



NOTICE OF MEETING

Ordinary Shareholders' Meeting
Thursday, May 6, 2010
5.00 p.m.
Carrousel du Louvre



**PARTNER OF THE FRANCE PAVILION
FOR THE SHANGHAI 2010 EXPO**



bringing materials to *life*™

This notice of meeting is a translation of the French document "Avis de convocation" and is being furnished for information purposes only. In all matters of interpretation of information, views or opinions expressed therein, the original French version of the notice takes precedence over this translation.

AGGREGATES & CONCRETE

China. Beijing South Railway Station using cement and concrete, Beijing.

© Médiathèque Lafarge - Ignus Gerber



Agenda

- 1 Approval of the 2009 Company financial statements and operations
- 2 Approval of the 2009 consolidated financial statements
- 3 Appropriation of earnings and setting of the dividend
- 4 Approval of the agreements set forth in the report prepared by the statutory auditors on related-party agreements (*conventions réglementées*)
- 5 Appointment of Madam Colette Lewiner as a Director
- 6 Appointment of Madam Véronique Weill as a Director
- 7 Determination of yearly Director's fees
- 8 Authorization granted to the Company to buy and sell its own shares
- 9 Powers to carry out corporate formalities

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Dear shareholder,

I take great pleasure in inviting you to attend the Annual General Meeting of Lafarge Shareholders, to be held at 5.00 p.m. on Thursday, May 6, 2010, at the Carrousel du Louvre, 99, rue de Rivoli, 75001 Paris, France.

This meeting is a special moment in the life of the company. It is an opportunity for you as a shareholder to find out more about the Group's developments, and more importantly to express your opinion concerning our Group, regardless of the number of Lafarge shares you own.

On this occasion, I will be accompanied by the Group's Executive Committee and will present our results for 2009, along with our strategy and outlook for the future.

The Board of Directors will ask you to approve the distribution of 2 euros per share for the normal dividend and 2.20 euros per share for the loyalty dividend.

I attach a great deal of importance to this opportunity for discussion and to the vote of our individual shareholders, which is an expression of your confidence in our company. I therefore sincerely hope that I will see you at our Annual General Meeting.

In the meantime, may I thank you for your continuing trust and your loyalty to Lafarge.

Yours sincerely,

Bruno Lafont,
Chairman and Chief Executive Officer



Why did I receive this notice of meeting and a voting form?

We sent you the notice of the Shareholders' Meeting and a voting form because you hold Lafarge shares. This brochure contains the resolutions on which you are

being called upon to vote, as a shareholder, and the information on these resolutions, so that you can make an informed decision. The voting form allows you to inform us of

whether you will attend the Shareholders' Meeting or vote by mail or by proxy, if you do not attend the Meeting.

Where can I find additional information?

■ On our website

The Group publications, including the 2009 Annual Report (*Document de Référence*) that contains Lafarge S.A. statutory accounts and the Group's consolidated financial statements are available on our website at www.lafarge.com (Publications section).

All the press releases concerning the Group's activities and results are also available on our website.

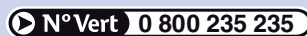
■ Upon Request

The 2009 Annual Report (*Document de Référence*) including the statutory accounts and the Group consolidated financial statements, the sustainable development

report, and as the case may be other documents provided by article R.225-83 of the French Commercial Code can be sent to you by completing the request form on page 46 and returning it to the head office:

LAFARGE – Service des Relations avec les Actionnaires – 61, rue des Belles Feuilles – BP 40 – 75782 Paris Cedex 16

■ By calling the toll free number

 N° Vert 0 800 235 235

APPEL GRATUIT DEPUIS UN POSTE FIXE

(for calls from France only)

For any question related to the Shareholders' Meeting, do not hesitate to contact us at the French toll free number.

■ At the head office

You can also consult all the documents that will be submitted to the Shareholders' Meeting which the Company is required to make available to its shareholders, at Lafarge's head office.

- **The notice prior to this Meeting, issued in compliance with article R.225-73 of the French Commercial Code, was published in BALO, the French legal announcement bulletin, on March 29, 2010.**
- **The Shareholders' Meeting will be recorded and broadcasted in real time on our website at www.lafarge.com and will be available for viewing thereafter.**

Quorum rules for Shareholders' Meetings

The quorum applicable to Ordinary Shareholders' Meeting is 20% at the first convocation (art. L. 225-98 of the French Commercial Code) and the quorum for

Extraordinary Shareholders' Meetings is 25% at the first convocation and 20% at the second convocation (art. L. 225-96 of the French Commercial Code).

The 2010 Ordinary Shareholders' Meeting will be held at the first convocation, which will require a quorum of 20% of the voting rights present or represented.

Welcome to the Lafarge Shareholders' Meeting

The Ordinary Shareholders' Meeting will be held at the first convocation on **Thursday, May 6, 2010** at 5.00 p.m. at the Carrousel du Louvre, 99, rue de Rivoli, 75001 Paris, France.

All Lafarge **shareholders** are entitled to participate in the Shareholders' Meeting

You can attend the Shareholders' Meeting in person or vote by mail or proxy. The two required conditions are: you must be a Lafarge

shareholder (no matter how many shares you hold) and you must prove your identity as a shareholder **on Monday, May 3, 2010 (0.00**

Paris time), and the supporting documents must reach us by Wednesday, May 5, 2010 at 3.00 p.m.

It is easier to **participate** in the Shareholders' Meeting

You do not need to block your shares to participate in the Shareholders' Meeting:

- If you hold registered shares, you have to be recorded in the issuer account or a managed account on Monday, May 3, 2010 (0.00 Paris time);

- If you hold bearer shares, your bank will have to certify, on Monday, May 3, 2010 (0.00 Paris time), that you are a shareholder by producing a statement of holdings when sending your voting form to **BNP Paribas Securities Services**

(clearing bank) **Les Grands Moulins de Pantin - G.C.T. - Service aux Émetteurs / Service Assemblée Lafarge - 9, rue du Débarcadère 93761 Pantin Cedex - France** that must be received **by Wednesday, May 5, 2010 at 3.00 p.m.**

To come to the Shareholders' Meeting

To reach Carrousel du Louvre

Metro:

Lines 1 and 7

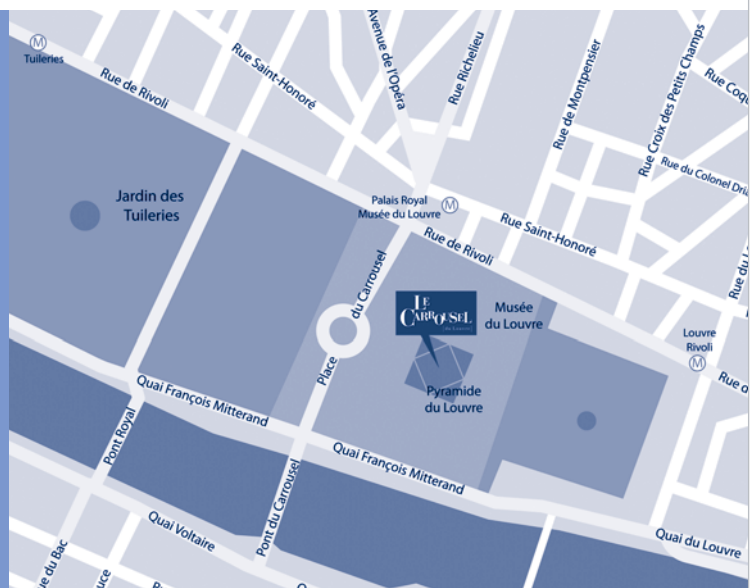
Palais Royal-Musée du Louvre station

Direct access from the station to Carrousel du Louvre

Bus:

Lines 21, 27, 39, 48, 67, 68, 69, 72, 81, 95.

Palais Royal station or Musée du Louvre station



How to participate in the next Shareholders' Meeting?

