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COMPAGNIE DE SAINT-GOBAIN

A French *société anonyme* with a share capital of €2,221,121,432  
Registered office: « Les Miroirs », 18, avenue d'Alsace, 92400 COURBEVOIE  
Registry of Commerce and Companies of Nanterre 542 039 532

**DESCRIPTION OF THE SHARE BUY-BACK PROGRAM  
TO BE SUBMITTED TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING  
CONVENED TO BE HELD ON JUNE 8, 2017  
(ELEVENTH RESOLUTION)**

In accordance with Articles 241-1 *et seq.* of the French Financial Markets Authority's (*Autorité des marchés financiers*) General Regulations, this description aims to indicate the objectives, terms and conditions of the share buy-back program of COMPAGNIE DE SAINT-GOBAIN (the "Company") to be submitted for approval to the General Meeting convened to be held on June 8, 2017.

The Board of Directors wishes that the Company renews its share buy-back program. To this end, as every year, the implementation of a new share buy-back program to be established in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, the European (EU) Regulation No. 596/2014 dated April 16, 2014, and the delegated regulations taken for its application, the French Financial Markets Authority's General Regulations and the latter's authorization of a market practice, will be submitted for approval to the Ordinary and Extraordinary General Meeting to be held on June 8, 2017 (11<sup>th</sup> resolution). This authorization shall replace, as from its adoption, the one granted in the 12<sup>th</sup> resolution of the General Meeting of June 2, 2016 and shall cancel any unused portion.

Shares may be purchased, sold, transferred or exchanged at any time on one or more occasions, (although not during a public tender offer period), by any means, provided that laws and regulations in force are complied with, on or off the stock market, over the counter, in whole or in part in blocks of shares, by public tender offer in cash or in shares, by using options or derivatives, either directly or indirectly through the intermediation of an investment services provider.

The Company's shares are listed on the Euronext Paris regulated market.

**I. Date of the shareholders' meeting called to authorize the new share buy-back program**

The new share buy-back program will be submitted for approval to the Ordinary and Extraordinary General Meeting of June 8, 2017.

**II. Number of shares and interest held by the Company**

As of May 3, 2017, the Company held, directly or indirectly, 1,272,342 of its own shares, representing 0.23% of the Company's share capital.

### **III. Split of the shares held by the Company per objective**

As of May 3, 2017, all the shares directly or indirectly held by the Company, i.e. 1,272,342 shares, were allocated to the coverage of performance shares plans and other forms of allotment to employees (including purchase stock options);

At the same date, no shares were allocated, for purposes of stabilizing the Saint-Gobain share price, to the liquidity agreement entered into with Exane BNP Paribas on November 16, 2007, in compliance with the charter of the French *Association Française des Marchés Financiers* recognized by the French Financial Markets Authority, it being specified that the credit of the liquidity account amounts to €5.4 million in cash.

### **IV. Purposes of the new share buy-back program**

Under the new share buy-back program that will be submitted for approval to the Ordinary and Extraordinary General Meeting of June 8, 2017, the Company is considering repurchasing its shares, or having its shares repurchased, for purposes of:

- the allotment of free shares, the grant of stock options and the allotment or sale of shares under employee savings plans or other similar plans;
- offsetting the potential dilutive impact of free shares' or stocks options allocations, or of subscription by employees as part of employee savings plans or other similar plans;
- delivering shares upon exercise of the rights attaching to securities giving access to the Company's share capital;
- enabling an independent investment services provider to ensure the management of the market of the Company share under liquidity agreements that comply with the ethical code recognized by the French Financial Markets Authority;
- cancelling shares, either wholly or partially, subject to the adoption by the General Meeting of June 8, 2017 of the nineteenth resolution of this General Meeting; and
- delivering shares (for payment, exchange or other reasons) as part of transactions involving external growth transactions, mergers, split-ups or contributions;
- carrying out any market practice that may become authorized by the French Financial Markets Authority and, more generally, for any other transaction authorized under the relevant laws or regulations.

### **V. Maximum proportion of share capital to be purchased, maximum purchase price and maximum number of and type of securities that may be acquired under the new share buy-back program**

The maximum proportion of the Company's share capital that might be bought back under the new share buy-back program would be 10% of the total number of shares comprising the Company's share capital as of the date of the Ordinary and Extraordinary General Meeting to be held on June 8, 2017. The number of shares acquired with a view to retaining them for subsequently delivering them as payment or in exchange as part of mergers, split-ups or contributions would not exceed 5% of the Company's share capital at such date. In accordance with Article L. 225-210 of the French Commercial Code, the number of shares that the Company can hold at any time may not exceed 10% of the shares comprising the Company's share capital.

The maximum purchase price under the new share buy-back program would be €80 per share, it being specified that such price might be adjusted in the event of transactions on the Company's share capital, in particular an increase in capital through the capitalization of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity, the above-mentioned maximum price will be adjusted to take into account the impact of these transactions on the stock value.

The Company would only be authorized to repurchase ordinary shares.

For information purposes, the theoretical number of shares that could be bought back by the Company under the share buy-back program would be 55,528,035 shares (10% of the share capital as of May 3, 2017).

## **VI. Term of the new share buy-back program**

In accordance with the twelfth resolution that will be submitted for approval at the Ordinary and Extraordinary General Meeting to be held on June 8, 2017, the new share-back program would be implemented over an eighteen-month period following the date of the Meeting, i.e. until December 7, 2018.

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In accordance with the terms of Article 241-2, II of the French Financial Markets Authority's General Regulations, during the implementation of the share buy-back program, any significant alteration of any of the information listed in sections IV, V and VI above will be made public in compliance with the terms set forth in Article 221-3 of that Regulations.