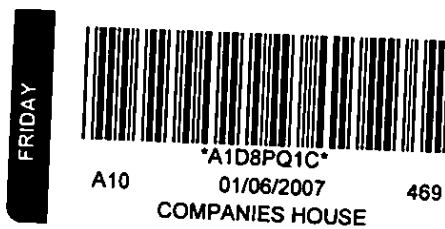


Company Registration No 2716363

SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

Accounts for the year ended 31 December 2006



Company Registration No 2716363

SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

ANNUAL REPORT AND ACCOUNTS For the Year ended 31 December 2006

Board of Directors

David Holborow
Roland Lazard
Alun Oxenham

Secretary and Registered Office

Alun Oxenham

Aldwych House
81 Aldwych
London
WC2B 4HQ

Company Registration No 2716363

SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

DIRECTORS REPORT For the Year ended 31 December 2006

The directors submit their report and accounts for the year ended 31 December 2006

Results and Dividend

The Company did not trade during the 2006 The directors do not recommend the payment of a dividend (2005 Nil)

Principal Activity

The Company is dormant

Directors and Interests

The directors who served during the year were as follows -


Robert Granger	(resigned 15 September 2006)
David Holborow	
Roland Lazard	
Philip Moore	(resigned 15 September 2006)
Alun Oxenham	

There were no other changes to the Officers of the Company during the year or 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 30th May 2007


Alun Oxenham
Secretary

Company Registration No 2716363

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 and the Companies Act 2006. 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.

Company Registration No 2716363

SAINT-GOBAIN EMPLOYEE SHARE PLANS LIMITED

BALANCE SHEET As at 31 December 2006

31 December 2006

	£
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 2006, the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985 and Sections 466(2)-(7), 477, 480 (1) and (2), 481 and 1169 of the Companies Act 2006

No members required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2) of the Companies Act 1985 and sections 475, 476, 478 and 479 of the Companies Act 2006

The directors acknowledge their responsibility for (i) ensuring the company keeps accounting records which comply with section 221 of the Companies Act 1985 and Sections 386 and 387 of the Companies Act 2006, 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 of the Companies Act 1985 and sections 394 and 395 of the Companies Act 2006, and which otherwise comply with the requirements of the Companies Acts relating to accounts, so far as applicable to the Company

These accounts were approved by the Board on 30th May 2007


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 2006. Consequently it has made neither profits nor losses
- (3) None of the directors who served in the year ended 31 December 2006 received remuneration from the Company or any other Group Company for their services to the Company
- (4) Share Capital

31 December 2006

£

Authorised share capital	
1,000,000 ordinary shares of £1 each	1,000,000
	<hr/>
Issued	
2 ordinary shares of £1 each fully paid	2
	<hr/>

- (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