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**SAINT-GOBAIN**

COMPAGNIE DE SAINT-GOBAIN

A French *société anonyme* with a share capital of € 2 243 773 756

Registered office: « Les Miroirs », 18 avenue d'Alsace, 92400 Courbevoie, France

Registry of Commerce and Companies of Nanterre n°542 039 532

## Summary table of financial authorizations in force on the date of the General Meeting of June 2, 2016

Purpose of the resolution and concerned securities	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
<b>Issuances with preferential subscription rights</b>			
Capital increase (common shares or share warrants) (A)	2015 AGM, 12 <sup>th</sup> resolution	26 months (August 2017)	€450 million excluding adjustments, i.e. approximately 20% of the capital stock (A)+(B)+(C)+(D)+(F) limited to €450 million ("Global Cap") <sup>(1)</sup>
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	2015 AGM, 16 <sup>th</sup> resolution	26 months (August 2017)	€112.5 million, excluding adjustments, i.e. approximately 5% of the capital stock Included in the Global Cap <sup>(1)</sup>
<b>Issuance without preferential subscription rights</b>			
Capital increase, with compulsory priority period for shareholders, through issuance of debt securities carrying personal rights and giving access to shares in the Company to which entitlement would be granted by securities to be issued, where applicable by subsidiaries (C)	2015 AGM, 13 <sup>th</sup> resolution	26 months (August 2017)	€225 million (shares), excluding adjustments, i.e. approximately 10% of the capital stock <sup>(2)</sup> Included in the Global Cap <sup>(1)</sup>
Option for complementary issuance in case of oversubscription of an issuance of ordinary shares with preferential subscription rights or debt securities carrying personal rights giving access to the share capital without preferential subscription right (D)	2015 AGM, 14 <sup>th</sup> resolution	26 months (August 2017)	For each issuance, legal limit of 15% of the initial issuance Included in the Global Cap <sup>(1)</sup>
Capital increase (common shares or securities giving access to the share capital) in compensation for contribution in kind (E)	2015 AGM, 15 <sup>th</sup> resolution	26 months (August 2017)	10% of the capital stock on the date of the 2015 AGM, i.e. approximately €225 million, excluding adjustments Allocation to the cap of (C), included in the Global Cap <sup>(1)</sup>
<b>Issuances reserved for Group employees and Directors</b>			
Capital increase (equity securities) through the Group Savings Plan (F)	2015 AGM, 17 <sup>th</sup> resolution	26 months (August 2017)	€45 million, excluding adjustments, i.e. approximately 2% of the capital stock Included in the Global Cap <sup>(3)</sup>
Allocation of stock options for new or existing shares (G)	2014 AGM, 13 <sup>th</sup> resolution	26 months (August 2016)	1% of the capital stock on the date of the 2014 AGM, i.e. approximately €22.4 million, with a sub-cap of 10% of this limit of 1% for senior company executives (G)+(H), limited to 1% of the capital stock <sup>(4)</sup>
Allocation of existing free performance shares (H)	2015 AGM, 18 <sup>th</sup> resolution	26 months (August 2017)	0.8% of the capital stock on the date of the 2015 AGM, i.e. approximately €18 million with a sub-cap of 10% of this limit of 0.8% for company executives (allocation to the sub-cap of (G) applicable to senior company executives) Allocation to the cap of (G) <sup>(5)</sup>

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Purpose of the resolution and concerned securities	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
<b>Share buyback program</b>		<b>Features</b>	
Share buyback <sup>(6)</sup>	2015 AGM, 11 <sup>th</sup> resolution	18 months (December 2016)	10% of the total number of shares on the date of the AGM <sup>(7)</sup> Maximum purchase price: €80
Cancellation of shares <sup>(8)</sup>	2015 AGM, 19 <sup>th</sup> resolution	26 months (August 2017)	10% of the capital stock per 24-month period

<sup>(1)</sup> No use of the delegation made in 2015.

<sup>(2)</sup> Maximum par value of debt securities carrying personal rights that may be issued capped at €1.5 billion.

<sup>(3)</sup> No use of the delegation made in 2015. Based on the 16th Resolution of the AGM of June 6, 2013 confirmation of the issuance of 4,449,939 shares in May 2015 by the Chairman and Chief Executive Officer, acting pursuant to a delegation granted by the Board of Directors on November 20, 2014 to implement a capital increase through the Group Savings Plan.

<sup>(4)</sup> Allocation of 224,950 options to purchase new or existing shares by the Board of Directors on November 26, 2015.

<sup>(5)</sup> Allocation of 500,910 existing free performance shares by the Board of Directors on November 26, 2015.

<sup>(6)</sup> The purposes of the program are the following: cancellation, delivery of shares upon exercise of the rights attached to securities giving access to the share capital of the Company, market liquidity, allocation of free performance shares, of stock options to purchase shares, of shares as part of an Employee Group Savings Plan, external growth, merger, de-merger, capital contribution, offsetting the dilutive impact of potential free shares' allocations or shares issued upon exercise of stock options for new shares.

<sup>(7)</sup> See Chapter 7, Section 1.3 of the Compagnie de Saint-Gobain Registration document available on [www.saint-gobain.com](http://www.saint-gobain.com) for a description of implementation of the share buyback program in 2015.

<sup>(8)</sup> Cancellation of 9 million shares, resulting in a reduction in share capital of a par value of €36 million, decided by the Board of Directors of September 24, 2015, effective on October 5, 2015, and cancellation of 4 million shares, resulting in a reduction in share capital of a par value of €16 million, decided by the Board of Directors on November 26, 2015, effective on November 30, 2015.

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## Summary table of financial authorizations submitted for approval to the General Meeting convened to be held on June 2, 2016

Purpose of the resolution and concerned securities	Source (Draft resolution No.)	Duration and term of the proposed authorization	Maximum nominal amount of the share capital increase
<b>Share buyback program</b>			<b>Features</b>
Share buyback	2016 AGM, 12 <sup>th</sup> resolution	18 months (December 2017)	10% of the total number of shares on the date of the AGM Maximum purchase price: €80
<b>Issuances reserved for Group employees and Directors</b>			
Allocation of stock purchase or subscription options (A)	2016 AGM, 13 <sup>th</sup> resolution	38 months (August 2019)	1.5% of the share capital as of the date of the 2016 EGM, i.e. c. €33.7 million, with a sub-cap of 10% of this 1.5% limit for executive Directors  To be set-off against the limits provided for in the authorization for allocation of existing free shares (14 <sup>th</sup> resolution, 2016 AGM) (B)  (A) + (B) being limited to 1.5% of the share capital
Allocation of existing free shares (B)	2016 AGM, 14 <sup>th</sup> resolution	38 months (August 2019)	1.2% of the share capital as of the date of the 2016 AGM, i.e. c. €27 million, with a sub-cap of 10% of this 1.2% limit for executive Directors  To be set-off against the limits provided for in the authorization for allocation of stock purchase or subscription options (13 <sup>th</sup> resolution, 2016 AGM) (A)  (A) + (B) being limited to 1.5% of the share capital