To vote

You can attend the Shareholders' Meeting in person or vote by mail or proxy. In any event, you mark your choice on the voting form enclosed with this notice.

To optimize preparations for the Shareholders' Meeting, you must **send in your instructions as soon as possible**.

To fill out the voting form

I would like to attend the Shareholders' Meeting

I would like to attend the Shareholders' Meeting

- Check **box A** of the form.
- **Date** and **sign** at the bottom of the form.

BNP Paribas Securities Services, Lafarge's clearing bank, will send you your admission card.

If you have not received your admission card by **Wednesday, April 28, 2010**, you may call BNP Paribas Securities Services at **N° Vert 0 800 060 646** (toll free number for calls from France only) or +33 (0)1 55 77 61 00, which will give you the number of your admission card. This number will allow you to be identified on the day of the Shareholders' Meeting and you will be able to vote.

You need to arrive on the date of the Shareholders' Meeting with **your admission card** (or the number given to you by BNP Paribas Securities Services).

If you have not had the time to request your admission card, or if you have not received it on the day of the Shareholders' Meeting:

- your status as a registered shareholder will enable you to attend the Shareholders' Meeting by simply presenting proof of your identity at the appropriate desk in the Meeting room;
- as a bearer shareholder, you must ask your financial intermediary to provide you with a certificate of holding. This document will enable you to attend the Shareholders' Meeting.

I would like to be represented at the Shareholders' Meeting

To vote, you have to choose from 3 options:

To give your proxy to the Lafarge Chairman

- Check **box B** on the form.
- **Date** and **sign** the bottom of the form.

Your votes will be added to those of the Chairman. The Chairman will vote "yes" for the adoption of the resolutions submitted or recommended by the Board of Directors and "no" for the other ones.

To vote by mail

- Check **boxes B and 2** of the form.
- Indicate your vote:
If you want to vote "no" on a resolution, or to "abstain" (an abstention is counted as a "no" vote), shade the box that corresponds to the number of the relevant resolution. Do not shade the box if you want to vote "yes" on a resolution.
- **Date** and **sign** the bottom of the form.

To give your proxy to your spouse or another shareholder

- Check **boxes B and 3** of the form.
- Indicate the full name and address of the person who will represent you.
- **Date** and **sign** the bottom of the form.

Send in my voting form

I hold registered shares

(issuer account or managed account)

You return the form to BNP Paribas Securities Services using the pre-paid envelope provided.

BNP Paribas Securities Services must receive **your form no later than Wednesday, May 5, 2010 at 3.00 p.m.** (Paris time).

I hold bearer shares

You send the form to the financial intermediary (bank, brokerage firm or on-line broker) that administers your account.

We suggest you do this **as soon as possible**, because your financial intermediary must confirm that you are a shareholder by producing a certificate of holding that must be received with your form by BNP Paribas Securities Services, before **Wednesday, May 5, 2010 at 3.00 p.m.** (Paris time).

All operations related to the Shareholders' Meeting are conducted by BNP Paribas Securities Services, Lafarge's clearing bank.

BNP Paribas Securities Services
Les Grands Moulins de Pantin - G.C.T.
Service aux Émetteurs / Assemblée
LAFARGE - 9, rue du Débarcadère
93761 Pantin cedex 09 - France

N° Vert 0 800 060 646

APPEL GRATUIT DEPLUS UN POSTE FIXE

Whatever your status, do not send your voting form directly to Lafarge.

To fill out the voting form

B To be represented at the Shareholders' Meeting, check **box B**.

A To receive your admission card to attend the Shareholders' Meeting in person, check **box A**.

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please see instructions on reverse side.

QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM

A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the meeting and request an admission card : date and sign at the bottom of the form.

B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

LAFARGE

Siège Social : 61, rue des Belles Feuilles
BP 40 - 75782 Paris Cedex 16
S.A. au capital de 1.145.813.264 euros
542 105 572 R.C.S. Paris

ASSEMBLÉE GÉNÉRALE ORDINAIRE
convoquée le 6 mai 2010, à 17 heures (heure de Paris),
au Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris/France.

ORDINARY SHAREHOLDERS' MEETING
to be held on May 6th 2010, at 5.00 p.m. (Paris time),
at Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris/France.

CADRE RÉSERVÉ / For Company's use only

Identifiant / Account

Nombre d'actions / Number of shares

Nombre de voix / Number of voting rights

Nominatif Registered VS / single vote
Porteur / Bearer VD / double vote

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso renvoi (3) - See reverse (3)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ la case correspondante et pour lesquels je vote **NON** ou je m'abstiens.
I vote **FOR** all the draft resolutions approved by the Board of Directors **EXCEPT** those indicated by a shaded box - like this ■, for which I vote against or I abstain.

1	2	3	4	5	6	7	8	9
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	11	12	13	14	15	16	17	18
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci ■ la case correspondante à mon choix.
On the draft resolutions not approved by the Board of directors, I cast my vote by shading the box of my choice - like this ■.

	Oui Yes	Non/No Abst/Abs		Oui Yes	Non/No Abst/Abs
A	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>
B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>
D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>
E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting:
- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the meeting to vote on my behalf :
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote against) :
- Je donne procuration (cf. au verso renvoi 2) à M, Mme ou Mlle / I appoint (see reverse (2)) Mr, Mrs or Miss / to vote on my behalf pour voter en mon nom / I appoint (see reverse (2)) Mr, Mrs or Miss / to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest

le 5 mai 2010 avant 15 h (heure de Paris) / 5th May 2010 before 3.00 p.m. (Paris time)

à / at BNP PARIBAS SECURITIES SERVICES, Service aux Émetteurs - Assemblée Lafarge,
Les Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
dater et signer au bas du formulaire, sans rien remplir
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING

date and sign the bottom of the form without completing it
cf. au verso renvoi (2) - See reverse (2)

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement enregistrées par votre teneur de comptes.
CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly registered by your account-keepers.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
- Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
Cf. au verso renvoi (1) - See reverse (1)

JE DONNE POUVOIR A : (soit le conjoint, soit un autre actionnaire - cf. renvoi (2) au verso) **pour me représenter à l'assemblée**
I HEREBY APPOINT you may give your PROXY either to your spouse or to another shareholder - see reverse (2) **to represent me at the above mentioned meeting.**

M, Mme ou Mlle / Mr, Mrs or Miss

Adresse / Address

Date & Signature

Whatever your choice, do not forget to date and sign the form.

2 You vote by mail.

1 You give your proxy to the Lafarge Chairman.

3 You give your proxy to another shareholder who will attend the Shareholders' Meeting in person.

Key Figures at December 31, 2009

World leader in construction materials, Lafarge holds world top-ranking positions in Cement, Aggregates & Concrete and Gypsum, with 78,000 employees in 78 countries. As the inventor of materials essential to economic and social development, Lafarge is committed to sustainable construction.

SALES in million euros

15,884

NUMBER OF PRODUCTION SITES

2,013

	SALES	in million euros	
2009		15,884	Sales impacted by lower volumes, foreign exchange and the scope of operations divested.
2008		19,033	
2007		17,614	
	OPERATING INCOME BEFORE CAPITAL GAINS, IMPAIRMENT, RESTRUCTURING AND OTHER ⁽¹⁾	in million euros	
2009		2,477	Current operating income impacted by lower volumes but partially compensated by an increase in emerging markets contribution excluding Central & Eastern Europe.
2008		3,542	
2007		3,242	
	FREE CASH FLOW ⁽²⁾	in million euros	
2009		2,834	Free cash flow up 34% thanks to strong mobilization of our teams on cash flow generation.
2008		2,113	
2007		1,726	
	GROUP NET DEBT ⁽³⁾	in million euros	
2009		13,795	Net debt reduced by 3.1 billion euros.
2008		16,884	
2007		8,685	
	NET INCOME GROUP SHARE	in million euros	
2009		736	Net income Group share declined by 54%.
2008		1,598	
2007		1,909	
	NET EARNINGS PER SHARE	in euros	
2009		2.77	Net earnings per share declined to 2.77 euros.
2008		7.19 ⁽⁴⁾	
2007		9.60 ⁽⁴⁾	
	DIVIDEND PER SHARE	in euros	
2009		2.00 ⁽⁵⁾	A proposed dividend of 2 euros per share.
2008		2.00	
2007		4.00	

The selected financial information is derived from our consolidated financial statements for the year ended December 31, 2009.

