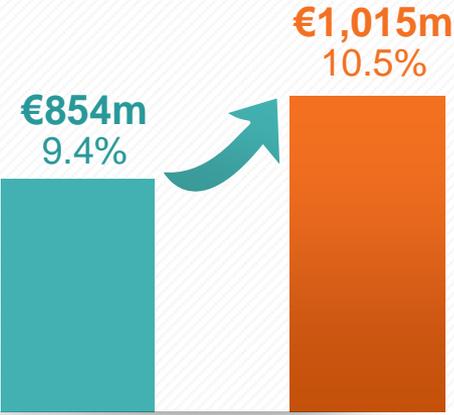
2015

### Net Sales Organic Growth in %



2015/2014

### Operating Income €m and % of sales

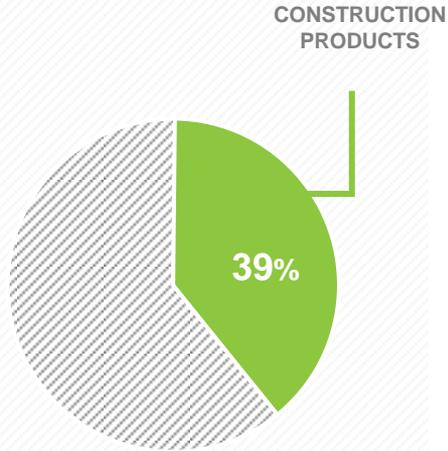


2014

2015

# STABILIZATION IN CONSTRUCTION PRODUCTS

Industrial assets



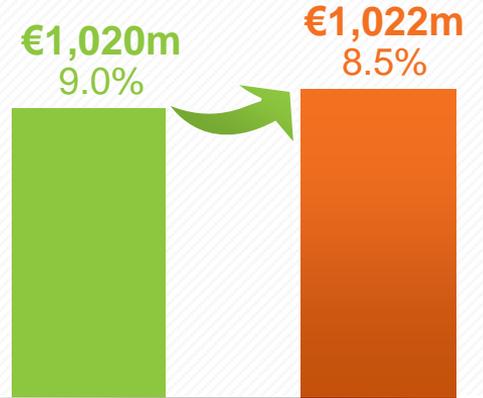
2015

Net Sales  
