

Company Registration No. 2716363

SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

Accounts for the year ended 31 December 2005



Company Registration No. 2716363

SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

ANNUAL REPORT AND ACCOUNTS For the Year ended 31 December 2005

Board of Directors

Robert Granger
David Holborow
Roland Lazard
Philip Moore
Alun Oxenham

Secretary and Registered Office

Alun Oxenham

Aldwych House
81 Aldwych
London
WC2B 4HQ

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SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

DIRECTORS REPORT For the Year ended 31 December 2005

The directors submit their report and accounts for the year ended 31 December 2005.

Results and Dividend

The Company did not trade during the 2005. The directors do not recommend the payment of a dividend (2004: Nil).

Principal Activity

The Company is dormant.

Directors and Interests

The directors who served during the year were as follows:-

William Buys	(resigned as a director on 31 May 2005).
Robert Granger	
David Holborow	
Roland Lazard	(appointed 19 May 2005)
Philip Moore	
Alun Oxenham	

There were no other changes to the Officers of the Company during the year nor since the year end.

The Company is exempt from disclosing interests (if any) of the directors and their families in the share capital of the ultimate parent company by virtue of the Companies (Disclosures of Directors) (Exemptions) Regulation 1985 (SI 1985 BO 802).

BY ORDER OF THE BOARD

Date: 1st September 2006



Alun Oxenham
Secretary

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SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

Statement of Directors' Responsibilities

Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those accounts, the directors are required to:

*Select suitable accounting policies and then apply them consistently;
Make judgments and estimates that are reasonable and prudent;
State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
Prepare the accounts on the going concern basis unless it is appropriate to presume that the Company will not continue in business.*

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

BALANCE SHEET As at 31 December 2005

	31 December 2005
	£
Amount due from Saint-Gobain plc	2
	<hr/>
	2
CAPITAL AND RESERVES	
Called up share capital	2
Profit and loss account	-
	<hr/>
	2


The company remained dormant throughout the year.

For the year ended 31st December 2005, the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for: (i) ensuring the company keeps accounting records which comply with section 221; and (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

These accounts were approved by the Board on 1st September 2006.


Alun Oxenham
Director

SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

NOTES TO THE ACCOUNTS

- (1) The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.
- (2) Saint-Gobain Employee Share Plans Limited did not trade during the year to 31 December 2005. Consequently it has made neither profits nor losses.
- (3) None of the directors who served in the year ended 31 December 2005 received remuneration from the Company or any other Group Company for their services to the Company.
- (4) Share Capital

31 December 2005

£

Authorised share capital

1,000,000 ordinary shares of £1 each

1,000,000

Issued:

2 ordinary shares of £1 each fully paid

2

- (5) The company is a subsidiary of Saint-Gobain plc, a subsidiary of Compagnie de Saint-Gobain, which is incorporated in France and is regarded as the ultimate holding company. Copies of the consolidated financial statements for Compagnie de Saint-Gobain are available from the Investor Relations Department, Les Miroirs, F-929096, La Defense, Cedex, France.