



W E N D E L

PRESS RELEASE – MAY 4, 2016

Wendel announces the completion of the sale of 5.3% of Saint-Gobain's share capital and the successful issue of a ca. €500 million exchangeable bond

- **Sale of 30 million Saint-Gobain shares, i.e. 5.3% of Saint-Gobain's share capital**
- **10 million shares buyback by Saint-Gobain in the placement**
- **Simultaneous issue of a ca. €500 million zero coupon bond exchangeable into Saint-Gobain shares at a 35% premium above the sale price for the simultaneous sale of Saint-Gobain shares**
- **Full confidence in Saint-Gobain's strategy reiterated by Wendel**

Wendel has completed the sale of 5.3% of Saint-Gobain's share capital and has successfully placed a bond exchangeable into Saint-Gobain shares.

Wendel has completed the sale of 30 million Saint-Gobain shares, amounting to approximately €1.2 billion.

As part of its share buyback program, Saint-Gobain has participated in the placement through the acquisition of 10 million shares.

Following the adjustment of its stake and the future cancellation of the shares bought back by Saint-Gobain, Wendel will retain a stake of approximately 6.4% in Saint-Gobain's share capital and approximately 11.1% of its voting rights. This level of ownership will enable Wendel to remain a significant shareholder of Saint-Gobain within the framework of the existing governance agreements between the two companies.

Simultaneously, Wendel has successfully placed a ca. €500m bond exchangeable into Saint-Gobain shares.

Bond maturity is 3.2 years and the exchange premium is 35% above the placement's sale price, which corresponds to an exchange price of €51.98 per Saint-Gobain share.

The bonds will be issued at par on May 12, 2016 and redeemed at par on July 31, 2019 (or on the next working day, if this day is not a working day).

The issue, more than twice oversubscribed, was very well received by investors. The bonds were placed with an international investor base, mainly French.

Key characteristics of the exchangeable bond into Saint-Gobain shares

Total amount of the issue	ca. €500 million
Maturity	July 31, 2019
Issue price	100%
Exchange premium	35%
Yield to maturity	0%
Coupon	0%
Listing	<i>Marché Libre</i> of Euronext Paris

The sale of the shares and the issue of the bond are part of Wendel's strategy to increase its exposure to unlisted assets. Wendel plans to use the proceeds from these transactions to invest in unlisted companies in Europe, North America and Africa, as well as to support the development of Group companies. These transactions will also enable Wendel to strengthen its financial structure. Other things being equal, the sale will improve its loan-to-value ratio by approximately 9 percentage points.

The sale of Saint-Gobain shares announced today will result in an accounting loss of approximately €220 million for Wendel.

Given its long term perspective in Saint-Gobain, Wendel has agreed with the bookrunners to a particularly long lock-up commitment not to carry out a similar transaction in the market for the next 12 months, subject to certain usual exceptions.

Goldman Sachs International was the Sole global coordinator of these transactions. Goldman Sachs International and BNP PARIBAS acted as joint bookrunners.

Frédéric Lemoine, Chairman of Wendel's Executive Board, commented:

"After having achieved all of our investment objectives 18 months ahead of schedule, this transaction significantly increases our flexibility to seize high potential investment opportunities identified by our teams, while significantly improving our financial structure. Within the framework of our governance agreement, Wendel remains a very significant shareholder of Saint-Gobain and thereby intends to benefit from the strong prospects offered by the group. The considerable work of business portfolio optimization carried out under the leadership of Pierre-André de Chalendar, the prospect of a rebound in construction markets as well as the strategic plan to acquire a controlling interest in Sika should enhance the group's value creation potential in the future."

Pierre-André de Chalendar, Chairman and Chief Executive Officer of Saint-Gobain, commented:

"The transaction launched by Wendel allows us to buy back shares at attractive terms and to move significantly toward our medium-term objective of decreasing the number of shares to 531 million. I welcome the reiterated confidence of Wendel in the group's growth prospects and our continued partnership. In parallel with this transaction, Saint-Gobain will continue its investment and acquisition program with notably the acquisition of a controlling interest in Sika."

This press release does not constitute or form a part of any offer to subscribe nor a solicitation to buy or subscribe any financial instrument of Compagnie de Saint-Gobain or Wendel, and the placement of the shares of Compagnie de Saint-Gobain as well as the placement of the bonds of Wendel do not constitute, in any circumstances, a public offering in any country, including France.

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With respect to member states of the European Economic Area (“EEA”) which have implemented the Prospectus Directive (each, a “Relevant Member State”), no action has been undertaken and will be undertaken to make an offer to the public of the shares and/or the bonds requiring a publication of a prospectus in any Member State. As a result, the shares and/or the bonds may only be offered in Member States:

- a) to “qualified investors” within the meaning of the Prospectus Directive (“Qualified Investors”) or*
- b) in circumstances falling within Article 3(2) of the Prospectus Directive.*

and provided that no such offer of bonds referred to in (a) to (b) above shall require Wendel or the Joint Bookrunners to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For these purposes, as defined in the Prospectus Directive, (i) the expression an “offer to the public of the shares and/or the bonds” in a relevant Member State, which has implemented the Prospectus Directive (as defined below), means any communication in any form and by any means of sufficient information on the terms of the offer of the shares and/or the bonds to be offered, so as to enable an investor to decide, as the case may be, to purchase the shares or to purchase or subscribe the bonds, as the same may be varied in that Member State, (ii) the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto), and includes any relevant implementing measure in the Relevant Member State.

France

The shares and the bonds have not been and will not be offered or sold, directly or indirectly, to the public in France. The shares and the bonds will be offered or sold in France only to (x) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers), and/or (y) qualified investors (investisseurs qualifiés) acting for their own account, with the meanings ascribed to them in, and in accordance with, Articles L. 411-1, L. 411-2 and D. 411-1 of the French Code monétaire et financier and applicable regulations thereunder.

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Financial calendar

6/1/2016

Shareholders' Meeting /publication of NAV and trading update (before Shareholders' Meeting)

In Paris

9/8/2016

H1 2016 earnings / Publication of NAV (pre-market release)

By conference call

12/1/2016

2016 Investor Day / publication of NAV and trading update (pre-market release)

In London

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests internationally, in companies that are leaders in their field, such as Bureau Veritas, Saint-Gobain, Cromology, Stahl, IHS, Constantia Flexibles and AlliedBarton Security Services. Wendel plays an active role as industry shareholder in these companies. It implements long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions. Through Oranje-Nassau Développement, which brings together opportunities for investment in growth, diversification and innovation, Wendel is also a shareholder of exceed in Germany, Mecatherm in France, Nippon Oil Pump in Japan, Saham Group in Africa and CSP Technologies in the United States.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor's ratings: Long-term: BBB-, stable outlook – Short-term: A-3 since July 7, 2014. Wendel is the Founding Sponsor of Centre Pompidou-Metz. In recognition of its long-term patronage of the arts, Wendel received the distinction of "Grand Mécène de la Culture" in 2012.

For more information: www.wendelgroup.com

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