(1) Current operating income.

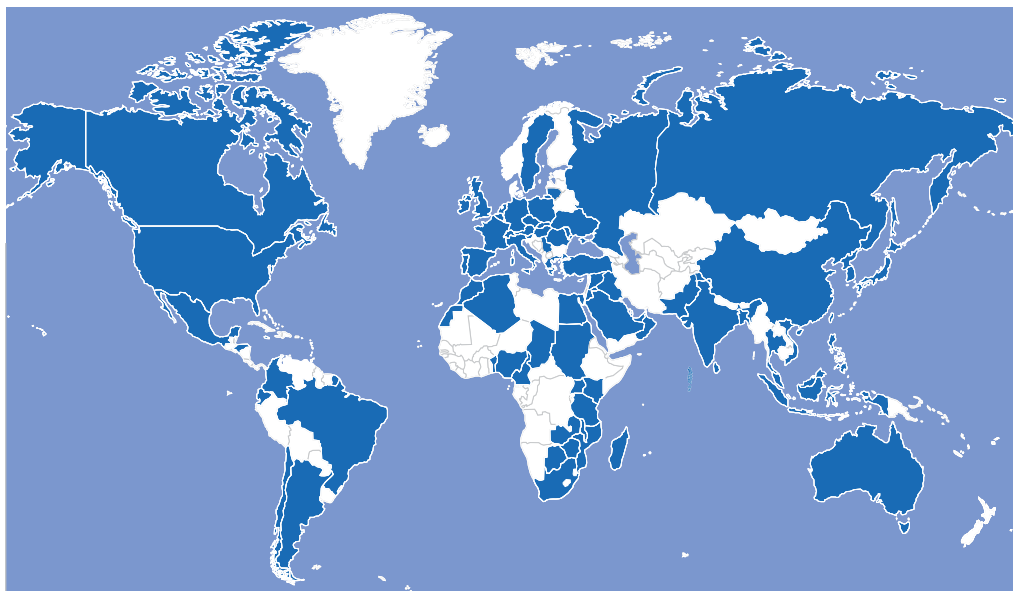
(2) Defined as the net operating cash generated by continuing operations less sustaining capital expenditures.

(3) Net debt is defined as the sum of our long-term debt, short-term debt and current portion of long-term debt, derivative instruments, liabilities – non-current and derivative instruments, liabilities – current less our cash and cash equivalents, derivative instruments, assets – non-current and derivative instruments, assets-current.

(4) 2007 and 2008 periods have been restated further to the April 2009 capital increase since it includes bonus elements for existing shareholders.

(5) Proposed dividend to be decided at the Shareholders' Meeting on May 6, 2010.

Lafarge worldwide



World map of Lafarge's presence as at December 31, 2009 (plants and sales offices).

Cement | World leader

SALES *in million euros*

9,477

NUMBER OF PLANTS

160

NUMBER OF EMPLOYEES

46,468

PRESENT IN

48 countries

Lines of cement, hydraulic binders and lime for construction, renovation and public works.

Aggregates & Concrete | No. 2 & No. 3 worldwide

SALES *in million euros*

5,064

NUMBER OF PLANTS

1,773

NUMBER OF EMPLOYEES

23,552

PRESENT IN

36 countries

Lines of aggregates, ready-mix and precast concrete products, asphalt and paving for engineering structures, roads and buildings.

Gypsum | No. 3 worldwide

SALES *in million euros*

1,334

NUMBER OF PLANTS

80

NUMBER OF EMPLOYEES

7,974

PRESENT IN

30 countries

Plasterboard systems and gypsum-based interior solutions for new construction and renovation.

Employee, site and country information is posted on the basis of 100%, excluding companies held in equity at December 31, 2009.

What was the Group's performance in 2009?

Consolidated key figures at December 31, 2009

Strong cash generation and debt reduction in a difficult economic environment.

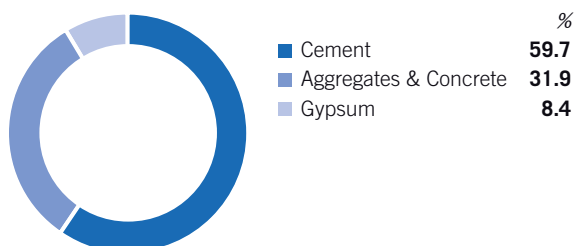
YEARS ENDED DECEMBER 31,			
(en millions of euros)	2009	2008	VARIATION
Sales	15,884	19,033	-17%
Current operating income	2,477	3,542	-30%
Operating margin (%)	15.6%	18.6%	-300 bp
Net income Group share	736	1,598	-54%
Excluding one-off items ⁽¹⁾	829	1,713	-52%
Earnings per share(€) ⁽²⁾	2.77	7.19	-61%
Excluding one-off items ^{(1) (2)}	3.12	7.70	-59%
Free cash flow	2,834	2,113	+34%
Net debt	13,795	16,884	-18%

(1) Excluding net capital gains on sale of Egypt-Titan JV in Q2 2008, the legal provision adjustment for the 2002 Gypsum case in Q2 2008, the impairment loss on goodwill in Q4 2008, the reversal of the German cement case in Q2 2009, the settlement of the USG litigation in Q4 2009, and the impairment loss on some cement assets in Western Europe in Q4 2009.

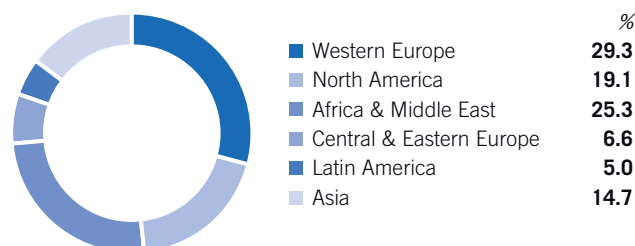
(2) Basic average number of shares outstanding, as adjusted for the rights issue completed on April 28, 2009, outstanding of 222.4 million at the end of December 2008, compared to 265.5 million at the end of December 2009.

Key figures by Division and by geographic area at December 31, 2009

GROUP SALES BY DIVISION



GROUP SALES BY GEOGRAPHIC AREA OF DESTINATION



Group Highlights

- Free cash flow of €2,834 million, a 34% improvement.
- Sales down due to lower volumes, foreign exchange, and the scope of operations divested.
- Volume declines slowed in the fourth quarter on a like-for-like basis, despite the impact of adverse weather conditions.
- Emerging markets current operating income rose on a like-for-like basis, excluding Central & Eastern Europe.
- Cement EBITDA margin remained resilient at over 30% for the year.
- Exceeded action plan to strengthen financial structure:
 - Cost reduction above commitment, achieving €230 million in structural savings.
 - Capital expenditure reduced by over €1 billion to €1.6 billion.
 - €919 million divestments.
 - Working capital reduced by more than €1 billion.

Lafarge in 2009

Sales

Consolidated sales decreased by 17% to 15,884 million euros from 19,033 million euros in 2008. At constant scope of consolidation and exchange rates, sales dropped by 14% for the full year (-11% in the first quarter, -15% in the second quarter, -16% in the third quarter and -11% in the fourth quarter). This net decrease reflected contrasted trends in the year: sustained market growth in most of our emerging markets (excluding Central and Eastern Europe) and a sharp slowdown in mature markets and Central and Eastern Europe.