Organic Growth in %



2015/2014

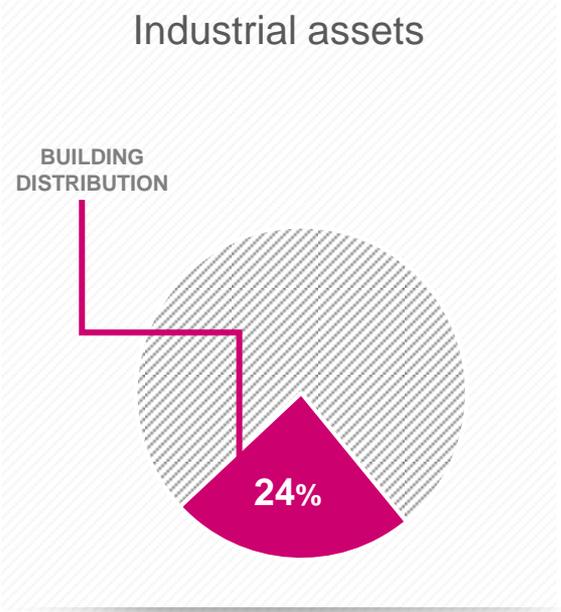
Operating Income  
€m and % of sales



2014

2015

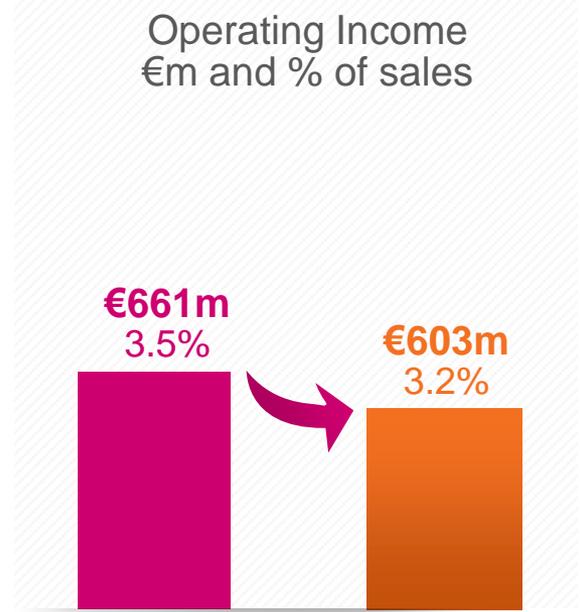
# BUILDING DISTRIBUTION DAMPENED BY FRANCE



2015



2015/2014

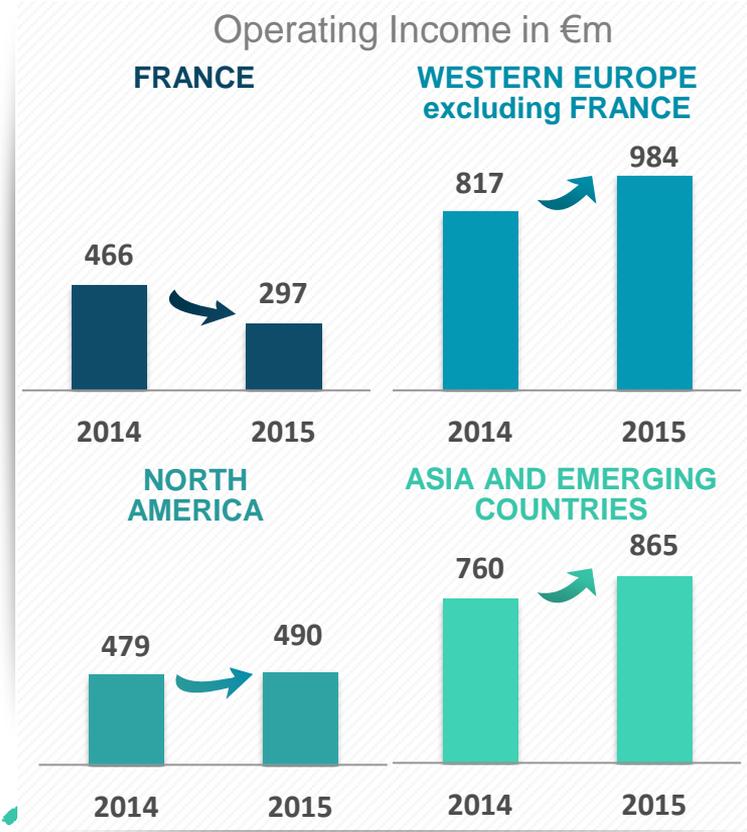
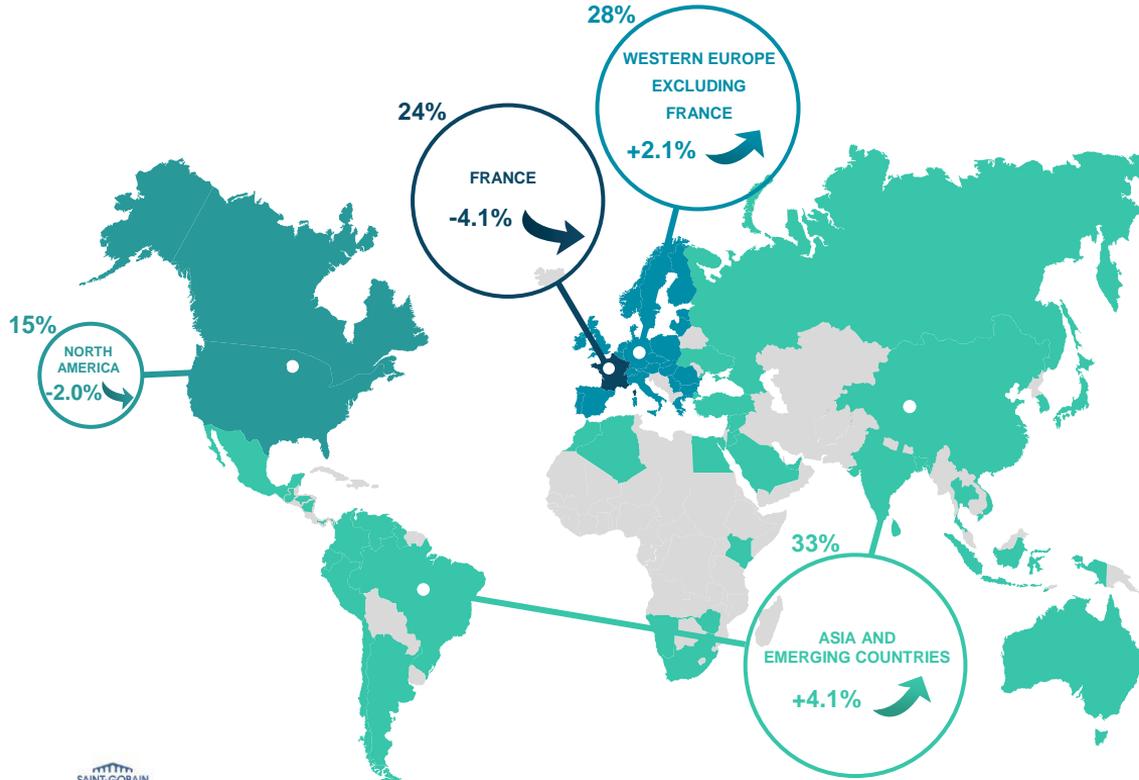


