

Prospectus Supplement n° 1 dated 22 September 2010 to the Base Prospectus dated 16 December 2009

COMPAGNIE DE SAINT-GOBAIN

(incorporated in the Republic of France)

EUR 10,000,000,000

MEDIUM TERM NOTE PROGRAMME

This Prospectus Supplement n° 1 (the “**Prospectus Supplement**”) supplements the Base Prospectus dated 16 December 2009 (the “**Base Prospectus**”) and constitutes a prospectus supplement for the purposes of Article 16 of Directive 2003/71/EC of the European Parliament and the Council (the “**Prospectus Directive**”). This Prospectus Supplement has been prepared to inform any potential Noteholders of certain developments in relation to Saint-Gobain that have taken place after the publication of the Base Prospectus as a result of the introduction of the French *loi de finances rectificative pour 2009* no. 3 (n° 2009-1674 dated 30 December 2009) and the ruling N° 2010/11 (*rescrit*) of the *Direction générale des impôts* published on 22 February 2010 and to incorporate by reference the Issuer’s audited consolidated financial statements for the year ended 31 December 2009 and audit report thereon.

This Prospectus Supplement constitutes a supplement to, and should be read in conjunction with the Base Prospectus. Except where the context otherwise requires, the terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

Saint-Gobain accepts responsibility for the information contained in this Prospectus Supplement. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. Saint-Gobain’s legal name is Compagnie de Saint-Gobain. It is a French *société anonyme* governed by Articles L. 210-1 et seq. of the French Commercial Code, with its head office at Les Miroirs, 18, avenue d’Alsace, 92400 Courbevoie, France (telephone number: +33(0)1 47 62 30 00). It is registered with the Nanterre Trade and Companies Registry under no. 542039532 (activity code APE 741J), Siret number 54203953200040.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in the Base Prospectus, the statement in this Prospectus Supplement will prevail. Except as disclosed in this Prospectus Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

An investment in the Notes issued under the Programme involves certain risks. Prospective investors should have regard to the factors described under the section entitled “Risk Factors” in the Base Prospectus.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States or to, or for the benefit of, U.S. persons unless the Notes are registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available. See the section entitled “Notes in Global Form” in the Base Prospectus for a description of the manner in which Notes will be issued. Registered Notes are subject to certain restrictions on transfer; see the section entitled “Subscription and Sale and Transfer and Selling Restrictions” in the Base Prospectus.

This Prospectus Supplement does not constitute an offer of, or an invitation by or on behalf of, the Issuer, the Group, the Dealers or the Arranger (each as defined under the section entitled "Description of the Programme" in the Base Prospectus) to subscribe for or purchase any of the Notes.

The Dealers have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Dealers as to the accuracy or completeness of the information contained or incorporated in this Prospectus Supplement or any other information provided by the Issuer in connection with the Programme. No Dealer accepts any liability in relation to the information contained or incorporated by reference in this Prospectus Supplement or any other information provided by the Issuer in connection with the Programme.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in this Prospectus Supplement and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers.

Neither this Prospectus Supplement nor any other information supplied in connection with the Programme or any Notes (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer or any of the Dealers that any recipient of this Prospectus Supplement or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Prospectus Supplement nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuer or any of the Dealers to any person to subscribe for or to purchase any Notes.

Neither the delivery of this Prospectus Supplement nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme or to advise any investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the most recently published documents incorporated by reference into the Base Prospectus or any subsequent prospectus supplement when deciding whether or not to purchase any Notes.

The Notes in bearer form are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to United States persons, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and the regulations promulgated thereunder.

This Prospectus Supplement does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Prospectus Supplement and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer and the Dealers do not represent that this Prospectus Supplement may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Dealers which would permit a public offering of any Notes within or outside the UK or distribution of this Prospectus Supplement in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Prospectus Supplement nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus Supplement or any Notes may come must inform themselves

about, and observe, any such restrictions on the distribution of this Prospectus Supplement and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Prospectus Supplement and the offer or sale of Notes in the United States, the United Kingdom, France and Japan. (See the section entitled “Subscription and Sale and Transfer and Selling Restrictions” in the Base Prospectus.)

This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). Any Notes will only be available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

None of the Dealers or the Issuer makes any representation to any investor in the Notes regarding the legality of the investor’s investment in the Notes under any laws applicable to such investor.