Net changes in the scope of consolidation had a negative impact on our sales of 321 million euros or -1% (+3% in the first quarter, +1% in the second quarter, -2% in the third quarter and -6% in the fourth quarter). The full consolidation in 2009 of the Orascom operations (vs. eleven months in 2008) positively contributed to sales, but this effect was more than offset by the impact of the divestitures of our joint-venture with Titan in Egypt, our Italian operations and our Chilean operations (respectively in May 2008, December 2008, and August 2009) and by the deconsolidation of our Venezuelan operations since October 2008 (effective disposal end of September 2009). Our Aggregates and Concrete division benefited from the effect of the consolidation of our newly acquired operations in India but was negatively impacted by the disposal of assets mainly located in North America completed in the first half of the year. Currency impacts were also unfavourable, mostly on the second half of the year. It represented a negative impact of -396 million euros (or -2%) on our sales. The negative impact of the depreciation against the euro of the British pound, the Eastern Europe currencies (Polish zloty, Russian ruble, Romanian lei and Ukrainian hryvnia), the Nigerian naira and the Canadian dollar was only partially offset by the appreciation of the US dollar, the Egyptian pound, the Iraqi dinar and the Chinese renminbi.

Current Operating Income

Current Operating Income decreased by 30%, to 2,477 million euros from 3,542 million euros in 2008.

Scope effects and currency fluctuations negatively impacted Current Operating Income for -43 million euros and -131 million euros respectively. The negative currency fluctuations impacted particularly the third

and fourth quarters. At constant scope and exchange rates, current operating income decreased by 26%, mainly reflecting the impact of declining volumes across the Divisions that were only partially offset by strong cost reductions and improved prices overall.

Cement Division benefited from its strong exposure to the more dynamic emerging markets outside of Central and Eastern Europe, which was strongly affected by the economic slowdown. By contrast, Aggregates & Concrete and Gypsum results were hampered by their large exposure to mature markets, particularly North America, Spain and the United Kingdom.

As a percentage of sales, current operating income margin was 15.6% in 2009, compared to 18.6% in 2008, strongly impacted by declining volumes.

Group return on capital employed after tax (using the effective tax rate, adjusted in 2008 for the non-deductible impairment loss on goodwill) is 6.0% compared to 8.8% in 2008, affected by the economic slowdown impact.

Highlights by Division

Sales of the **Cement** Division decreased by 14% to 10,105 million euros in 2009. Currency fluctuations had a negative impact of 295 million euros (or -2.3%) on sales. Changes in the scope of consolidation had a net negative impact of 191 million euros (or -1.4%), resulting primarily from the disposal of our joint-venture with Titan in Egypt and our Italian, Venezuelan and Chilean operations, only partially offset by the full consolidation of Orascom cement operations in 2009 compared to eleven months of activity in 2008.

At constant scope and exchange rates, our sales dropped by 10% for the year. This downturn primarily reflects the impact of strong volume declines in Europe and North America. Emerging markets (with the exception of Central and Eastern Europe) continued to grow throughout the year on a like-for-like basis.

Current operating income decreased by 21% to 2,343 million euros in 2009, compared to 2,964 million euros in 2008. Currency fluctuations had a negative impact of 3% or 111 million euros. Net changes in the scope of consolidation are negligible.

At constant scope and exchange rates, current operating income decreased by 18% for the year.

As a percentage of the Division's sales, current operating income margin declined to 23.2% in 2009, from 25.3% in 2008. Growing markets in the Middle East, Africa and Asia, tight cost control and positive pricing trends overall, despite declines in a limited number of countries, partially mitigated the impact of strong volume declines in Europe and North America. In Europe, improved performance in reducing CO₂ emissions combined with lower volumes allowed the Group to sell 142 million euros of carbon credits in 2009.

Return on capital employed after tax reached 7.3% in 2009 compared to 9.6% in 2008.

Sales of the **Aggregates & Concrete** Division decreased by 23% to 5,067 million euros in 2009 compared to 6,580 million euros in 2008.

Currency fluctuations had a negative impact of 74 million euros for the year mainly reflecting the depreciation against the euro of the British pound, the Polish zloty and the Canadian dollar partly offset by the appreciation of US dollar.

For the full year, scope changes had a negative impact on sales of 156 million euros (or -1%), reflecting the negative effect of the divestitures of assets in North America (mostly in June 2009) and our Chilean operations (August 2009) partly offset by the positive effect of our acquired operations in India (October 2008).

At constant scope and exchange rates, sales declined by 21% year-on-year. Solid pricing gains across the product lines could not offset severe volume declines.

Sales of **pure aggregates** decreased by 21% to 1,907 million euros in 2009. Currency fluctuations had a negative impact on sales of 44 million euros, while scope changes are negligible. At constant scope and exchange rates, sales declined by 19%. Aggregates sales volumes in 2009 decreased by 21% to 196.0 million tonnes; at constant scope, sales volumes decreased by 22%.

Sales of **ready-mix concrete** decreased by 17% to 2,920 million euros in 2009. Currency fluctuations had a slight negative impact on sales of 27 million euros while changes in scope of consolidation had a positive impact of 4%. At constant scope and exchange rates, sales declined by 21%. Sales volumes of ready-mix concrete decreased 15% to 37.1 million cubic meters; at constant scope, sales volumes decreased by 23%.

Current operating income of the Aggregates & Concrete Division declined 69% to 193 million euros in 2009 from 623 million euros in 2008. Changes in scope had a net negative impact of 41 million euros, and currency fluctuations

had a 14 million euros negative impact. At constant scope and exchange rates, current operating income declined by 66% in the year.

As a percentage of the Division's sales, current operating income margin declined to 3.8% in 2009, compared to 9.5% in 2008.

Current operating income for aggregates & related products decreased by 69% to 112 million euros in 2009 from 367 million euros in 2008, as the solid pricing gains and the strict control of costs only partially offset the impact of declining volumes.

Current operating income for ready-mix concrete & concrete products was down 68% in the year, at 81 million euros in 2009, from 256 million euros in 2008. The ready-mix & concrete business benefited from solid pricing gains, increasing value generated by innovative products, and strict cost management more than offset by the shortfall in volumes.

Return on capital employed after tax decreased to 2.9% from 9.6% in 2008.

At constant scope and exchange rates, sales of the **Gypsum** Division decreased by 10%, reflecting the general slowdown in the construction activity. Sales volumes of wallboard decreased by 11% in 2009 to 667 million square meters.

Current operating income increased by 6% to 38 million in 2009 from 36 million in 2008. Currency fluctuations had a negative impact of 5 million euros on the current operating income.

At constant scope and exchange rates, current operating income increased by 27%. This performance has been achieved despite difficult economic conditions in all markets, as a result of strict cost control and more favourable pricing in North America.

As a percentage of the Division's sales, current operating income margin increased to 2.8% in 2009, from 2.3% in 2008.

Return on capital employed after tax decreased to 2.5% from 2.9% in 2008.

Operating income and net income

Gains on disposals, net, represented a net gain of 103 million euros in 2009, compared to 229 million euros in 2008. In 2009, we recorded the disposals of our Turkish, Venezuelan and Chilean activities together with the divestiture of some aggregates and

concrete assets located in East Canada and Switzerland.

Other operating expenses amounted to 330 million euros in 2009, compared to 409 million euros in 2008. They included in 2009 a 30 million euros goodwill impairment charge on the our Chilean operations, a 90 million euros impairment charge on cement assets located in Western Europe following plant capacity closures, restructuring costs for 155 million euros, a settlement charge 47 million euros related to the USG litigation and a benefit of 43 million euros excess provision reversal following the court decision in the German competition litigation case now closed.

Operating income decreased by 33% to 2,250 million euros, from 3,362 million euros in 2008.

