

## FINAL TERMS

**27 June 2012**

### Compagnie de Saint-Gobain

**ISSUE OF EUR 50,000,000 EUR 10 year CMS Linked Notes due 28 June 2024 (the “Notes”)  
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 prospectus dated 20 July 2011, the Prospectus Supplement No. 1 dated 10 August 2011 and the Prospectus Supplement No. 2 dated 2 March 2012 (together, the “**Prospectus**”) which constitute a prospectus for the purposes of Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member State) (the “**Prospectus Directive**”). This document constitutes the final terms of the Notes (the “**Final Terms**”) 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:	19
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	EUR
4.	Aggregate Nominal Amount of Notes admitted to trading	
	(i) Series:	EUR 50,000,000
	(ii) Tranche:	EUR 50,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 100,000
	(ii) Calculation Amount:	EUR 1,000
7.	(i) Issue Date:	28 June 2012
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	28 June 2024
9.	Interest Basis:	Index Linked Interest (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis or	

- |   |   |
|---|---|
| Redemption/Payment Basis:   | Not Applicable  |
| 12. Put Options:  | Not Applicable.   |
| 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: | 16 February 2012 (Board Authorisation);<br>14 June 2012 (Decision to Issue) |
| 14. Method of distribution:   | Non-Syndicated  |

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

- |  |   |
|--|---|
| 15. Fixed Rate Note Provisions:  | 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: | Applicable  |
| (i) Index/Formula/other variable:  | The Index Linked Interest Rate (expressed as a rate per annum) will be determined by the Calculation Agent in accordance with the following formula, subject to the application of the Minimum Rate of Interest and Maximum Rate of Interest: |

**185% x EUR CMS 10 Year.**

The Interest Amount payable in respect of each Note on the relevant Specified Interest Payment Date will be obtained by multiplying the relevant Index Linked Interest Rate by the Specified Denomination.

**Where:**

“**EUR CMS 10 Year**” means the annual swap rate for Euro swap transactions with a maturity of 10 years, with reference to Reuters Screen “ISDAFIX2” Page, expressed as a percentage, under the heading, "EURIBOR BASIS - EUR" and above the caption "11:00 AM FRANKFURT" as of 11:00 am Frankfurt time, and observed by the Calculation Agent on each Fixing Date.

“**Fixing Date**” means two TARGET Business Days prior to the beginning of each Interest Period.

(ii) Calculation Agent responsible for calculating the interest due:

Crédit Agricole Corporate and Investment Bank

(iii) Provisions for determining Coupon where calculation by reference to Index and/or Formula and/or other variable is

If on any Fixing Date the **EUR CMS 10 Year** does not appear on Reuters Screen ISDAFIX2 Page, such rate will be determined by the

impossible or impracticable or otherwise disrupted:	Calculation Agent, in good faith and in a commercially reasonable manner, in accordance with the Floating Rate Option "EUR-Annual Swap Rate-Reference Bank" (as defined in the 2006 ISDA Definitions) for a period of 10 years.
(iv) Specified Interest Payment Dates or Interest Periods:	Annually, on 28 June of each year from (and including) 28 June 2013 to (and including) the Maturity Date
(v) Business Day Convention:	Modified Following Business Day Convention, applicable for payment only
(vi) Additional Business Centre(s):	Not Applicable
(vii) Minimum Rate/Amount of Interest:	In respect of the Interest Period from (and including) the Interest Commencement Date to (but excluding) 28 June 2013: 3.60% per annum  In respect of each Interest Period from (and including) 28 June 2013 to (but excluding) the Maturity Date: 0.00% per annum
(viii) Maximum Rate/Amount of Interest:	6.00% per annum
(ix) Day Count Fraction:	30/360, Unadjusted
19. Dual Currency Interest Note Provisions:	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>	
20. Call Option:	Not Applicable
21. Put Option:	Not Applicable.
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
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>	
24. 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
25. Financial Centre(s) or other special provisions relating to Payment Days:	TARGET
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
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: Crédit Agricole Corporate and Investment Bank
34. Additional selling restrictions: Not Applicable

## LISTING AND ADMISSION TO TRADING APPLICATION

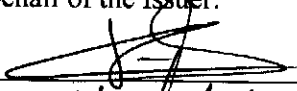
These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the EUR 12,000,000,000 Medium Term Note Programme of Compagnie de Saint-Gobain.

## 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: Yann LANGLAIS

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 Regulated Market 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  
Moody's: Baa2  
Moody's Deutschland GmbH is established in the European Union and has been registered under the CRA Regulation.
- Standard & Poor's Credit Market Services Europe Limited is established in the European Union and has been registered under the CRA Regulation.

### 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: Not Applicable

### 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: XS0795838126
- Common Code: 079583812
- Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, societe anonyme and the relevant identification number(s): Not Applicable
- Delivery: Delivery against payment
- Names and addresses of additional Paying Agent(s) (if any): Not Applicable