U.S. INFORMATION

This Prospectus Supplement is being or may be circulated on a confidential basis in the United States to QIBs or Institutional Accredited Investors (each as defined in the section entitled “Notes in Global Form” in the Base Prospectus) for informational use solely in connection with the consideration of the purchase of the Notes being offered hereby. Its use for any other purpose in the United States is not authorised. It may not be copied or reproduced in whole or in part nor may it be distributed or any of its contents disclosed to anyone other than the prospective investors to whom it is originally submitted.

Registered Notes may be offered or sold within the United States only to QIBs or to Institutional Accredited Investors, in either case in transactions exempt from registration under the Securities Act. Each U.S. purchaser of Registered Notes is hereby notified that the offer and sale of any Registered Notes to it may be made in reliance upon the exemption from the registration requirements of the Securities Act provided by Rule 144A under the Securities Act (“**Rule 144A**”).

Purchasers of Definitive IAI Registered Notes will be required to execute and deliver an IAI Investment Letter (as defined in the section entitled “Terms and Conditions of the Notes” in the Base Prospectus). Each purchaser or holder of Definitive IAI Registered Notes, Notes represented by a Rule 144A Global Note or any Notes issued in registered form in exchange or substitution therefor (together “**Legended Notes**”) will be deemed, by its acceptance or purchase of any such Legended Notes, to have made certain representations and agreements intended to restrict the resale or other transfer of such Notes as set out in the section entitled “Subscription and Sale and Transfer and Selling Restrictions” in the Base Prospectus. Unless otherwise stated, terms used in this paragraph have the meanings given to them in the section entitled “Form of Notes” in the Base Prospectus.

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UPDATE TO THE DESCRIPTION OF THE PROGRAMME

In order to take into account the introduction of the French *loi de finances rectificative pour 2009* no. 3 (n° 2009-1674 dated 30 December 2009) and the ruling N° 2010/11 (*rescrit*) of the *Direction générale des impôts* published on 22 February 2010, the “Taxation” section set forth in page 10 of the description of the programme of the Base Prospectus is amended and restated as follows.

Taxation

1. All payments in respect of the Notes and any related Receipts and Coupons shall be made free and clear of, and without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges imposed or levied by or on behalf of the Republic of France, or any authority therein or thereof, having the power to tax, unless the withholding or deduction of such taxes is required by law.

2. Notes issued by the Issuer on or after 1 March 2010 (except Notes that are issued on or after 1 March 2010 and which are to be assimilated (*assimilables* for the purpose of French law) and form a single series with Notes issued before 1 March 2010 having the benefit of Article 131 *quater* of the French General Tax Code) fall under the new French withholding tax regime pursuant to the French *loi de finances rectificative pour 2009* no. 3 (n°2009-1674 dated 30 December 2009), applicable as from 1 March 2010 (the “**Law**”). Payments of interest and other revenues made by the Issuer on such Notes will not be subject to the withholding tax set out under Article 125 A III of the French General Tax Code unless such payments are made outside France in a non-cooperative State or territory (*Etat ou territoire non coopératif*) within the meaning of Article 238-0 A of the French General Tax Code (a “**Non-Cooperative State**”). If such payments under the Notes are made in a Non-Cooperative State, a 50% withholding tax will be applicable (subject to certain exceptions described below and the more favourable provisions of any applicable double tax treaty) pursuant to Article 125 A III of the French General Tax Code. The 50% withholding tax is applicable irrespective of the tax residence of the Noteholder. The list of Non-Cooperative States is published by a ministerial executive order, which is updated on a yearly basis.

Furthermore, according to Article 238 A of the French General Tax Code, interest and other revenues on such Notes will no longer be deductible from the Issuer's taxable income, as from the fiscal years starting on or after 1 January 2011, if they are paid or accrued to persons domiciled or established in a Non-Cooperative State or

paid to a bank account opened in a financial institution located in a Non-Cooperative State. Under certain conditions, any such non-deductible interest and other revenues may be recharacterised as constructive dividends pursuant to Articles 109 *et seq.* of the French General Tax Code, in which case such non-deductible interest and other revenues may be subject to the withholding tax set out under Article 119 *bis* 2 of the French General Tax Code, at a rate of 25% or 50% (subject to the more favourable provisions of any applicable double tax treaty).