Finance costs, comprised of financial expenses on net debt and other financial income and expenses, slightly decreased by 2% to 926 million euros from 941 million euros in 2008. The financial charges on net debt decreased by 10% from 847 to 760 million euros, reflecting the decrease in both net debt and the average cost of debt. The average interest rate on our gross debt was 5.1% in 2009, as compared to 5.5% in 2008. Other financial income and expenses amounted to a net expense in 2009 of 166 million euros compared to 94 million euros in 2008. This increase notably reflects the impact of the accelerated amortization of debt issuance costs linked to the early repayment of part of the Orascom acquisition facility agreement, the cost of the cancellation of an unused confirmed credit line and higher net exchange losses.

The contribution from our associates represented in 2009 a net loss of 18 million euros, versus a loss of 3 million euros in 2008.

Income tax decreased to 260 million euros in 2009 from 479 million euros in 2008. The effective tax rate for 2009 remained stable at 19.9% versus 19.8% in 2008. In 2009, the countries with lower tax rates or benefiting from temporary tax holidays have continued to positively impact our effective tax rate.

Net income Group Share ⁽¹⁾ decreased by 54% to 736 million euros in 2009 from 1,598 million euros in 2008.

2009 and 2008 were impacted by significant one-off items. In 2008, they include namely the net gain on the disposal of our participation

interest in a joint-venture with Titan in Egypt, the additional provision on the 2002 Gypsum case, the impairment of UK cement and US aggregates and concrete goodwill recognized in 2008. In 2009 they included the reversal of the German competition litigation provision, the settlement of USG litigation, and the impairment loss on cement assets located in Western Europe. Adjusted for these items, the net income decreased by 52%.

Non controlling interests decreased 9% to 310 million euros, from 341 million euros in 2008 due to certain subsidiaries with minority interests having generated lower earnings in 2009 versus 2008. These include in particular some Central and Eastern Europe countries affected by the sharp economic slowdown, Nigeria affected by energy disruptions and Iraq impacted by price declines.

Adjusted for the one-off items described above, **basic earnings per share** ⁽²⁾ decreased 59% for 2009 at 3.12 euros, compared to 7.70 euros in 2008, reflecting the decrease in net income and the higher average number of shares. The basic average number of outstanding shares during the year, excluding treasury shares, was 265.5 million compared to 222.4 million in 2008. This increase primarily reflects the impact of the capital increase on April 28, 2009 for 1.5 billion Euros.

Cash flow statement

Net cash provided by operating activities improved by 205 million euros to 3,206 million euros from 3,001 million euros in 2008.

Cash flow from operations decreased by 978 million euros to 2,177 million euros reflecting the decrease in earnings in the context of a general slowdown in mature markets and Central and Eastern Europe.

This strong decrease was more than offset by the very good performance achieved on working capital, with an improvement of 1,029 million euros between 2008 and 2009.

Net cash used in investing activities amounted to 1,074 million euros, compared to 8,771 million euros in 2008.

No major acquisition was made in 2009, while we completed significant acquisitions in 2008, namely Orascom Cement, the aggregates and concrete Indian operations of Larsen & Toubro, and the buy-back of non-controlling interests in our Romanian and Russian subsidiaries.

(1) Net income/loss attributable to the owners of the parent company

(2) Adjusted to reflect the rights issue for all periods presented. In line with IFRS requirements, earnings per share have been adjusted, for all periods presented, to reflect the impact of the capital increase with preferential subscription rights finalized on April 28, 2009, using a coefficient of 1.151 to adjust the number of shares prior to the issuance of new shares. This coefficient was calculated as the last share price just before the detachment of the right over the Theoretical Ex-Rights Price ("TERP").

Sustaining capital expenditures were more than halved, at 372 million euros in 2009, representing only 33% of our depreciation expense, in a context of a tight cash control. Capital expenditures for new capacity amounted to 1,234 million euros compared to 1,898 million euros in 2008. These expenditures include mainly major cement projects such as the extension of our capacities in China, Eastern India, Nigeria, Uganda, Morocco, the reconstruction of our Aceh plant in Indonesia and the investments in new capacities in Syria and Saudi Arabia. These expenditures also include investments in Western Europe and North America mainly related to productivity and network optimization.

In 2009, disposals were mainly comprised of the divestment of our Chilean operations (288 million euros net proceeds), our cement activities in Venezuela (40% of the selling price; the balance will be settled in four equal yearly instalments) and Turkey (126 million euros net proceeds) and our Aggregates and

Concrete activities in Eastern Canada (123 million euros net proceeds). Including the EBRD additional investment in our cement operations in Russia of 86 million euros, and taking into account the debt that was part of the operations disposed of, our disposals represented 919 million euros in 2009.

In 2008, disposals were made up mainly of the sale of our interest in the joint venture with Titan and of our cement, aggregates and concrete assets in Italy.

Balance sheet statement

As at December 31, 2009 total equity stood at 16,800 million euros (14,635 million euros at the end of December 2008) **and net debt at 13,795 million euros** (16,884 million euros at the end of December 2008).

The increase of 2.2 billion euros in equity reflected the 1.5 billion euros rights issue completed on April 28 and the net income

for the period (1.0 billion euros), partly offset by the impact of dividends (0.5 billion euros).

The decrease of 3.1 billion euros in net debt reflected a solid free cash flow⁽³⁾ generation (at 2.8 billion euros), the 1.5 billion euros rights issue completed on April 28 and the disposal proceeds which largely offset the 1.3 billion euros development investments and the 0.5 billion euros dividend paid by Lafarge SA in July 2009.

Outlook

Emerging markets continue to show strength and Lafarge forecasts that cement volumes in these markets will continue to drive demand in 2010. For developed markets, the Group expects that demand will start to recover slowly during the second half of the year. Overall, the Group expects cement volumes in its markets to increase between 0 and 5% in 2010. Pricing is expected to remain solid for the year in most of our markets.

(3) Defined as the net operating cash generated by continuing operations less sustaining capital expenditures

Consolidated financial statements

Consolidated statements of income

<i>(million euros, except per share data)</i>	YEARS ENDED DECEMBER 31,		
	2009	2008	2007
REVENUE	15,884	19,033	17,614
Cost of sales	(11,707)	(13,729)	(12,700)
Selling and administrative expenses	(1,700)	(1,762)	(1,672)
OPERATING INCOME BEFORE CAPITAL GAINS, IMPAIRMENT, RESTRUCTURING AND OTHER	2,477	3,542	3,242
Gains on disposals, net	103	229	196
Other operating income (expenses)	(330)	(409)	(149)
OPERATING INCOME	2,250	3,362	3,289
Finance costs	(1,136)	(1,157)	(652)
Finance income	210	216	126
Income from associates	(18)	(3)	-
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAX	1,306	2,418	2,763
Income tax	(260)	(479)	(725)
Net income from continuing operations	1,046	1,939	2,038
Net income from discontinued operations	-	-	118
NET INCOME	1,046	1,939	2,156
<i>Out of which part attributable to:</i>			
Owners of the parent of the Group	736	1,598	1,909
Non-controlling interests	310	341	247
EARNINGS PER SHARE (euros) *			
NET INCOME - ATTRIBUTABLE TO THE OWNERS OF THE PARENT COMPANY			
Basic earnings per share	2.77	7.19	9.60
Diluted earnings per share	2.77	7.16	9.48
FROM CONTINUING OPERATIONS			
Basic earnings per share	2.77	7.19	9.01
Diluted earnings per share	2.77	7.16	8.89
FROM DISCONTINUED OPERATIONS			
Basic earnings per share	-	-	0.59
Diluted earnings per share	-	-	0.59
BASIC AVERAGE NUMBER OF SHARES OUTSTANDING (in thousands) *	265,547	222,350	198,806

* The comparative periods have been restated further to the April 2009 Capital increase since such capital increase includes bonus elements for existing shareholders. See Note 9 in the Annual Report 2009 (Document de Référence)

The notes to the consolidated financial statements are an integral part of the financial statements. They are contained in the Group's Annual Report 2009 (*Document de Référence*) available directly on line on the website www.lafarge.com or upon request from the Investor Relations Department.

