



W E N D E L

PRESS RELEASE – JUNE 1, 2017

Wendel pursues its divestment of Saint-Gobain

- **Sale of 20 million Saint-Gobain shares, i.e. 3.6 % of Saint-Gobain's share capital**
- **Continued shift toward unlisted assets**
- **Full confidence in Saint-Gobain's strategy reiterated by Wendel**

Wendel, owning 6.1% of Saint-Gobain's share capital and 10.5% of its voting rights, announces its intention to sell approximately 3.6 % of Saint-Gobain's share capital, after having sold 0.3% of the share capital on the market since May 19, 2017. Following this transaction, Wendel will retain a stake of approximately 2.5 % in Saint-Gobain's share capital and approximately 4.5 % of its voting rights. The existing governance agreements will remain in force.

This transaction will grant Wendel additional financial resources to implement its investment strategy for 2017-2020. The sale of Saint-Gobain Shares announced today will result in a capital gain for Wendel in its 2017 financial statements. This accounting gain is calculated on all the Saint-Gobain shares owned by Wendel before the sale, in compliance with IFRS accounting rules.

Wendel reaffirms its full support to Saint-Gobain's strategy, as it confirmed during its investor day held on May 17, 2017, its intention to show margin improvement potential, as cost savings will now amount to at least €1.2 billion over the 2017-2020 period. Financial discipline will continue to be a key focus area and Portfolio optimization will be a key value creation driver thanks to the acceleration of acquisitions (€2 billion over the period) and disposals of non- strategic businesses (€1 billion over the period).

Frédéric Lemoine, Chairman of Wendel's Executive Board, commented:

"This transaction is in line with Wendel's strategy to pursue its shift towards unlisted assets. It perfectly aligns with our 2017-20 strategic plan announced last December. This strategic plan and the attendant value creation goals are intended to deliver a double-digit average rate of return for our shareholders, together with increasing dividend year-on-year and share buybacks, while continuing an investment strategy firmly oriented toward diversification, and preserving the strength of our company's financial structure. I am very pleased that Wendel can be associated with Saint-Gobain's development, I am fully confident in the promising strategic prospects that have just been presented to the market by Saint-Gobain."

The sale of 20 million Saint-Gobain shares (the "**Shares**"), announced today, will be sold through a private placement to be executed through an accelerated bookbuilding process (the "**Placement**").

The definitive terms of the Placement will be determined following the completion of the bookbuilding process. The Settlement and delivery of the Shares is expected to take place on June 6, 2017.

Placement will target institutional investors in France and in certain countries outside of France.

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BNP Paribas, Citigroup and Goldman Sachs acted as joint bookrunners of the transaction. Goldman Sachs is sole global coordinator of the transaction. Wendel has agreed with them to a lock-up commitment not to carry out a similar transaction in the market for the next 3 months, subject to certain usual exceptions.

This press release does not constitute or form a part of any offer to subscribe nor a solicitation to buy or subscribe any financial instrument of Compagnie de Saint-Gobain or Wendel, and the placement of the shares of Compagnie de Saint-Gobain as well as the placement of the bonds of Wendel do not constitute, in any circumstances, a public offering in any country, including France.

Financial calendar

9/7/2017

H1 2017 earnings / Publication of NAV (pre-market release)

11/30/2017

2017 Investor Day / Publication of NAV and trading update (pre-market release)

03/22/2018

2018 full-year earnings / Publication of NAV (pre-market release)

05/17/2018

2018 Shareholders' Meeting / Publication of NAV and trading update (before Shareholders' Meeting)

09/06/2018

H1 2018 earnings / Publication of NAV (pre-market release)

11/29/2018

2018 Investor Day / Publication of NAV and trading update (pre-market release)

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests in Europe, North America and Africa in companies that are leaders in their field, such as Bureau Veritas, Saint-Gobain, Cromology, Stahl, IHS, Constantia Flexibles and Allied Universal. Wendel plays an active role as industry shareholder in these companies. It implements long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions. Through Oranje-Nassau Développement, which brings together opportunities for investment in growth, diversification and innovation, Wendel is also a shareholder of exceed in Germany, Mecatherm in France, Nippon Oil Pump in Japan, Saham Group, SGI Africa and Tsebo in Africa, and CSP Technologies in the United States.

Wendel is listed on Euronext Paris.

Standard & Poor's ratings: Long-term: BBB-, stable outlook – Short-term: A-3 since July 7, 2014. Wendel is the Founding Sponsor of Centre Pompidou-Metz. In recognition of its long-term patronage of the arts, Wendel received the distinction of "Grand Mécène de la Culture" in 2012.

For more information:

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European Economic Area

With respect to member states of the European Economic Area (“EEA”) which have implemented the Prospectus Directive (each, a “Relevant Member State”), no action has been undertaken and will be undertaken to make an offer to the public of the shares and/or the bonds requiring a publication of a prospectus in any Member State. As a result, the shares and/or the bonds may only be offered in Member States:

- a) to “qualified investors” within the meaning of the Prospectus Directive (“Qualified Investors”) or*
- b) in circumstances falling within Article 3(2) of the Prospectus Directive.*

and provided that no such offer of bonds referred to in (a) to (b) above shall require Wendel or the Joint Bookrunners to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For these purposes, as defined in the Prospectus Directive, (i) the expression an “offer to the public of the shares and/or the bonds” in a relevant Member State, which has implemented the Prospectus Directive (as defined below), means any communication in any form and by any means of sufficient information on the terms of the offer of the shares and/or the bonds to be offered, so as to enable an investor to decide, as the case may be, to purchase the shares or to purchase or subscribe the bonds, as the same may be varied in that Member State, (ii) the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto), and includes any relevant implementing measure in the Relevant Member State.

France

The shares and the bonds have not been and will not be offered or sold, directly or indirectly, to the public in France. The shares and the bonds will be offered or sold in France only to (x) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers), and/or (y) qualified investors (investisseurs qualifiés) acting for their own account, with the meanings ascribed to them in, and in accordance with, Articles L. 411-1, L. 411-2 and D. 411-1 of the French Code monétaire et financier and applicable regulations thereunder.

United Kingdom

In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

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