2014

2015

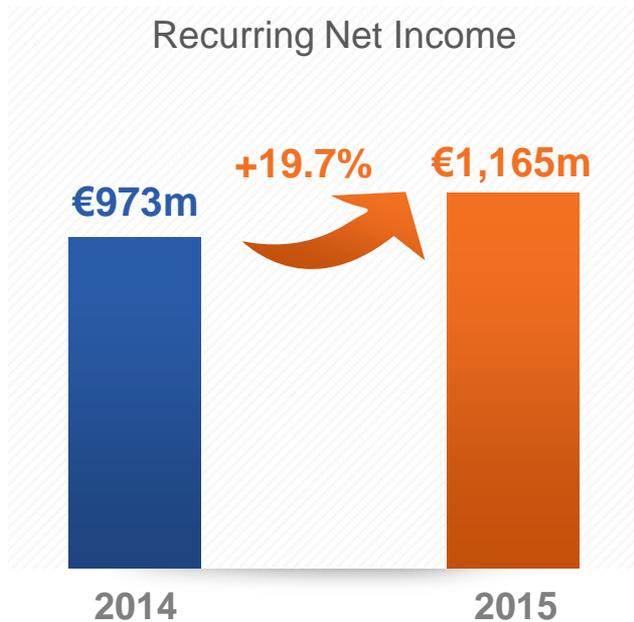
# IMPROVED PERFORMANCE DRIVEN BY EUROPE (EXCLUDING FRANCE) AND BY EMERGING COUNTRIES

Industrial assets and organic growth

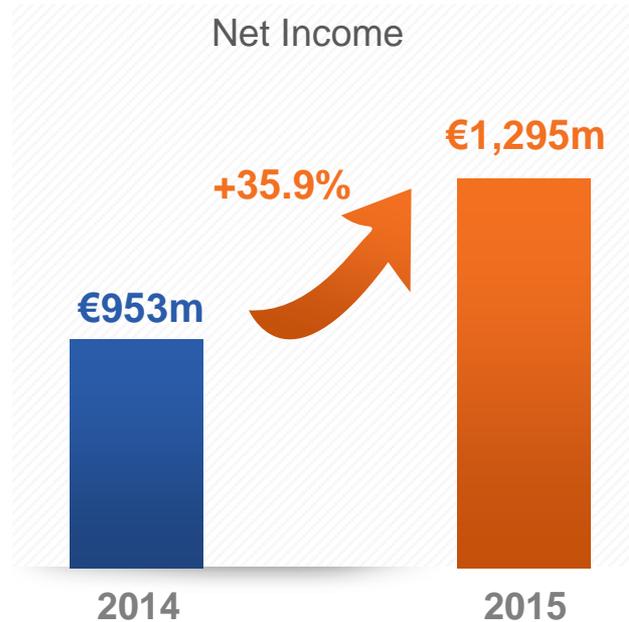


# A STRONG IMPROVEMENT IN NET INCOME AND EPS

€m and % of sales



Recurring EPS: €2.09 (+20.1%)



EPS: €2.32 (+36.5%)

# A PROFITABLE GROUP AND A SOUND FINANCIAL STRUCTURE

Cash Flow  
+8.5%



OWCR  
-2 days

Net debt

€4.8bn  
Net Debt

€19.3bn  
Shareholders' Equity

25%  
Gearing Ratio

1.2  
Net Debt/EBITDA

# A DIVIDEND OFFERING A REGULAR, ATTRACTIVE NET YIELD

**€1.24 per share**

**3.1%**

Dividend yield

**59%**

Payout rate based on recurring net income

» in cash

» June 6, 2016: ex-date

» June 8, 2016: payment date



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# 2015 Results

*General Meeting*

*June 2, 2016*





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# Saint-Gobain Strategy and Perspectives



