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

**Summary table of financial authorizations in force on the date of the General Shareholders' Meeting of June 7, 2018**

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
<b>Issuances with preferential subscription right</b>			
Capital increase (ordinary shares or securities giving access to shares in the Company or its subsidiaries) (A)	2017 AGM 12 <sup>th</sup> resolution	26 months (August 2019)	€444 million excluding adjustments, i.e. approximately 20% of the share capital <sup>(1)</sup> (A)+(B)+(C)+(D)+(I) limited to €444 million ("Global Cap") <sup>(2)</sup>
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	2017 AGM 16 <sup>th</sup> resolution	26 months (August 2019)	€111 million, excluding adjustments, i.e. approximately 5% of the share capital Included in the Global Cap <sup>(2)</sup>
<b>Issuance without preferential subscription right</b>			
Capital increase, by public offer, with compulsory priority period for shareholders, through issuance of ordinary shares or securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which securities to be issued by subsidiaries would grant entitlement, where applicable by subsidiaries (C)	2017 AGM 13 <sup>th</sup> resolution	26 months (August 2019)	€222 million (shares), excluding adjustments, i.e. approximately 10% of the share capital <sup>(1)</sup> Included in the Global Cap <sup>(2)</sup>
Capital increase (ordinary shares or securities giving access to shares in the Company with shares as primary securities) in compensation for contribution in kind (D)	2017 AGM 15 <sup>th</sup> resolution	26 months (August 2019)	10% of the share capital, i.e. approximately €222 million, excluding adjustments Allocation to the cap of (C), included in the Global Cap <sup>(2)</sup>
<b>Issuances reserved for Group employees and Directors</b>			
Capital increase (equity securities) through the Group Savings Plan (E)	2017 AGM 17 <sup>th</sup> resolution	26 months (August 2019)	€49 million, excluding adjustments, i.e. approximately 2.2% of the share capital <sup>(3)</sup>
Capital increase (equity securities) reserved for certain categories of beneficiaries to allow Group's employees outside France to benefit from a mechanism equivalent to the Group Savings Plan (F)	2017 AGM 18 <sup>th</sup> resolution	18 months (December 2018)	€880,000, i.e. approximately 0.04% of the share capital Allocation to the cap of E <sup>(2)</sup>

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Allocation of stock options for new or existing shares (G)	2016 AGM 13 <sup>th</sup> resolution	38 months (August 2019)	1.5% of the share capital on the date of the 2016 AGM, i.e. approximately €33.2 million, with a sub-cap of 10% of this limit of 1.5% for executives Directors <sup>(4)</sup>  (G)+(H), limited to 1.5% of the share capital <sup>(4)</sup>
Allocation of existing free shares (H)	2016 AGM 14 <sup>th</sup> resolution	38 months (August 2019)	1.2% of the share capital on the date of the 2016 AGM, i.e. approximately €26.6 million with a sub-cap of 10% of this limit of 1.2% for executives Directors <sup>(5)</sup>  Allocation to the cap of (G)
<b>Other</b>			
Option for complementary issuance in case of oversubscription of an issuance of ordinary shares or securities giving access to the share capital with or without preferential subscription right (I)	2017 AGM 14 <sup>th</sup> resolution	26 months (August 2019)	For each issuance, legal limit of 15% of the initial issuance <sup>(1)</sup> Included in the Global Cap <sup>(2)</sup>
<b>Share buyback program</b>			<b>Features</b>
Share buyback <sup>(6)</sup>	2017 AGM 11 <sup>th</sup> resolution	18 months (December 2018)	10% of the total number of shares forming the share capital on the date of the AGM <sup>(7)</sup>  Maximum purchase price per share: €80
Cancellation of shares	2017 AGM 19 <sup>th</sup> resolution	26 months (August 2019)	10% of the share capital per 24-month period <sup>(8)</sup>

<sup>(1)</sup> Maximum nominal amount of debt securities giving access to the share capital that may be issued capped at €1.5 billion. Global cap applicable to (A), (C) and (I) resolutions.

<sup>(2)</sup> No use of the delegation of authority in 2017.

<sup>(3)</sup> No use of the delegation of authority in 2017. Based on the 17<sup>th</sup> resolution of the AGM of June 4, 2015, confirmation of the issuance of 4,593,807 shares in May 2017 by the Chairman and Chief Executive Officer, acting pursuant to a delegation of authority granted by the Board of Directors on November 24, 2016 to implement a capital increase reserved to employees through the Group Savings Plan.

<sup>(4)</sup> Allocation of 284,500 options to purchase new or existing shares by the Board of Directors on November 23, 2017.

<sup>(5)</sup> Allocation of 1,226,680 existing free performance shares by the Board of Directors on November 23, 2017.

<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 in any way to the allocation of shares of the Company or in the context of external growth, merger, demerger and contribution transactions, market animation under a liquidity agreement, delivery of existing shares in the context of free shares allocations, upon exercise of stock options, or as part of an Employee Group Savings Plan or other similar schemes, hedging against the potential dilutive impact of free share allocations, the grant of stock options and employee share subscriptions under the Group Savings Plan or other similar schemes, the implementation of any market practice that may become authorized by the French Financial Markets Authority (Autorité des marchés financiers) and, more generally, for any other transaction authorized under the relevant laws and regulations.

<sup>(7)</sup> See Chapter 8, Section 1.3 of Saint-Gobain's 2017 Registration Document, available on [www.saint-gobain.com](http://www.saint-gobain.com), for a description of implementation of the share buyback program in 2017.

<sup>(8)</sup> Cancellations of (i) five million shares resulting in a reduction in share capital of a par value of €20 million, decided by the Board of Directors on September 28, 2017, effective on September 29, 2017 and (ii) two million shares resulting in a reduction in share capital of a par value of €8 million, decided by the Board of Directors on November 23, 2017, effective on November 30, 2017 (see Chapter 8, Section 1.3.1 of Saint-Gobain's 2017 Registration Document).

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**Summary table of financial authorizations submitted for approval to the General Shareholders' Meeting convened to be held on June 7, 2018**

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
<b>Issuances reserved for Group employees and Directors</b>			
Capital increase (equity securities) reserved for certain categories of beneficiaries to allow Group's employees outside France to benefit from a mechanism equivalent to the Group Savings Plan	2018 AGM 13 <sup>th</sup> resolution	18 months (December 2019)	€880,000, i.e. approximately 0.04% of the share capital  Allocation to the cap of the 17 <sup>th</sup> resolution of the General Shareholders' Meeting of June 8, 2017
<b>Share buyback program</b>		<b>Features</b>	
Share buyback	2018 AGM 12 <sup>th</sup> resolution	18 months (December 2019)	10% of the total number of shares forming the share capital on the date of the AGM  Maximum purchase price per share: €80