

FINAL TERMS

15 May 2012

Compagnie de Saint-Gobain

**ISSUE OF EUR 100,000,000 3.625% Notes due 28 March 2022 (the "Notes")
to be consolidated and form a single series with the existing EUR 750,000,000 3.625% Notes
due 28 March 2022 issued on 28 March 2012 (the "Existing Notes")
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, 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 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.

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| 1. | Issuer | Compagnie de Saint-Gobain |
| 2. | (i) Series Number: | 14 |
| | (ii) Tranche Number: | 2 |
| | | The Notes will be consolidated and form a single series with the Existing Notes after 40 days. |
| 3. | Specified Currency or Currencies: | EUR |
| 4. | Aggregate Nominal Amount of Notes admitted to trading | |
| | (i) Series: | EUR 850,000,000 |
| | (ii) Tranche: | EUR 100,000,000 |

5. Issue Price: 99.847 per cent. of the Aggregate Nominal Amount of the Tranche plus 486,643.84 accrued interest (representing 49 days of accrued interest) for the period from, and including, 28 March 2012 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: 16 May 2012
(ii) Interest Commencement Date: 28 March 2012
8. Maturity Date: 28 March 2022
9. Interest Basis: 3.625 per cent. Fixed Rate.
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: 16 February 2012 (Board Authorisation); 4 May 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: 3.625 per cent. per annum payable annually in arrear
(ii) Interest Payment Date(s): 28 March in each year in each case adjusted in accordance with the Following Business Day Convention
(iii) Fixed Coupon Amount(s): EUR 36.25 per Calculation Amount
(iv) Broken Amount(s): Not Applicable
(v) Day Count Fraction: Actual/Actual (ICMA), unadjusted
(vi) Determination Date(s): 28 March 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

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: 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:  Diannel BARNEIX

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 Main Market with effect from 16 May 2012.

The Existing Notes are already listed and admitted to trading on London Stock Exchange's Main Market.

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

GBP2,700

2. RATINGS

Ratings:

The Notes to be issued have been rated:

S & P: BBB (stable outlook)

Moody's: Baa2 (positive outlook)

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:

3.6428 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:

Until the Notes have been consolidated and

form a single series with the Existing Notes after 40 days, they will be assigned a Temporary ISIN Code as follows:

XS0781784938

Thereafter, they will assume the same ISIN Code as the Existing Notes as follows:

XS0760364116

Common Code:

Until the Notes have been consolidated and form a single series with the Existing Notes after 40 days, they will be assigned a Temporary Common Code as follows:

078178493

Thereafter, they will assume the same Common Code as the Existing Notes as follows:

076036411

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