# Pursue with our strategic axes

## Operational excellence



## Innovation & differentiation

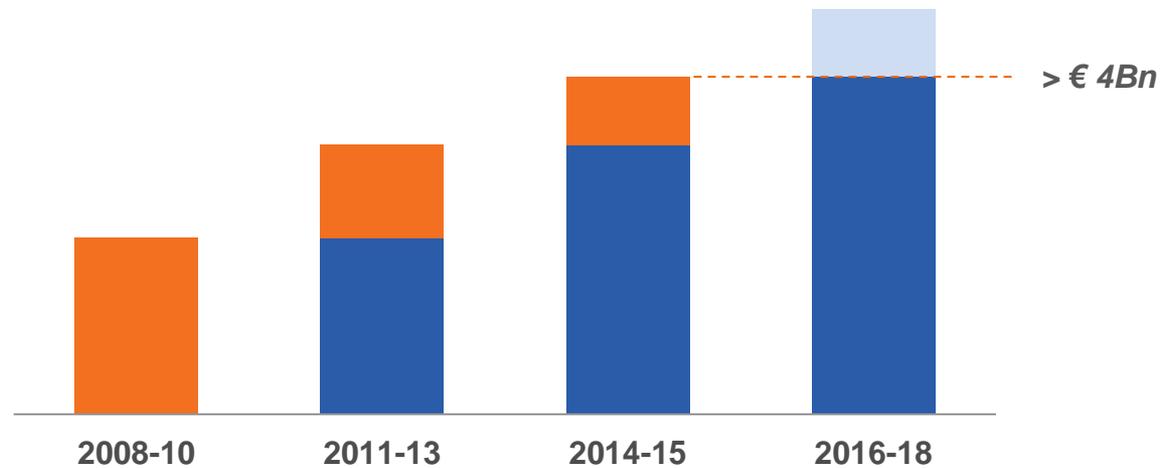


## Geographical expansion



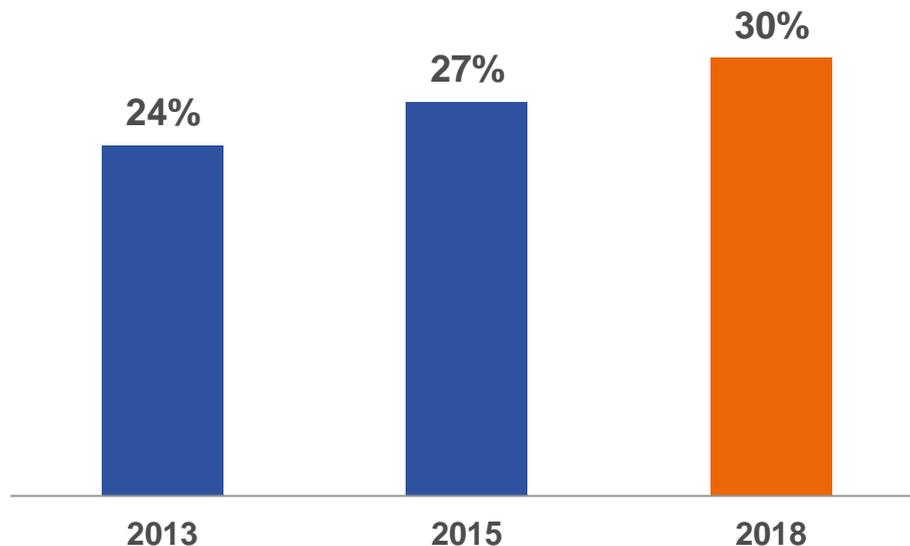
# Capture the performance improvement potential

## Costs savings



# Strengthen our leadership through innovation and differentiation

## New solutions ratio\*

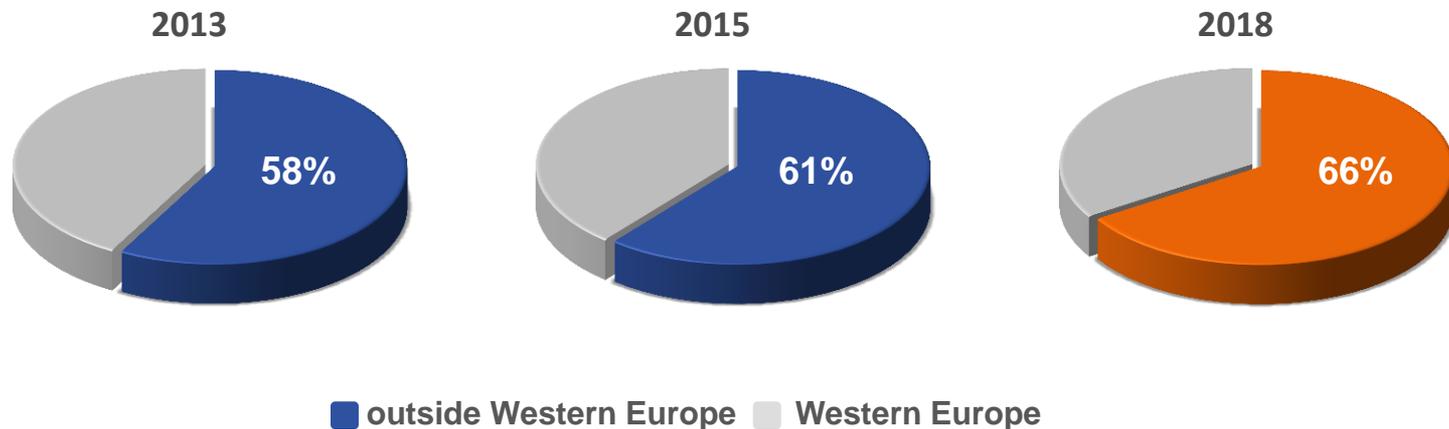


\* IM + CP, share of sales related to products and solutions less than five years old and considered as new by our customers



