

Prospectus Supplement n° 2 dated 28 February 2014 to the Base Prospectus dated 17 July 2013.

COMPAGNIE DE SAINT-GOBAIN

(incorporated in the Republic of France)

EUR 15,000,000,000

MEDIUM TERM NOTE PROGRAMME

This Prospectus Supplement n° 2 (the “**Prospectus Supplement**”) supplements the Base Prospectus dated 17 July 2013 as amended by the Prospectus Supplement n° 1 dated 5 August 2013 (as so amended, 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, as amended (the “**Prospectus Directive**”). This Prospectus Supplement has been prepared to incorporate by reference the Issuer’s consolidated financial statements for the year ended 31 December 2013 and auditors’ 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 (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.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents 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 2013 and auditors’ report thereon (the “**Financial Statements 2013**”) which have been filed with the Financial Conduct Authority

To the extent that any document or information incorporated by reference or attached to this Prospectus Supplement itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Prospectus Supplement for the purposes of the Prospectus Directive, except where such information or documents are stated within this Prospectus Supplement as specifically being incorporated by reference or where this Prospectus Supplement is specifically defined as including such information.

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 documents 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 Financial Statements 2013, together with the English translation of the auditors' report thereon. This English language version is a direct translation of the French language version of such documents. The non-incorporated parts of the documents incorporated by reference are either not relevant for investors or are covered elsewhere in the Base Prospectus.

Issuer's Audited Consolidated Financial Statements for the year ended 31 December 2013 and Auditors' Report thereon

Statutory Auditors' Report on the Financial Statements for the year ended 31 December 2013.....	All pages
Consolidated Balance Sheet	Page 2 of the Financial Statements 2013
Consolidated Income Statement	Page 3 of the Financial Statements 2013
Consolidated Statement of Recognized Income and Expense	Page 4 of the Financial Statements 2013
Consolidated Statement of Cash Flows	Page 5 of the Financial Statements 2013
Consolidated Statement of Changes in Equity.....	Page 6 of the Financial Statements 2013
Notes to the Consolidated Financial Statements.....	Pages 7-76 of the Financial Statements 2013

Copies of the document incorporated by reference may be obtained from (i) the website of the Issuer and (ii) the National Storage Mechanism (<http://www.morningstar.co.uk/uk/NSM>).