

## FINAL TERMS

17 January 2012

### Compagnie de Saint-Gobain

#### **ISSUE OF EUR 50,000,000 4.50% Notes due 30 September 2019** **to be consolidated and form a single series with the** **ISSUE OF EUR 750,000,000 4.50% Notes due 30 September 2019** **under the EUR 12,000,000,000** **Medium Term Note Programme**

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the EEA which has implemented the Prospectus Directive (the “**Prospectus Directive**”) (each, a “**Relevant Member State**”) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

For the purposes of this provision, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “**2010 PD Amending Directive**” means Directive 2010/73/EU.”

## 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 prospectus dated 20 July 2011 and the Prospectus Supplement No. 1 thereto dated 10 August 2011 (together, the “**Prospectus**”) which constitute a prospectus for the purposes of 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 Prospectus. 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 Prospectus.

THE NOTES CONSTITUTE *OBLIGATIONS* WITHIN THE MEANING OF ARTICLE L.213-5 OF THE FRENCH CODE MONETAIRE ET FINANCIER.

- |    |   |   |
|----|---|---|
| 1. | Issuer  | Compagnie de Saint-Gobain   |
| 2. | (i) Series Number:                                    | 12  |
|    | (ii) Tranche Number:                                  | 2   |
| 3. | Specified Currency or Currencies:                     | EUR   |
| 4. | Aggregate Nominal Amount of Notes admitted to trading |   |
|    | (i) Series:   | EUR 800,000,000   |
|    | (ii) Tranche:   | EUR 50,000,000  |
| 5. | Issue Price:  | 99.650 per cent. of the Aggregate Nominal Amount plus EUR 676,229.51 accrued interest |

	from, and including 30 September 2011 to, but excluding the Issue Date
6. (i) Specified Denominations:	EUR 100,000 and higher integral multiples of EUR 1,000 in excess thereof
(ii) Calculation Amount:	EUR 1,000
7. (i) Issue Date:	18 January 2012
(ii) Interest Commencement Date:	30 September 2011
8. Maturity Date:	30 September 2019
9. Interest Basis:	4.50 per cent. Fixed Rate. (further particulars specified in 23. below)
10. Redemption/Payment Basis:	Redemption at par
11. Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12. Put Options:	Not Applicable. For the avoidance of doubt only, Change of Control Put Event applicable (see Condition 9 (Change of Control)).
Call Options:	Not Applicable
13. (i) Status of the Notes:	Senior Unsecured
(ii) Relevant corporate authorisation(s) required for issuance of Notes:	Board Authorisation and Decision to Issue by duly authorised officer
(iii) Date(s) of relevant corporate authorizations for issuance of Notes:	24 February 2011 (Board authorisation); 11 January 2012 (decision to issue)
14. Method of distribution:	Non-syndicated

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

15. Fixed Rate Note Provisions:	Applicable
(i) Rate(s) of Interest:	4.50 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s):	30 September in each year in each case adjusted in accordance with the Following Business Day Convention
(iii) Fixed Coupon Amount(s):	EUR 45 per Calculation Amount
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	Actual/Actual (ICMA), unadjusted
(vi) Determination Date(s):	30 September in each year
(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16. Floating Rate Note Provisions:	Not Applicable
17. Zero Coupon Note Provisions:	Not Applicable
18. Index-Linked Interest Note/other variable-linked interest Note Provisions:	Not Applicable
19. Dual Currency Interest Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

- |  |  |
|--|--|
| 20. Call Option:   | Not Applicable   |
| 21. Put Option:  | Not Applicable. For the avoidance of doubt only, Change of Control Put Event applicable (see Condition 9 (Change of Control)). |
| 22. Final Redemption Amount of each Note:  | EUR 1,000 per Calculation Amount   |
| 23. Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Condition): | EUR 1,000 per Calculation Amount   |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |  |   |
|--|---|
| 24. Form of Notes:   | Bearer Notes<br>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
| 25. Financial Centre(s) or other special provisions relating to Payment Days:  | Not Applicable  |
| 26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):  | No  |
| 27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable  |
| 28. Details relating to Instalment Notes   | Not Applicable  |
| 29. Redenomination, renominatisation and reconventioning provisions:   | Not Applicable  |
| 30. Applicable tax regime:   | Condition 10 (Taxation) applies and the Notes are issued (or deemed issued) outside France  |
| 31. Other final terms:   | Not Applicable  |

#### **DISTRIBUTION**

- |   |                |
|---|----------------|
| 32. (i) If syndicated, names of Managers: | Not Applicable |
| (ii) Stabilising Manager (if any):        | Not Applicable |
| 33. If non-syndicated, name of Dealer:    | HSBC Bank plc  |
| 34. Additional selling restrictions:      | Not Applicable |

#### **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the EUR 12,000,000,000 Medium Term Note Programme of Compagnie de Saint-Gobain.

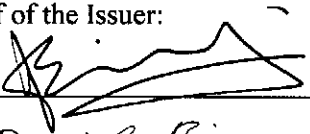
## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:

Name:

  
*Daniel Bjarneir*

Duly authorised officer

## **PART B – OTHER INFORMATION**

### **1. LISTING**

(i) Listing:

London

(ii) Admission to trading:

Application has been made for the Notes to be admitted to trading on the London Stock Exchange's Official List with effect from the Issue Date.

(iii) Estimate of total expenses related to admission to trading:

GBP1,750

### **2. RATINGS**

Ratings:

The Notes to be issued have been rated:

S & P: BBB (stable outlook)

Moody's: Baa2 (positive outlook)

Each of Moody's Deutschland GmbH and Standard & Poor's Credit Market Services Europe Limited are established in the European Union and are registered under Regulation (EC) No 1060/2009.

### **3. NOTIFICATION**

Not Applicable

### **4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

Not Applicable

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

Indication of yield:

4.552 per cent.

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

### **7. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

### **8. PERFORMANCE OF RATES OF EXCHANGE**

Not Applicable

### **9. OPERATIONAL INFORMATION**

ISIN Code:

XS0733093446 (to be consolidated and form a single series with ISIN Code XS0683564156 after 40 days)

Common Code:

073309344 (to be consolidated and form a single series with Common Code 068356415 after 40 days)

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking,

societe anonyme and the relevant  
identification number(s):  
Delivery:  
Names and addresses of additional Paying  
Agent(s) (if any):

Not Applicable  
Delivery against payment  
Not Applicable