# Push forward the geographical expansion

## Industrial assets outside Western Europe\*



\* IM + CP, based on 2013 exchange rates



# Sika : perfectly matching with Saint-Gobain



**Sika :**  
Additives, joints,  
adhesives, membranes,  
roofing



**Saint-Gobain :**  
Glazing, ceilings, fillers,  
insulation, steel piping

**A floor to  
roof offer**



# Digital reshapes our markets and operations

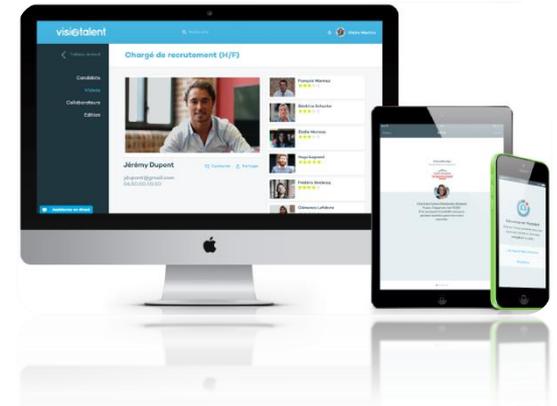
Customer journey



Digital factory



Digitalisation of the HR function



# Corporate Social Responsibility (CSR) at the heart of our development model

## 11 CSR performance indicators

### Materialize



- ✓ Managers' training to the Group Behavior and Action Principles
- ✓ Conformity with the CSR international standards

### Protect



- ✓ Reduction of CO<sub>2</sub> emissions
- ✓ Reduction of environmental incidents



- ✓ Multi-comfort projects
- ✓ Eco-innovation training

### Contribute



- ✓ Direct and indirect employment
- ✓ Share of local procurement

### Favor



- ✓ Diversity index (gender, nationality, experience)
- ✓ Security
- ✓ Loyalty index (absenteeism, training, mobility, resignation)



# Saint-Gobain, a committed actor of the COP21

Business & Climate Summit  
Paris



Support to the COP21  
Paris



Signing of the Agreement  
New York



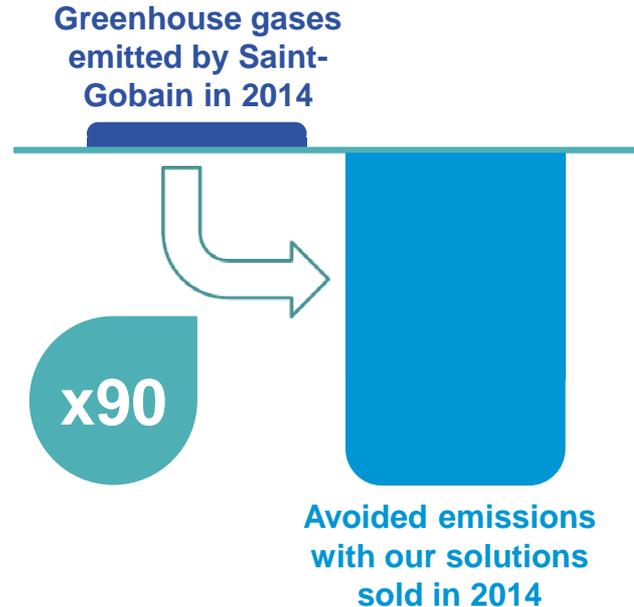
May 2015

December 2015

April 2016



# Act against climate change



## Internal carbon pricing

## 2025 objectives (vs. 2010)

**-15%** of energy consumption

**-20%** CO2 emissions





# Saint-Gobain Strategy and Perspectives



**Report of Mr. Philippe VARIN, Chairman of  
the Nomination, Remuneration and  
Governance Committee on governance  
and the compensation of Mr. Pierre-André  
de Chalendar for 2015 submitted to  
the advisory vote of the shareholders**



## BOARD OF DIRECTORS

- ▶ The Board of Directors is comprised (until this General Meeting) of 17 members, including:
  - 7 independent Directors (50%, according to the criteria set by the AFEP-MEDEF Corporate Governance Code for French listed companies)
  - 6 women (40%)
  - 2 employee Directors
  - 1 Director representing employee shareholders
- ▶ 8 meetings in 2015
- ▶ Average attendance rate: 92%
- ▶ Compagnie de Saint-Gobain refers to the AFEP-MEDEF Corporate Governance Code

## BOARD OF DIRECTORS' COMMITTEES

	Number of meetings held in 2015	Attendance rate
<b>Audit and Risk Committee</b> <i>75% of independent Directors, including its Chairman</i>	5	80%
<b>Nomination, Remuneration and Governance Committee</b> <i>75% of independent Directors, including its Chairman</i>	4	100%
<b>Strategy and Corporate Social Responsibility Committee</b>	6	100%

- ▶ The composition of each Committee is provided on page 15 of the Notice of Shareholders' Meeting

# CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS PROPOSED TO THE GENERAL MEETING (1/3)

## Proposed renewal of three Directors:



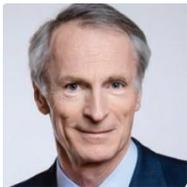
- **Mr. Bernard GAUTIER**

- Member of the Nomination, Remuneration and Governance Committee (since 2008)
- Member of the Management Board of Wendel



