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Only the original version in the French language has legal force.*



### **Compagnie de Saint-Gobain**

Les Miroirs - 18, avenue d'Alsace - 92400 Courbevoie - France  
French *Société anonyme* – Share capital: €2,266,599,944 - 542 039 532 R.C.S. Nanterre

Courbevoie, on June 4, 2015

Saint-Gobain 2014 Dividend

## **Procedure relating to the stock dividend payment**

At the Compagnie de Saint-Gobain's Annual General Meeting held on June 4, 2015, Shareholders approved the payment of a dividend of €1.24 per share and the option for Shareholders to receive 50% of the dividend payment in cash or to reinvest it in new shares of the Company.

Shares allotted in payment of stock dividends will be issued at a price of **€36.62** per share, reflecting a 10% discount. This price is equal to 90% of the average of the opening prices quoted for Saint-Gobain shares over the 20 stock market trading sessions preceding the date of the Annual General Meeting less the amount of the dividend (€1.24), rounded up to the next euro cent.

The ex-date is set on June 10, 2015. Shareholders may opt to receive 50% of the dividend payment in new shares, between June 10, 2015 and June 24, 2015 (included). For Shareholders who have not exercised their dividend payment option by June 24, 2015, the dividend will only be paid **in cash**.

As a Shareholder, you will receive, **by post, a form** indicating the number of shares that you are eligible to subscribe for. The form will be sent to you (i) by your financial intermediary if you hold bearer shares or registered shares recorded in the register kept by your financial intermediary, or (ii) by BNP Paribas Securities Services if you hold registered shares recorded in the Company's share register. The form, once completed and executed, should be returned to the financial intermediary in charge of managing your securities before June 24, 2015.

If the amount of the dividend reinvested in stock does not correspond to a whole number of shares, Shareholders may opt to receive **the next higher whole number of shares** by paying the difference in cash on the date the option is exercised, or **the lower whole number of shares** with the balance to be paid in cash.

The newly issued Saint-Gobain ordinary shares will be created and delivered on July 3, 2015 and will carry immediate dividend and voting rights. An application to list those newly issued shares on the regulated market of Euronext in Paris will be made. They will bear the same rights and be subject to the same obligations as the existing ordinary shares and will be fully assimilated with them as from their creation on July 3, 2015. For Shareholders who will not

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have opted for a dividend payment in shares, the dividend will be fully paid in cash as from July 3, 2015.

The maximum number of shares which may be issued in connection with the option for the dividend payment in shares is 9.490.008 shares (excluding shares to be issued in connection with the option to round up), representing approximately a maximum of 1.68 % of the Company's share capital as of May 31, 2015.

#### **Dividend payment timetable**

Ex-date and beginning of the option period to receive dividend payment in stock	June 10, 2015
End of the option period to receive dividend payment in stock	June 24, 2015
Announcement of the results of the option	July 1, 2015
Delivery of the shares	July 3, 2015
Payment of cash dividend	As from July 3, 2015

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Tax: Any deductions or withholdings will be made by the financial intermediary in charge of managing your securities, in accordance with the terms provided for in the form sent to the Shareholders.

As a reminder, social taxes are deducted at the rate of 15.5% from dividends paid to individual shareholders resident in France, in addition to which, a tax of 21% will also be withheld.

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The Investor Relations team is available to answer your questions:

- Call them on 0 800 32 33 33 from France or +33 1 47 62 33 33 from outside France; or
- Send an e-mail to [actionnaires@saint-gobain.com](mailto:actionnaires@saint-gobain.com); or
- Write to:  
Compagnie de Saint-Gobain  
Investor Relations Department  
Les Miroirs  
92096 La Défense Cedex (France)

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**Disclaimer**

*This press release constitutes the information document required pursuant to Articles 212-4 4° and 212-5 5° of the French Financial Markets Authority (AMF) General Regulation and Article 13 and Annex III of the AMF Instruction n° 2005-11 dated December 13, 2005, as amended.*

*This press release does not constitute an offer to purchase securities. This press release and any other document relating to the option to receive dividend payment in shares may only be distributed or disseminated outside of France in compliance with applicable local laws and regulations and shall not constitute an offer for securities in any jurisdiction where such an offer would infringe applicable laws and regulations.*

*The option to receive 50% of the 2014 dividend payment in shares is not available to shareholders residing in any country where such option would require registration or approval by local securities regulators. Shareholders residing outside of France must inform themselves about, and comply with, any restrictions which may apply under their local laws. No dividend reinvestment requests will be accepted from shareholders in countries where these restrictions apply.*

*Shareholders are responsible for determining the conditions and consequences of exercising the dividend reinvestment option under the local laws of their country of residence.*

*Shareholders should perform the formalities required by applicable laws in their jurisdiction.*

*In case of any question regarding the content of this press release, shareholders are invited to consult their own counsel.*

*For tax aspects relating to the option to receive dividend payment in shares, shareholders are invited to analyze their personal situation with their own tax advisor.*

*When deciding whether or not to exercise the dividend reinvestment option, shareholders should consider the risks associated with an investment in shares.*