Consolidated statement of financial position

	AT DECEMBER 31,		
(million euros)	2009	2008	2007
ASSETS			
NON-CURRENT ASSETS	32,857	32,928	21,490
Goodwill	13,249	13,374	7,471
Intangible assets	632	614	472
Property, plant and equipment	16,699	16,927	11,904
Investments in associates	335	563	331
Other financial assets	1,591	1,147	1,096
Derivative instruments - assets	43	122	5
Deferred income tax assets	308	181	211
CURRENT ASSETS	6,640	7,680	6,818
Inventories	1,702	2,195	1,761
Trade receivables	1,686	2,320	2,515
Other receivables	1,008	1,351	1,061
Derivative instruments - assets	24	223	52
Cash and cash equivalents	2,220	1,591	1,429
TOTAL ASSETS	39,497	40,608	28,308
EQUITY & LIABILITIES			
Common stock	1,146	781	691
Additional paid-in capital	9,620	8,462	6,019
Treasury shares	(27)	(40)	(55)
Retained earnings	5,555	5,225	4,411
Other reserves	(370)	(613)	36
Foreign currency translation	(947)	(905)	(104)
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT COMPANY	14,977	12,910	10,998
Non-controlling interests	1,823	1,725	1,079
EQUITY	16,800	14,635	12,077
NON-CURRENT LIABILITIES	16,652	17,043	10,720
Deferred income tax liability	887	923	695
Pension & other employee benefits liabilities	1,069	943	724
Provisions	939	976	928
Long-term debt	13,712	14,149	8,347
Derivative instruments - liabilities	45	52	26
CURRENT LIABILITIES	6,045	8,930	5,511
Pension & other employee benefits liabilities	109	67	79
Provisions	136	165	201
Trade payables	1,652	1,864	1,732
Other payables	1,630	2,039	1,553
Income tax payable	193	176	148
Short term debt and current portion of long-term debt	2,265	4,472	1,762
Derivative instruments - liabilities	60	147	36
TOTAL EQUITY AND LIABILITIES	39,497	40,608	28,308

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Consolidated statements of cash flows

	YEARS ENDED DECEMBER 31,		
(million euros)	2009	2008	2007
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES			
NET INCOME	1,046	1,939	2,156
NET INCOME FROM DISCONTINUED OPERATIONS	-	-	118
NET INCOME FROM CONTINUING OPERATIONS	1,046	1,939	2,038
<i>Adjustments for income and expenses which are non cash or not related to operating activities, financial expenses or income taxes:</i>			
Depreciation and amortization of assets	1,123	1,076	941
Impairment losses	164	276	13
Income from associates	18	3	-
(Gains) on disposals, net	(103)	(229)	(196)
Finance costs (income)	926	941	526
Income taxes	260	479	725
Others, net (including dividends received from equity affiliates)	(57)	22	(238)
Change in operating working capital items, excluding financial expenses and income taxes (see analysis below)	1,029	(154)	(79)
NET OPERATING CASH GENERATED BY CONTINUING OPERATIONS BEFORE IMPACTS OF FINANCIAL EXPENSES AND INCOME TAXES	4,406	4,353	3,730
Cash payments for financial expenses	(827)	(777)	(478)
Cash payments for income taxes	(373)	(575)	(550)
NET OPERATING CASH GENERATED BY CONTINUING OPERATIONS	3,206	3,001	2,702
NET OPERATING CASH GENERATED BY (USED IN) DISCONTINUED OPERATIONS	-	-	(26)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	3,206	3,001	2,676
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES			
Capital expenditures	(1,645)	(2,886)	(2,113)
Investment in subsidiaries and joint ventures*	(29)	(6,309)	(604)
Investment in associates	(10)	(63)	(225)
Investment in available for sale investments	(35)	(11)	(228)
Disposals**	760	615	2,492
Net decrease in long-term receivables	(115)	(117)	(10)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES FROM CONTINUING OPERATIONS	(1,074)	(8,771)	(688)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES FROM DISCONTINUED OPERATIONS	-	-	(15)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(1,074)	(8,771)	(703)

	YEARS ENDED DECEMBER 31,		
<i>(million euros)</i>	2009	2008	2007
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES			
Proceeds from issuance of common stock	1,448	12	76
Non-controlling interests' share in capital increase/(decrease) of subsidiaries	86	90	(23)
(Increase) decrease in treasury shares	-	8	(505)
Dividends paid	(393)	(784)	(521)
Dividends paid by subsidiaries to non-controlling interests	(143)	(267)	(131)
Proceeds from issuance of long-term debt	4,495	9,208	1,279
Repayment of long-term debt	(6,829)	(1,094)	(2,239)
Increase (decrease) in short-term debt	(153)	(1,143)	359
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES FROM CONTINUING OPERATIONS	(1,489)	6,030	(1,705)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES FROM DISCONTINUED OPERATIONS	-	-	41
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(1,489)	6,030	(1,664)
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS FROM CONTINUING OPERATIONS	643	260	309
Net effect of foreign currency translation on cash and cash equivalents and other non monetary impacts	(14)	(98)	(35)
Cash and cash equivalents at beginning of year	1,591	1,429	1,155
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	2,220	1,591	1,429
<i>* Net of cash and cash equivalents of companies acquired</i>	<i>3</i>	<i>306</i>	<i>10</i>
<i>** Net of cash and cash equivalents of companies disposed of</i>	<i>54</i>	<i>30</i>	<i>16</i>
ANALYSIS OF CHANGES IN OPERATING WORKING CAPITAL ITEMS	1,029	(154)	(79)
(Increase)/decrease in inventories	433	(373)	(201)
(Increase)/decrease in trade receivables	562	206	126
(Increase)/decrease in other receivables – excluding financial and income taxes receivables	361	(292)	5
Increase/(decrease) in trade payables	(236)	53	131
Increase/(decrease) in other payables – excluding financial and income taxes payables	(91)	252	(140)

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Consolidated statements of changes in equity

	OUTSTANDING SHARES	OF WHICH TREASURY SHARES	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	TREASURY SHARES	RETAINED EARNINGS	OTHER RESERVES	FOREIGN CURRENCY TRANSLATION	EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT COMPANY	NON-CONTROLLING INTERESTS	EQUITY
	<i>(number of shares)</i>			<i>(million euros)</i>							
BALANCE AT JANUARY 1, 2007 *	176,625,142	1,372,260	707	6,420	(72)	3,023	31	205	10,314	1,380	11,694
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD						1,909	5	(309)	1,605	201	1,806
Dividends paid						(521)			(521)	(159)	(680)
Issuance of common stock (exercise of stock options)	968,838		4	72					76		76
Share based payments				29					29		29
Cancellation of shares	(5,029,405)	(5,029,405)	(20)	(502)	522						
Treasury shares		4,314,378			(505)				(505)		(505)
Other movements – Non-controlling interests										(343)	(343)
BALANCE AT DECEMBER 31, 2007	172,564,575	657,233	691	6,019	(55)	4,411	36	(104)	10,998	1,079	12,077
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD						1,598	(649)	(801)	148	306	454
Dividends paid						(784)			(784)	(259)	(1,043)
Issuance of common stock (exercise of stock options)	171,959			12					12		12
Issuance of common stock (Orascom Cement acquisition)	22,500,000		90	2,402					2,492		2,492
Share based payments				29					29		29
Treasury shares		(220,440)			15				15		15
Other movements - Non-controlling interests										599	599
BALANCE AT DECEMBER 31, 2008	195,236,534	436,793	781	8,462	(40)	5,225	(613)	(905)	12,910	1,725	14,635