- **Mr. Frédéric LEMOINE**

- Member of the Strategy and Corporate Social Responsibility Committee (since 2009) and member of the Audit and Risk Committee (since 2010)
- Chairman of the Management Board of Wendel



- **Mr. Jean-Dominique SENARD**

- Independent Director, Chairman of the Audit and Risk Committee (since 2012)
- Chief Executive Officer of Michelin

- Their biographies are provided on pages 18 and 19 of the Notice of Shareholders' Meeting

# CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS PROPOSED TO THE GENERAL MEETING (2/3)

## Appointment of a new independent Director proposed to the General Meeting:



- **Mrs. Iêda Gomes YELL, Founding President of Energix Strategic Ltd**
  - Mrs. Iêda Gomes YELL is Brazilian and British. She was Chief Executive Officer of Companhia de Gas de São Paulo. She has then held several management positions within the BP group and professional organizations
  - Director and member of the Strategic Committee and Audit and Risk Committee of Bureau Veritas (a French listed company)
- ▶ Her biography is provided on page 17 of the Notice of Shareholders' Meeting

## CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS PROPOSED TO THE GENERAL MEETING (3/3)

► Composition of the Board of Directors assuming the appointment of Mrs. Iêda Gomes YELL is approved and the terms of office of the three Directors are renewed by this General Meeting:

- Independence of 54% of the members of the Board of Directors, in compliance with the recommendations of the AFEP-MEDEF Code
- 36% of women, below the recommendation of the AFEP-MEDEF Code (40%)

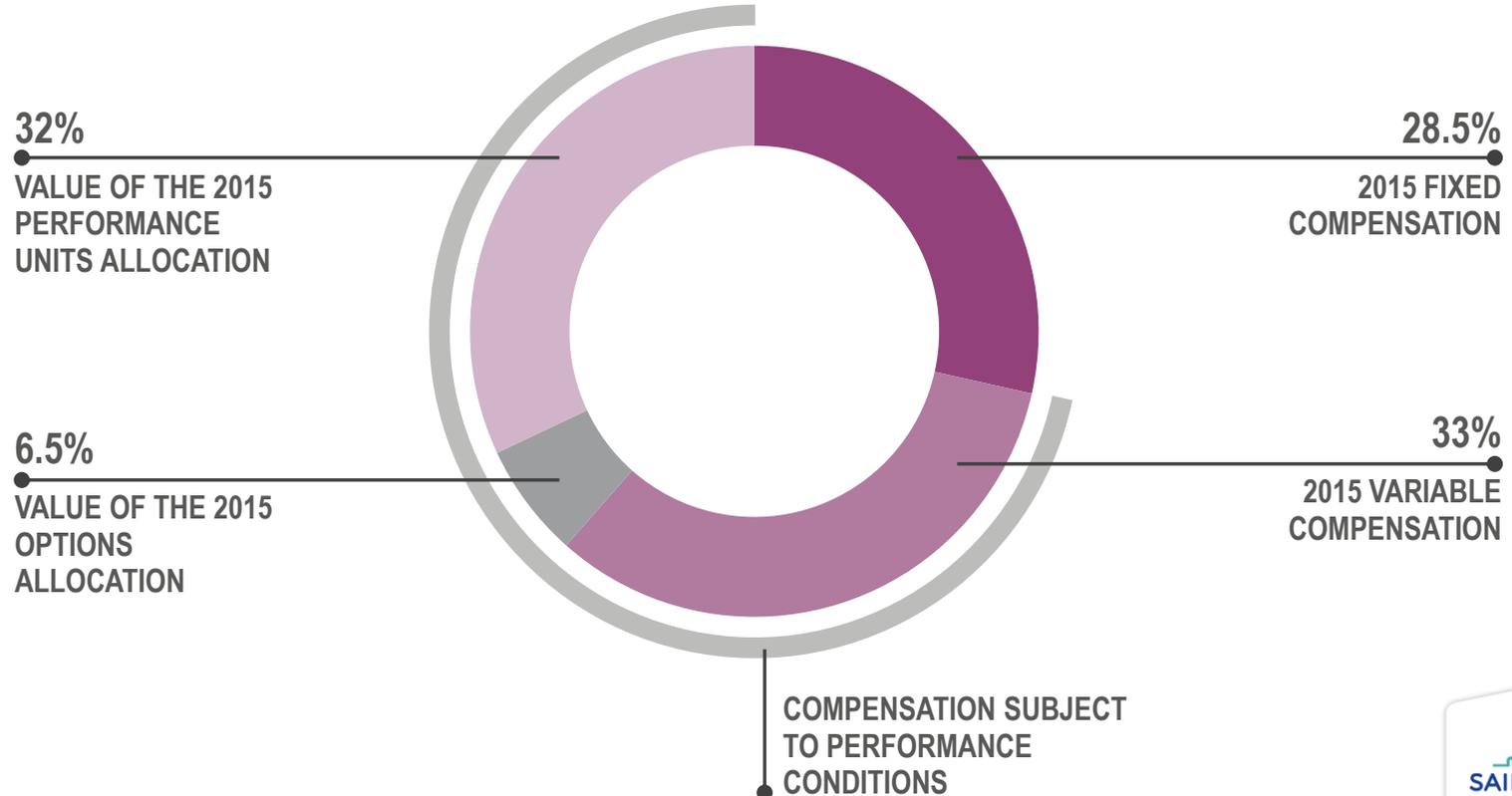
# SUMMARY OF THE COMPONENTS OF THE COMPENSATION DUE OR GRANTED TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER IN RESPECT OF FISCAL YEARS 2015 AND 2014