Notwithstanding the foregoing, neither the 50% withholding tax provided by Article 125 A III of the French General Tax Code, the non-deductibility of interest and other revenues nor the withholding tax set out under Article 119 *bis* 2 of the French General Tax Code that may be levied as a result of such non-deductibility, to the extent the relevant interest or other revenues relate to genuine transactions and is not in an abnormal or exaggerated amount, will apply in respect of a particular issue of Notes provided that the Issuer can prove that the main purpose and effect of such issue of Notes was not that of allowing the payments of interest or other revenues to be made in a Non-Cooperative State (the “**Exception**”). In addition, under ruling (rescrit) 2010/11 (FP and FE) of the *Direction générale des finances publiques* dated 22 February 2010, an issue of Notes benefits from the Exception without the Issuer having to provide any evidence supporting the main purpose and effect of such issue of Notes, if such Notes are:

- (i) offered by means of a public offer within the meaning of Article L. 411-1 of the French Monetary and Financial Code or pursuant to an equivalent offer other than in a Non-Cooperative State. For this purpose, an “equivalent offer” means any offer requiring the registration or submission of an offer document by or with a foreign securities market authority; or
- (ii) admitted to trading on a regulated market or on a French or foreign multilateral securities trading system provided that such market or system is not located in a Non-Cooperative State, and the operation of such market is carried out by a market operator or an investment services provider, or by such other similar foreign entity, provided further that such market operator, investment services

provider or entity is not located in a Non-Cooperative State; or

- (iii) admitted, at the time of their issue, to the operations of a central depositary or of a securities clearing and delivery and payments systems operator within the meaning of Article L. 561-2 of the French Monetary and Financial Code, or of one or more similar foreign depositaries or operators provided that such depositaries or operators are not located in a Non-Cooperative State.

The tax regime applicable to Notes which do not satisfy the conditions mentioned hereinabove will be set out in the relevant Final Terms.

3. Interest and other revenues with respect to Notes issued (or deemed issued) outside France as provided under Article 131 *quater* of the French General Tax Code, prior to 1 March 2010 (or Notes which are to be assimilated (*assimilables* for the purpose of French law) and form a single series with such Notes) will continue to be exempt from the withholding tax set out under Article 125 A III of the French General Tax Code.

Notes issued before 1 March 2010, whether denominated in Euro or in any other currency, and constituting *obligations* under French law, or *titres de créances négociables* within the meaning of rulings (*rescrits*) 2007/59 (FP) and 2009/23 (FP) of the *Direction générale des impôts* dated 8 January 2008 and 7 April 2009, respectively, or other debt securities issued under French or foreign law and considered by the French tax authorities as falling into similar categories, are deemed to be issued outside the Republic of France for the purpose of Article 131 *quater* of the French General Tax Code, in accordance with Circular 5 I-11-98 of the *Direction générale des impôts* dated 30 September 1998 and the aforementioned rulings (*rescrits*) 2007/59 (FP) and 2009/23 (FP).

In addition, interest and other revenues paid by the Issuer on Notes issued before 1 March 2010 (or Notes issued on or after 1 March 2010 and which are to be assimilated (*assimilables* for the purpose of French law) and form a single series with such Notes) will not be subject to the withholding tax set out in Article 119 *bis* 2 of the French General Tax Code solely on account of their being paid to a bank account opened in a financial institution located in a Non-Cooperative State or accrued or paid to persons established or domiciled in a Non-Cooperative State.

RISK FACTORS

The third paragraph of the Risk Factor entitled “Taxation” included in the “Risks related to Notes generally” section of the Base Prospectus (page 23) is deleted in its entirety.

TAXATION

In order to take into account the introduction of the French *loi de finances rectificative pour 2009* no. 3 (n° 2009-1674 dated 30 December 2009) and the ruling N° 2010/11 (*rescrit*) of the *Direction générale des finances publiques* published on 22 February 2010, the "Taxation – France Taxation" section, set forth in page 95 of the Base Prospectus, has been amended and is entirely replaced and superseded by the following:

France Taxation

The descriptions below are intended as a basic summary of certain French tax consequences applicable to holders of Notes who are domiciled or resident for tax purposes outside France, who are not concurrently shareholders of the Issuer and who do not act through a permanent establishment or fixed base in France. Persons who are in any doubt as to their tax position should consult a professional tax adviser.

