

## FINAL TERMS

8 October 2012

**Compagnie de Saint-Gobain**

**Issue of GBP 250,000,000 4.625% Notes due 9 October 2029  
under the EUR 12,000,000,000  
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 19 September 2012 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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. 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. The Base Prospectus has been published on Issuer’s website.

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|----|--|--|
| 1. | (i) Series Number:                                     | 21   |
|    | (ii) Tranche Number:                                   | 1  |
| 2. | Specified Currency:                                    | GBP  |
| 3. | Aggregate Nominal Amount of Notes admitted to trading: |  |
|    | (i) Series:  | 250,000,000  |
|    | (ii) Tranche:  | 250,000,000  |
| 4. | Issue Price:   | 99.007 % , of the Aggregate Nominal Amount                               |
| 5. | (i) Specified Denominations:                           | GBP 100,000 and higher integral multiples of GBP 1,000 in excess thereof |
|    | (ii) Calculation Amount:                               | GBP 1,000  |
| 6. | (i) Issue Date:  | 9 October 2012   |
|    | (ii) Interest Commencement Date:                       | Issue Date   |
| 7. | Maturity Date:   | 9 October 2029   |
| 8. | Interest Basis:  | 4.625% Fixed Rate<br>(further particulars specified below)               |
| 9. | Redemption/Payment Basis:                              | Subject to any purchase and cancellation or                              |

early redemption, the Notes will be redeemed on the Maturity Date at par.

- |     |   |  |
|-----|---|--|
| 10. | Change of Interest Basis:   | Not Applicable   |
| 11. | Put/Call Options:   | Not Applicable. For the avoidance of doubt only, Change of Control Put Event applicable (see Condition 9 (Change of Control)). |
| 12. | Date(s) of relevant corporate authorisations for issuance of Notes: | 16 February 2012 (Board Authorisation) and 26 September 2012 (Decision to Issue)   |

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

- |       |                               |  |
|-------|-------------------------------|--|
| 13.   | Fixed Rate Note Provisions    | Applicable   |
| (i)   | Rate(s) of Interest:          | 4.625 per cent. per annum payable annually in arrear on each Interest Payment Date   |
| (ii)  | Interest Payment Date(s):     | 9 October in each year commencing on 9 October 2013 up to, and including, the Maturity Date, in each case in accordance with the Following Business Day Convention |
| (iii) | Fixed Coupon Amount(s):       | GBP 46.25 per Calculation Amount   |
| (iv)  | Broken Amount(s):             | Not Applicable   |
| (v)   | Day Count Fraction:           | Actual/Actual (ICMA) (unadjusted)  |
| (vi)  | Determination Date(s):        | 9 October in each year   |
| 14.   | Floating Rate Note Provisions | Not Applicable   |
| 15.   | Zero Coupon Note Provisions   | Not Applicable   |

### **PROVISIONS RELATING TO REDEMPTION**

- |     |                                       |  |
|-----|---------------------------------------|--|
| 16. | Call Option:                          | Not Applicable   |
| 17. | Put Option:                           | Not Applicable. For the avoidance of doubt only, Change of Control Put Event applicable (see Condition 9 (Change of Control)). |
| 18. | Final Redemption Amount of each Note: | At par   |
| 19. | Early Redemption Amount of each       | At par   |

Note payable on redemption for  
taxation reasons or on event of  
default or other early redemption:

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |            |   |  |
|------------|---|--|
| <b>20.</b> | Form of Notes:  | Bearer Notes:<br><br>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
| <b>21.</b> | Financial Centre(s):  | Not Applicable   |
| <b>22.</b> | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No   |
| <b>23.</b> | Redenomination:   | Not Applicable   |

Signed on behalf of the Issuer:

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

Duly authorised

## 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 3,600

### 2. RATINGS

Ratings: The Notes to be issued have been rated:  
S & P: BBB (stable)  
Moody's: Baa2 (stable)

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

Save 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 Dealers and their affiliates have engaged, and may in the future engage, in 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.

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

Indication of yield: 4.711 per cent. (annual)  
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: XS0837769354  
Common Code: 083776935  
Book-entry clearing systems: Euroclear Bank S.A./N.V., Clearstream Banking, *société anonyme*  
Names and addresses of additional Paying Agent(s) (if any): Not Applicable