	OUTSTANDING SHARES	OF WHICH TREASURY SHARES	COMMON STOCK	ADDI- TIONAL PAID-IN CAPITAL	TREA- SURY SHARES	RETAINED EARNINGS	OTHER RESERVES	FOREIGN CURRENCY TRANSLA- TION	EQUITY ATTRI- BUTABLE TO THE OWNERS OF THE PARENT COMPANY	NON- CONTROL- LING INTE- RESTS	EQUITY
	<i>(number of shares)</i>		<i>(million euros)</i>								
BALANCE AT DECEMBER 31, 2008	195,236,534	436,793	781	8,462	(40)	5,225	(613)	(905)	12,910	1,725	14,635
TOTAL COMPREHEN- SIVE INCOME FOR THE PERIOD						736	243	(42)	937	271	1,208
Dividends paid						(393)			(393)	(140)	(533)
Issuance of common stock **	91,216,782		365	1,131					1,496	86	1,582
Share based payments				27					27		27
Treasury shares		(56,645)			13	(13)					
Other movements – Non-controlling interests										(119)	(119)
BALANCE AT DECEMBER 31, 2009	286,453,316	380,148	1,146	9,620	(27)	5,555	(370)	(947)	14,977	1,823	16,800

* Figures have been adjusted after the application by the Group of the amendment of IAS 19 - Employee Benefits, allowing the recognition through equity of the actuarial gains and losses under defined-benefit pension plans.

** See Note 3.1. in the Annual Report 2009 (Document de Référence)

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Annual financial statements of the parent company

Lafarge S.A.'s annual financial statements for fiscal year 2009 are being submitted for your approval in the first resolution. In order to facilitate the reading of the Notice of Meeting document, we are presenting the statements in a simplified form. The full version of the Lafarge S.A. financial statements and notes can be obtained on request by completing the Document Request Form on page 46 and returning it to our Shareholders' Relations Department. Lafarge S.A. statutory accounts and notes are included in the 2009 annual report (*Document de Référence*) that is available for viewing at www.lafarge.com (shareholders section).

Comments on the income statements and the balance sheets

The financial statements for the year ended December 31, 2009 show net income of 254 million euros compared to 780 million euros the previous year.

- These results reflect the following events:
 - the deterioration in operating income down by 83 million euros is primarily related to the increase in banking services (31 million euros), and the decline in fees invoiced to our

subsidiaries (down 52 million euros), as a consequence of lower sales;

- the increase in dividends collected (up 24 million euros) and the drop in net financial expenses (down 26 million euros) thereby resulting in a 50 million euros improvement in net financial income;
- exceptional income reports a loss of 38 million in 2009 and is mainly comprised of a provision to cover the costs related to the performance share plans;
- finally, income tax includes 127 million euros comprising taxes already received or receivable from subsidiaries included in the tax Group regime.
- The main trends in the balance sheets reflect the following:
 - the change in the gross value of investments (down 1,307 million euros) may be explained by, in particular:
 - the sale of Lafarge Building Material Holding Egypt (8,457 million euros), to our subsidiary Sofimo, the Sabelfi capital decrease (3,855 million euros),
 - the Sofimo capital increase (10,657 million euros) as well as the

capital increase at Lafarge Gypsum International (340 million euros);

- the 345 million euros net decrease in short and long-term loans, borrowings and current accounts granted to Group company;
- the 1,883 million euros increase in equity before profit or loss resulting from the appropriation of the previous year's income (780 million euros); a dividend payment (393 million euros), capital increases performed on April 28, 2009 (1,445 million euros) and on December 11, 2009 (reserved for employees) for 51 million euros;
- the 3,209 million decrease in net debt which totals 12,253 million euros at year-end 2009.

As of December 31, 2009, debt was comprised of bonds for 9,255 million euros, negotiable debt instruments for 2,057 million euros, borrowings from Group companies for 341 million euros and bank borrowings for 1,168 million euros.

Statements of income

	YEARS ENDED DECEMBER 31,		
<i>(million euros)</i>	2009	2008	2007
Production sold (services)	397	428	309
Provision reversals	15	14	41
Operating Revenue	412	442	350
Other purchases and external charges	(385)	(344)	(451)
Duties and taxes	(5)	(5)	(5)
Employee expenses	(113)	(120)	(129)
Depreciation and amortization	(22)	(20)	(18)
Provision allowance	(24)	(7)	(7)
Operating expenses	(549)	(496)	(610)
OPERATING INCOME	(137)	(54)	(260)
Income from investments	998	988	1,064
Interest and similar income	82	188	258
Foreign exchange gains	16	17	24
Provision reversals	-	3	26
Financial Income	1,096	1,196	1,372
Interest and similar expenses	(732)	(890)	(525)
Foreign exchange losses	(25)	(15)	(40)
Provision allowance	(29)	(31)	(22)
Financial Expenses	(786)	(936)	(587)
NET FINANCIAL INCOME/(COST)	310	260	785
CURRENT OPERATING INCOME BEFORE TAX	173	206	525
EXCEPTIONAL INCOME/(LOSS)	(38)	422	(16)
Income tax credit/(expense)	119	152	160
NET INCOME	254	780	669

The notes to the financial statements of the parent company are an integral part of the financial statements. They are contained in the Group's Annual Report 2009 (*Document de Référence*) available directly on line on the website www.lafarge.com or upon request from the Investor Relations Department.

GROUP'S PERFORMANCE IN 2009

Annual financial statements of the parent company

Balance sheets

ASSETS						AT DECEMBER 31,				
<i>(million euros)</i>	2009			2008	2007					
	GROSS AMOUNT	DEPRECIATION, AMORTIZATION, IMPAIRMENT	NET AMOUNT	NET AMOUNT	NET AMOUNT					
NON-CURRENT ASSETS										
Intangible assets and property, plant and equipment	207	101	106	105	82					
Financial assets *	26,710	9	26,701	27,787	17,309					
Investments	24,900	5	24,895	26,206	14,339					
Long-term receivables from investments	1,796	4	1,792	1,566	2,943					
Other financial assets	14	-	14	15	27					
	26,917	110	26,807	27,892	17,391					
CURRENT ASSETS										
Other receivables	3,936	3	3,933	2,849	2,685					
Marketable securities	27	-	27	36	55					
Cash and cash equivalents	541	-	541	264	206					
	4,504	3	4,501	3,149	2,946					
Debenture redemption premiums	65	-	65	60	66					
Cumulative translation adjustments	492	-	492	602	203					
TOTAL ASSETS	31,978	113	31,865	31,703	20,606					
<i>* Of which less than 1 year</i>			281	667	1,307					

Balance sheets

EQUITY AND LIABILITIES (BEFORE APPROPRIATION)	AT DECEMBER 31,		
<i>(million euros)</i>	2009	2008	2007
NET EQUITY			
Common stock	1,146	781	690
Additional paid-in capital	9,828	8,696	5,962
Revaluation reserves	88	88	88
Legal reserve	78	71	71
Other reserves	649	649	649
Retained earnings	2,276	1,896	1,998
Net income for the year	254	780	669
Tax-driven provisions	2	2	2
	14,321	12,963	10,129
PROVISIONS FOR LOSSES AND CONTINGENCIES	420	389	351
FINANCIAL DEBT			
Debenture issues	9,255	6,294	5,371
Bank borrowings*	1,168	7,167	289
Other loans and commercial paper	2,398	2,301	2,479
	12,821	15,762	8,139
Tax and employee-related liabilities	44	51	53
Other liabilities	3,547	1,862	1,510
LIABILITIES**	16,412	17,675	9,702
Cumulative translation adjustments	712	676	424
TOTAL EQUITY AND LIABILITIES	31,865	31,703	20,606
* Of which current bank overdrafts	70	68	138
** Of which less than 1 year	988	5,166	2,429

The notes to the financial statements of the parent company are an integral part of the financial statements. They are contained in the Group's Annual Report 2009 (*Document de référence*) available directly on line on the website www.lafarge.com or upon request from the Investor Relations Department.