The Savings Directive was implemented into French law under Article 242 *ter* of the French General Tax Code (the "**French General Tax Code**"), which imposes on paying agents based in France an obligation to report to the French tax authorities certain information with respect to interest payments made to beneficial owners domiciled in another Member State, including, among other things, the identity and address of the beneficial owner and a detailed list of the different categories of interest paid to that beneficial owner.

Notes issued by the Issuer on or after 1 March 2010 other than those which are to be assimilated (assimilables) with Notes issued before 1 March 2010

Notes issued by the Issuer on or after 1 March 2010 (except Notes that are issued on or after 1 March 2010 and which are to be assimilated (*assimilables* for the purpose of French law) and form a single series with Notes issued before 1 March 2010 having the benefit of Article 131 *quater* of the French General Tax Code) fall under the new French withholding tax regime pursuant to the French *loi de finances rectificative pour 2009* no. 3 (n°2009-1674 dated 30 December 2009), applicable as from 1 March 2010 (the "**Law**"). Payments of interest and other revenues made by the Issuer on such Notes will not be subject to the withholding tax set out under Article 125 A III of the French General Tax Code unless such payments are made outside France in a non-cooperative State or territory (*Etat ou territoire non coopératif*) within the meaning of Article 238-0 A of the French General Tax Code (a "**Non-Cooperative State**"). If such payments under the Notes are made in a Non-Cooperative State, a 50% withholding tax will be applicable (subject to certain exceptions described below and the more favourable provisions of any applicable double tax treaty) pursuant to Article 125 A III of the French General Tax Code. The 50% withholding tax is applicable irrespective of the tax residence of the Noteholder. The list of Non-Cooperative States is published by a ministerial executive order, which is updated on a yearly basis.

Furthermore, according to Article 238 A of the French General Tax Code, interest and other revenues on such Notes will no longer be deductible from the Issuer's taxable income, as from the fiscal years starting on or after 1 January 2011, if they are paid or accrued to persons domiciled or established in a Non-Cooperative State or paid to a bank account opened in a financial institution located in a Non-Cooperative State. Under certain conditions, any such non-deductible interest and other revenues may be recharacterised as constructive dividends pursuant to Articles 109 *et seq.* of the French General Tax Code, in which case such non-deductible interest and other revenues may be

subject to the withholding tax set out under Article 119 *bis* 2 of the French General Tax Code, at a rate of 25% or 50% (subject to the more favourable provisions of any applicable double tax treaty).

Notwithstanding the foregoing, neither the 50% withholding tax provided by Article 125 A III of the French General Tax Code, the non-deductibility of interest and other revenues nor the withholding tax set out under Article 119 *bis* 2 of the French General Tax Code that may be levied as a result of such non-deductibility, to the extent the relevant interest or other revenues relate to genuine transactions and is not in an abnormal or exaggerated amount, will apply in respect of a particular issue of Notes provided that the Issuer can prove that the main purpose and effect of such issue of Notes was not that of allowing the payments of interest or other revenues to be made in a Non-Cooperative State (the “**Exception**”). In addition, under ruling (rescrit) 2010/11 (FP and FE) of the *Direction générale des finances publiques* dated 22 February 2010, an issue of Notes benefits from the Exception without the Issuer having to provide any evidence supporting the main purpose and effect of such issue of Notes, if such Notes are:

- (iv) offered by means of a public offer within the meaning of Article L. 411-1 of the French Monetary and Financial Code or pursuant to an equivalent offer other than in a Non-Cooperative State. For this purpose, an “equivalent offer” means any offer requiring the registration or submission of an offer document by or with a foreign securities market authority; or
- (v) admitted to trading on a regulated market or on a French or foreign multilateral securities trading system provided that such market or system is not located in a Non-Cooperative State, and the operation of such market is carried out by a market operator or an investment services provider, or by such other similar foreign entity, provided further that such market operator, investment services provider or entity is not located in a Non-Cooperative State; or
- (vi) admitted, at the time of their issue, to the operations of a central depository or of a securities clearing and delivery and payments systems operator within the meaning of Article L. 561-2 of the French Monetary and Financial Code, or of one or more similar foreign depositories or operators provided that such depositories or operators are not located in a Non-Cooperative State.

The tax regime applicable to Notes which do not satisfy the conditions mentioned hereinabove will be set out in the relevant Final Terms.

