

Prospectus Supplement n° 2 dated 2 March 2012 to the Base Prospectus dated 20 July 2011.

COMPAGNIE DE SAINT-GOBAIN

(incorporated in the Republic of France)

EUR 12,000,000,000

MEDIUM TERM NOTE PROGRAMME

This Prospectus Supplement n° 2 (the “**Prospectus Supplement**”) supplements the Base Prospectus dated 20 July 2011 as amended by the Prospectus Supplement n° 1 dated 10 August 2011 (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 (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 2011 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.

An investment in the Notes issued under the Programme involves certain risks. Prospective investors should have regard to the factors described under the section entitled “*Risk Factors*” in the Base Prospectus.

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States or to, or for the benefit of, U.S. persons unless the Notes are registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available. See the section entitled “*Notes in Global Form*” in the Base Prospectus for a description of the manner in which Notes will be issued. Registered Notes are subject to certain restrictions on transfer; see the section entitled “*Subscription and Sale and Transfer and Selling Restrictions*” in the Base Prospectus.

This Prospectus Supplement does not constitute an offer of, or an invitation by or on behalf of, the Issuer, the Group, the Dealers or the Arranger (each as defined under the section entitled "*Description of the Programme*" in the Base Prospectus) to subscribe for or purchase any of the Notes.

The Dealers have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Dealers as to the accuracy or completeness of the information contained or incorporated in this Prospectus Supplement or any other information provided by the Issuer in connection with the Programme. No Dealer accepts any liability in relation to the information contained or incorporated by reference in this Prospectus Supplement or any other information provided by the Issuer in connection with the Programme.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in this Prospectus Supplement and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers.

Neither this Prospectus Supplement nor any other information supplied in connection with the Programme or any Notes (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer or any of the Dealers that any recipient of this Prospectus Supplement or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Prospectus Supplement nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuer or any of the Dealers to any person to subscribe for or to purchase any Notes.

Neither the delivery of this Prospectus Supplement nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme or to advise any investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the most recently published documents incorporated by reference into the Base Prospectus or any subsequent prospectus supplement when deciding whether or not to purchase any Notes.

The Notes in bearer form are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to United States persons, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and the regulations promulgated thereunder.

This Prospectus Supplement does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Prospectus Supplement and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer and the Dealers do not represent that this Prospectus Supplement may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Dealers which would permit a public offering of any Notes within or outside the UK or distribution of this Prospectus Supplement in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Prospectus Supplement nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus Supplement or any Notes may come must inform themselves

about, and observe, any such restrictions on the distribution of this Prospectus Supplement and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Prospectus Supplement and the offer or sale of Notes in the United States, the United Kingdom, France and Japan. (See the section entitled “*Subscription and Sale and Transfer and Selling Restrictions*” in the Base Prospectus.)

This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). Any Notes will only be available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

None of the Dealers or the Issuer makes any representation to any investor in the Notes regarding the legality of the investor’s investment in the Notes under any laws applicable to such investor.

U.S. INFORMATION

This Prospectus Supplement is being or may be circulated on a confidential basis in the United States to QIBs or Institutional Accredited Investors (each as defined in the section entitled “Notes in Global Form” in the Base Prospectus) for informational use solely in connection with the consideration of the purchase of the Notes being offered hereby. Its use for any other purpose in the United States is not authorised. It may not be copied or reproduced in whole or in part nor may it be distributed or any of its contents disclosed to anyone other than the prospective investors to whom it is originally submitted.

Registered Notes may be offered or sold within the United States only to QIBs or to Institutional Accredited Investors, in either case in transactions exempt from registration under the Securities Act. Each U.S. purchaser of Registered Notes is hereby notified that the offer and sale of any Registered Notes to it may be made in reliance upon the exemption from the registration requirements of the Securities Act provided by Rule 144A under the Securities Act (“**Rule 144A**”).

Purchasers of Definitive IAI Registered Notes will be required to execute and deliver an IAI Investment Letter (as defined in the section entitled “Terms and Conditions of the Notes” in the Base Prospectus). Each purchaser or holder of Definitive IAI Registered Notes, Notes represented by a Rule 144A Global Note or any Notes issued in registered form in exchange or substitution therefor (together “**Legended Notes**”) will be deemed, by its acceptance or purchase of any such Legended Notes, to have made certain representations and agreements intended to restrict the resale or other transfer of such Notes as set out in the section entitled “Subscription and Sale and Transfer and Selling Restrictions” in the Base Prospectus. Unless otherwise stated, terms used in this paragraph have the meanings given to them in the section entitled “Form of Notes” in the Base Prospectus.

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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 2011 and auditors' report thereon.

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 consolidated financial statements of the Issuer for the year ended 31 December 2011, 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.

For the avoidance of doubt, any information that is not listed in the cross-reference table below but

- (i) is included in the publication in which the document incorporated by reference appears,
- (ii) is included in the document incorporated by reference itself, or
- (iii) is a document incorporated by reference within the document incorporated by reference hereby,

does 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. The non-incorporated parts of the documents incorporated by reference are either not relevant for investors or covered elsewhere in the Prospectus Supplement.

Issuer's Consolidated Financial Statements for the year ended 31 December 2011

Statutory Auditors' Report on the Financial Statements for the year ended 31 December 2011	All pages
Consolidated Balance Sheet	Page 2
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Copies of documents incorporated by reference may be obtained from (i) the website of the Issuer and (ii) the registered office of the Issuer.