<i>(in euros, before social charges and income tax)</i>	Fiscal year 2015	Fiscal year 2014
Fixed compensation	1,100,000	1,100,000
Annual variable compensation	1,284,067	1,178,100
Other compensation components (benefits in kind)	2,652	2,652
Stock options (IFRS valuation)	50,000 options, i.e. 245,000	50,000 options, i.e. 129,000
Performance shares	0	0
Performance units (IFRS valuation)	60,000 units, i.e. 1,232,400	60,000 units, i.e. 1,114,800
<b>Total</b>	<b>3,864,119</b>	<b>3,524,552</b>

## Balance between the components of the compensation

- Allocations of stock options, performance shares and performance units to the Chairman and Chief Executive Officer are subject to a service condition and demanding performance conditions outlined in Saint-Gobain's 2015 Registration Document, and cannot represent a value greater than 100% of his total gross maximum compensation
  - amounted to 50% of his total gross maximum compensation in 2015

# SUMMARY OF THE COMPONENTS OF THE COMPENSATION DUE OR GRANTED TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER IN RESPECT OF FISCAL YEAR 2015



# FIXED AND VARIABLE COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

- Fixed compensation: €1,100,000 (unchanged since 2010)
- Variable compensation: €1,284,067 (+4.65% over 2014)

Amount determined based on the achievement rate of quantitative and qualitative objectives fixed by the Board of Directors, capped at 170% of the fixed compensation

Quantitative objectives (2/3) - each accounting for 1/4 -
ROCE ( <i>Return on Capital Employed</i> )
Group's operating income
Group's recurring net income per share
Operating Free Cash Flow
Achievement rate: <b>63 %</b>

Qualitative objectives (1/3)
Sale of Verallia (Packaging Sector)
Management of the Sika transaction
Deployment of the corporate social responsibility policy (in particular, completion of the Group roadmap, safety, human resources policy, CO2 avoidance methodology)
Implementation of the Group's digital transformation
Achievement rate: <b>80 %</b>

- Overall achievement rate: 69%

## OTHER COMPONENTS OF THE COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

- ▶ No variable deferred compensation
- ▶ No multi-annual variable compensation
- ▶ No exceptional compensation
- ▶ No attendance fees from Group's companies
- ▶ Company car

# 2015 LONG-TERM COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER (1/2)

- ▶ Common principles governing the stock options and performance units plans
  - Demanding obligations to acquire and/or hold Saint-Gobain shares
  - Prohibition to hedge the risk (until the cessation of his duties as Chairman and Chief Executive Officer)

# 2015 LONG-TERM COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER (2/2)

## Stock options (exercisable as from 2019)

- ▶ **from 0 to 50,000, subject to fulfillment of the following cumulative conditions:**
  - (i) a service condition; and
  - (ii) a performance condition, linked to two criteria (internal and external):
    - **Stock market performance of Saint-Gobain shares vis-à-vis the CAC40 stock market index (70% of the options initially allocated)**
    - **ROCE of the Saint-Gobain Group (30% of the options initially allocated)**

## Performance units (exercisable as from 2019)

- ▶ **from 0 to 60,000, subject to fulfillment of the following cumulative conditions:**
  - (i) a service condition; and
  - (ii) a performance condition, linked to the same criteria as for stock options but with the opposite weighting
    - **Cap: 10% of the overall grant of performance shares and performance units. In 2015, the allocation of performance units to the Chairman and Chief Executive Officer amounted to 5.7% of the overall grant**

# COMPENSATION FOR LOSS OF OFFICE AND NON-COMPETE INDEMNITY

- ▶ Mr. Pierre-André de CHALENDAR has resigned from his employment contract in 2010
- ▶ Approved by the 2014 General Meeting
- ▶ Due in the event of forced departure related to a change of control or strategy
- ▶ Compensation for loss of office
  - **Amount:** not to exceed twice the sum of his gross annual compensation and of the average of his annual variable compensation in respect of the last three full fiscal years in office (the « Gross Total Annual Compensation »)
  - **Performance condition:** the variable compensation must have been, on average, at least equal to one-half of its maximum amount set for the last three full fiscal years in office
  - **Exceptions:**
    - departure at the initiative of the Chairman and Chief Executive Officer
    - retirement and entitlement to claim pension benefits within the 12 months following the date of departure
- ▶ Non-compete indemnity
  - **Duration:** one year
  - **Amount:** equal to the Gross Total Annual Compensation
  - **Limit:** the sum of the non-compete indemnity and of the compensation for loss of office cannot exceed twice the amount of the Gross Total Annual Compensation
  - **The Board is entitled to unilaterally waive application of the non-compete agreement**