Notes issued before 1 March 2010 and Notes which are to be assimilated (assimilables for the purpose of French law) with Notes issued before 1 March 2010

Interest and other revenues with respect to Notes issued (or deemed issued) outside France as provided under Article 131 *quater* of the French General Tax Code, prior to 1 March 2010 (or Notes which are to be assimilated (*assimilables* for the purpose of French law) and form a single series with such Notes) will continue to be exempt from the withholding tax set out under Article 125 A III of the French General Tax Code.

Notes issued before 1 March 2010, whether denominated in Euro or in any other currency, and constituting *obligations* under French law, or *titres de créances négociables* within the meaning of rulings (*rescrits*) 2007/59 (FP) and 2009/23 (FP) of the *Direction générale des impôts* dated 8 January 2008 and 7 April 2009, respectively, or other debt securities issued under French or foreign law and considered by the French tax authorities as falling into similar categories, are deemed to be issued outside the Republic of France for the purpose of Article 131 *quater* of the French General Tax Code, in accordance with Circular 5 I-11-98 of the *Direction générale des impôts* dated 30 September 1998 and the aforementioned rulings (*rescrits*) 2007/59 (FP) and 2009/23 (FP).

In addition, interest and other revenues paid by the Issuer on Notes issued before 1 March 2010 (or Notes issued on or after 1 March 2010 and which are to be assimilated (*assimilables* for the purpose of French law) and form a single series with such Notes) will not be subject to the withholding tax set out in Article 119 *bis* 2 of the French General Tax Code solely on account of their being paid to a bank account opened in a financial institution located in a Non-Cooperative State or accrued or paid to persons established or domiciled in a Non-Cooperative State.

TERMS AND CONDITIONS OF THE NOTES

The Conditions set forth on page 60 of the Base Prospectus are amended as follows.

In respect of Notes issued on or after 1 March 2010 or related Coupons or Receipts and which are not to be consolidated (*assimilables* for the purpose of French law) and form a single series with Notes issued before 1 March 2010, Condition 10(a) of the Terms and Conditions of the Notes as set forth on page 60 of the Base Prospectus is deemed to be deleted in its entirety and replaced with the following:

- “(a) All payments in respect of the Notes and any related Receipts and Coupons shall be made free and clear of, and without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges imposed or levied by or on behalf of the Republic of France, or any authority therein or thereof, having the power to tax, unless the withholding or deduction of such taxes is required by law.”

DOCUMENTS INCORPORATED BY REFERENCE

The following document shall be deemed to be incorporated in, and to form part of, the Base Prospectus:

- The Issuer's audited consolidated financial statements for the year ended 31 December 2009 and audit report thereon.

Any statement contained in the Base Prospectus or in any of the documents incorporated by reference in, and forming part of the Base Prospectus shall be deemed to be modified or superseded for the purpose of the Base Prospectus to the extent that a statement contained in any supplement thereto, including this Prospectus Supplement, or in any document subsequently incorporated by reference, including the document incorporated by reference by this Prospectus Supplement, modifies or supersedes such statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of the Base Prospectus.

For ease of reference, the table below sets out the relevant page references for the English language version of the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2009, together with the English translation of the audit reports thereon. This English language version is a direct translation of the French language version of such document.

For the avoidance of doubt, any information not listed in the cross-reference table below but

- (i) is included in the publication in which the document incorporated by reference appears,
- (ii) is included in the document incorporated by reference itself, or
- (iii) is a document incorporated by reference within the document incorporated by reference hereby,

does not form part of this Prospectus Supplement.

Issuer's Audited Consolidated Financial Statements for the Year ended 31 December 2009 and Audit Report thereon

Consolidated Balance Sheet.....	Pages 152-153 Annual Report 2009
Consolidated Income Statement	Page 154 Annual Report 2009
Consolidated Statement of Recognised Income and Expense	Page 155 Annual Report 2009
Consolidated Cash Flow Statement	Page 156 Annual Report 2009
Consolidated Statement of Changes in Equity	Page 157 Annual Report 2009
Notes to the Consolidated Financial Statements.....	Pages 158-200 Annual Report 2009
Statutory Auditors' Report on the Consolidated Financial Statements	Pages 201-202 Annual Report 2009

Copies of documents incorporated by reference may be obtained from (i) the website of the Issuer and (ii) the registered office of the Issuer.