

FORM OF FINAL TERMS

16 March 2017

Compagnie de Saint-Gobain

Issue of EUR 750,000,000 1.000% Notes due 17 March 2025  
under the EUR 15,000,000,000  
Medium Term Note Programme

***PART A – CONTRACTUAL TERMS***

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 27 July 2016 and the supplements to it dated 7 September 2016 and 2 March 2017, which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. The Base Prospectus and any supplement(s) thereto will be published electronically on the website of the London Stock Exchange plc at [www.londonstockexchange.com/exchange/news/market-news/market-newshome.html](http://www.londonstockexchange.com/exchange/news/market-news/market-newshome.html). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus.

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|----|------|--|--|
| 1. | (i)  | Series Number:   | 33                                       |
|    | (ii) | Tranche Number:  | 1  |
| 2. |      | Specified Currency:                                    | Euro (“ <b>EUR</b> ”)                    |
| 3. |      | Aggregate Nominal Amount of Notes admitted to trading: |  |
|    | (i)  | Series:  | EUR 750,000,000                          |
|    | (ii) | Tranche:   | EUR 750,000,000                          |
| 4. |      | Issue Price:   | 98.852%, of the Aggregate Nominal Amount |
| 5. | (i)  | Specified Denominations:                               | €100,000                                 |
|    | (ii) | Calculation Amount:                                    | €100,000                                 |
| 6. | (i)  | Issue Date:  | 17 March 2017                            |
|    | (ii) | Interest Commencement Date:                            | Issue Date                               |

- |     |   |   |
|-----|---|---|
| 7.  | Maturity Date:  | 17 March 2025   |
| 8.  | Interest Basis:   | 1.000% Fixed Rate<br>(further particulars specified below)                  |
| 9.  | Redemption/Payment Basis:   | Redemption at par   |
| 10. | Change of Interest Basis:   | Not Applicable  |
| 11. | Put/Call Options:   | Not Applicable  |
| 12. | Date(s) of relevant corporate authorisations for issuance of Notes: | 23 February 2017 (Board Authorisation) and 6 March 2017 (Decision to Issue) |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-------|-----------------------------------|--|
| 13.   | Fixed Rate Note provisions        | Applicable   |
| (i)   | Rate(s) of Interest:              | 1.000%, per annum payable in arrear on each Interest Payment Date  |
| (ii)  | Interest Payment Date(s):         | 17 March in each year commencing on 17 March 2018 up to, and including, the Maturity Date, in each case in accordance with the Following Business Day Convention |
| (iii) | Fixed Coupon Amount(s):           | EUR 1,000 per Calculation Amount   |
| (iv)  | Broken Amount(s):                 | Not Applicable   |
| (v)   | Day Count Fraction:               | Actual/Actual (ICMA)   |
| (vi)  | Determination Date(s):            | 17 March in each year  |
| (vii) | Range Accrual:                    | Not Applicable   |
| 14.   | Floating Rate Note provisions     | Not Applicable   |
| 15.   | Range Accrual Notes               | Not Applicable   |
| 16.   | Inflation Linked Notes provisions | Not Applicable   |
| 17.   | Zero Coupon Note provisions       | Not Applicable   |

**PROVISIONS RELATING TO REDEMPTION**

- |     |             |                |
|-----|-------------|----------------|
| 18. | Call Option | Not Applicable |
| 19. | Put Option  | Not Applicable |

20. Final Redemption Amount
- (i) Fixed Rate Notes, Floating Rate Notes and Zero Coupon Notes: At par
- (ii) Inflation Linked Redemption Not Applicable
21. Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default or other early redemption: At par

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes: Bearer Notes:  
Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
23. New Global Note ("NGN") Yes
24. Financial Centre(s): TARGET
25. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
26. Redenomination: Not Applicable

Signed on behalf of the Issuer:

By: \_\_\_\_\_

Duly authorised

  
Adil Belmejdoub

## ***PART B – OTHER INFORMATION***

### **1. LISTING AND ADMISSION TRADING**

- |      |   |   |
|------|---|---|
| (i)  | Admission to trading:                                       | Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | GBP 3,650   |

### **2. RATINGS**

Ratings:	The Notes to be issued are expected to be rated:  S & P: BBB (stable)  Moody's: Baa2 (stable)
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### **3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Joint Lead Managers and as discussed in “*Subscription and Sale and Transfer and Selling Restrictions*”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in financing, investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. For the purposes of this paragraph, the term “affiliates” shall also include parent companies.

### **4. YIELD (Fixed Rate Notes only)**

Indication of yield:	1.151%
	The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### **5. OPERATIONAL INFORMATION**

ISIN Code:	XS1577586321
Common Code:	157758632
Book-entry clearing systems	Euroclear Bank S.A./N.V./Clearstream Banking, <i>société anonyme</i>

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the International Central Securities Depositories (“ICSDs”) as common safekeeper, and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that the Eurosystem eligibility criteria have been met.

#### **6. U.S. SELLING RESTRICTIONS**

U.S. Selling Restrictions: TEFRA D