## SUPPLEMENTARY PENSION PLAN

- ▶ Approved by the 2014 General Meeting
- ▶ Applicable to all employees who joined Compagnie de Saint-Gobain prior to January 1, 1994 (i.e., as of December 31, 2015, 178 retired employees and 34 potential active employees)
- ▶ To benefit from the plan:
  - ▶ **Service condition** : to be a Saint-Gobain employee
  - ▶ **Retire at 60 or over**, with a full pension under the compulsory government-sponsored schemes
  - ▶ **Having contributed to the plan for at least 15 years**
- ▶ Amount (assuming retirement with the maximum number of years of service – 35 years – and excluding pension benefits paid under the basic and compulsory pension schemes): approximately 35% of his latest fixed compensation
  - ▶ **Significantly lower than the AFEP-MEDEF Code’s recommended ceiling** set at 45% of the sum of the fixed and variable compensation
  - ▶ **Annual increase in potential rights** = 1.5% of his fixed compensation per year of seniority

**Report of Mr. Philippe VARIN, Chairman of  
the Nomination, Remuneration and  
Governance Committee on governance  
and the compensation of Mr. Pierre-André  
de Chalendar for 2015 submitted to  
the advisory vote of the shareholders**





# STATUTORY AUDITORS' REPORTS



## ■ Reports on the consolidated financial statements and on the parent company financial statements (pages 228 to 229 and 259 of the 2015 Registration Document respectively)

- 1<sup>st</sup> and 2<sup>nd</sup> resolutions of the Ordinary Shareholders' meeting

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### **Purpose**

- The purpose of our audit is to obtain reasonable assurance that the financial statements and information contained therein give a true and fair view of the Group and parent company

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### **Opinion on the financial statements and specific verifications**

- We issued an unqualified opinion on the consolidated financial statements and on the parent company financial statements
- The information given in the management report of the Board of Directors and in the Notes to the financial statements is appropriate

## Justification of our assessments

	Focus points	Specific procedures
<b>Consolidated financial statements</b>	<ul style="list-style-type: none"> <li>○ Measurement of property, plant and equipment and intangible assets</li> <li>○ Employee benefits</li> <li>○ Provisions</li> </ul>	<ul style="list-style-type: none"> <li>○ Assessing the methods applied in implementing impairment tests of property, plant and equipment and intangible assets and the estimates and assumptions used</li> <li>○ Assessing whether the assumptions used are appropriate and examining, on a test basis, the calculations of employee benefits made by independent actuaries</li> <li>○ Assessing whether the methods and data used to determine the provisions are appropriate</li> </ul>
<b>Parent company financial statements</b>	<ul style="list-style-type: none"> <li>○ Financial investments and investments in subsidiaries and affiliates</li> </ul>	<ul style="list-style-type: none"> <li>○ Assessing the approach used and the reasonableness of estimates made</li> </ul>

### ■ Special report on related party agreements and commitments (pages 262 to 265 of the 2015 Registration Document)

- 4<sup>th</sup> resolution of the Ordinary Shareholders' meeting
- Agreements and commitments to be submitted for the approval of the Annual General Meeting:
  - We were not informed of any agreement or commitment to be submitted for the approval of the Annual General Meeting
- Agreements and commitments previously approved by the Annual General Meeting:
  - 3 were implemented during the year
  - 2 remained in force but were not implemented during the year

- Report on the report of the Chairman of the Board of Directors on internal control and risk management procedures  
(page 160 of the 2015 Registration Document)
  
- Report by one of the Statutory Auditors, appointed as an independent third party, on the consolidated environmental, labour and social information presented in the management report  
(pages 285 to 287 of the 2015 Registration Document)
  - We have no matter to draw to your attention regarding these reports

### Special report on the share capital transactions

- 13<sup>th</sup> and 14<sup>th</sup> resolutions of the Extraordinary Shareholders' meeting
- Your Board of Directors is asking your authorization to:
  - Grant stock options exercisable for existing or new shares to the benefit of employees and executive Directors (13<sup>th</sup> resolution)
  - Grant free existing shares to the benefit of employees and executive Directors (14<sup>th</sup> resolution)
- We have no matter to report on the information given in the report of the Board of Directors regarding the proposed transactions
- In accordance with the French Commercial Code, we will establish additional reports, where appropriate, in case of use of these authorizations by the Board of Directors



# STATUTORY AUDITORS' REPORTS