GROUP'S PERFORMANCE IN 2009

Annual financial statements of the parent company

Statements of cash flows

	YEARS ENDED DECEMBER 31,		
<i>(million euros)</i>	2009	2008	2007
CASH FLOW FROM OPERATIONS*	325	448	652
Change in working capital	723	32	5,487
NET CASH FROM OPERATING ACTIVITIES (I)	1,048	480	6,139
Capital expenditure	(24)	(43)	(25)
Investments	(11,006)	(8,991)	(5,009)
Repayment of investments	3,855		
Net decrease in loans and miscellaneous	(225)	1,289	1,048
Disposals of assets	8,458	453	31
NET CASH FROM INVESTING ACTIVITIES (II)	1,058	(7,292)	(3,955)
Proceeds from issuance of common stock	1,496	12	76
Repurchase of treasury shares for cancellation	-	-	(484)
Dividends paid	(393)	(784)	(521)
NET CASH FROM CAPITAL TRANSACTIONS (III)	1,103	(772)	(929)
INCREASE/(DECREASE) IN NET DEBT (I+II+III)	3,209	7,584	(1,255)
Net debt at year end	12,253	15,462	7,878
Debt	12,821	15,762	8,139
Marketable securities	(27)	(36)	(55)
Cash and cash equivalents	(541)	(264)	(206)

* Cash flow from operations mainly comprises net income (254 million euros) before depreciation and amortization (34 million euros), provisions (38 million euros) and a gain on investment disposal (1 million euros).

The notes to the financial statements of the parent company are an integral part of the financial statements. They are contained in the Group's Annual Report 2009 (*Document de référence*) available directly on line on the website www.lafarge.com or upon request from the Investor Relations Department.

Change in the financial income of the Company during the last five years

(articles R.225-81, R.225-83, R.225-102 of the French Commercial Code)

	2009	2008	2007	2006	2005
1) CAPITAL STOCK					
Capital stock (in euros)	1,145,813,264	780,946,136	690,258,300	706,500,568	703,941,212
Number of existing shares of common stock	286,453,316	195,236,534	172,564,575	176,625,142	175,985,303
Maximum number of future shares to be created	8,060,756	7,033,553	6,502,420	6,957,586	6,938,951
through conversion of bonds					
through exercise of stock options	8,060,756	7,033,553	6,502,420	6,957,586	6,938,951
2) TRANSACTIONS FOR THE YEAR (in thousands of euros)					
a) Gross sales revenues ⁽¹⁾	1,625,520	1,878,341	1,634,956	1,232,191	917,619
b) Income before taxes, profit-sharing and amortization, depreciation and provisions	213,495	709,856	492,565	2,055,625	613,550
c) Income taxes	118,439	151,900	159,648	152,584	141,451
d) Employee profit-sharing owed for the year					
e) Income after taxes, profit-sharing and amortization, depreciation and provisions	254,309	780,352	668,817	2,129,712	708,387
f) Income distributed	575,507	392,654	784,026	521,087	447,358
Including 10% increase ⁽²⁾	3,360	2,942	5,524	3,872	2,846
Earnings per share (in euros)					
a) Income after taxes, employee profit-sharing but before amortization, depreciation and provisions	1.16	4.41	3.78	12.50	4.29
b) Income after taxes, employee profit-sharing and amortization, depreciation and provisions	0.89	4.00	3.88	12.06	4.03
c) Net dividend	2.00	2.00	4.00	3.00	2.55
Net loyalty dividend	2.20	2.20	4.40	3.30	2.80
3) PERSONNEL					
Number of employees at December 31	485	448	435	447	510
Payroll (in thousands of euros) ⁽³⁾	78,315	87,421	91,934	87,679	75,454
Social benefits (in thousands of euros) ⁽⁴⁾	35,088	33,261	37,383	34,715	31,789
Bonuses and profit-sharing paid (in thousands of euros)	1,592	3,382	2,806	1,903	1,016

(1) Gross sales revenues represent the revenues from ordinary activities, which include the sold production (services) and finance income. For 2008, only income and expenses on interest rate financial instruments are net. On the same basis, gross sales revenues for the previous years would have been as follows:

- 1,856,807 in 2007;
- 1,385,570 in 2006;
- 1,011,954 in 2005 and 994,067 in 2004.

(2) Increase in the dividend for registered shares held for more than two years.

(3) Including retirement indemnities and supplemental pensions.

(4) Social organizations, charitable projects, etc.



Resolutions to be submitted to the Meeting, as presented by the Board

Agenda

- 1 Approval of the 2009 Company financial statements and operations
- 2 Approval of the 2009 consolidated financial statements
- 3 Appropriation of earnings and setting of the dividend
- 4 Approval of the agreements set forth in the report prepared by the statutory auditors on related-party agreements (*conventions réglementées*)
- 5 Appointment of Madam Colette Lewiner as a Director
- 6 Appointment of Madam Véronique Weill as a Director
- 7 Determination of yearly Director's fees
- 8 Authorization granted to the Company to buy and sell its own shares
- 9 Powers to carry out corporate formalities

Resolutions to be submitted to the Meeting, as presented by the Board

You will find below the proposed Resolutions that will be submitted to the Lafarge shareholders at the next Ordinary Shareholders' Meeting on May 6, 2010.

The Resolutions are preceded by an introductory paragraph explaining the reasons for each resolution proposed. All these introductory paragraphs, taken with the business description in the notice of Shareholders' Meeting, form the report from the Board of Directors to the Shareholders' Meeting.

APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS

The first two Resolutions submit for shareholders' approval the statutory and consolidated financial statements of Lafarge for 2009, showing earnings of 254,309,229.70 euros and 736 million euros, respectively.

1ST RESOLUTION

Approval of the 2009 Company financial statements and transactions

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, having considered the report of the Board of Directors, the report of the President on internal control procedure implemented by the Company, and the statutory auditors' report on the Company financial statements for the year ended December 31, 2009, approves the 2009 financial statements, as presented, and the transactions recorded therein and summarized in these reports.

The net income for the year was 254,309,229.70 euros.

2ND RESOLUTION

Approval of the 2009 consolidated financial statements

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, having considered the Management Report of the Board of Directors and the statutory auditors' report on the 2009 consolidated financial statements, approves the 2009 consolidated financial statements, as presented, and the transactions recorded therein and summarized in these reports.

The net income, Group share, for the year was 736 million euros.

APPROPRIATION OF EARNINGS

The third Resolution proposes an appropriation of the earnings for fiscal year 2009 that allows a normal dividend of 2 euros per share and a loyalty dividend of 2.2 euros per share. The loyalty dividend is awarded to shares which have been held in registered form for more than two years as of December 31, 2009, and are still in registered form on the date on which shares are traded ex-dividend.

The normal dividend and the loyalty dividend are eligible in full for the 40% deduction that applies to individuals who are tax residents of France. These individuals can also opt out of the progressive income tax rate schedule by opting for taxation at a flat rate of 18%, in which case the deduction will not apply.

If this Resolution is adopted, the cash dividend will be paid on July 6, 2010. The shares will be traded ex-dividend as from July 1, 2010.

3RD RESOLUTION

Appropriation of earnings and setting of the dividend

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, approves the recommendations of the Board of Directors for the appropriation of earnings for the 2009 financial year:

<i>(in euros)</i>	
ORIGINS:	
Earnings	254,309,229.70
Retained earnings *	2,275,928,177.59
TOTAL	2,530,237,407.29
APPROPRIATION:	
Legal reserve	12,715,461.49
Dividend	
■ First dividend (5% of the par value of the share)	57,214,633.60
■ Additional dividend (total dividend – first dividend)	514,931,702.40
■ Maximum amount of the 10% increase	3,360,430.00
■ Total Dividend	575,506,766.00
Retained Earnings	1,942,015,179.81
TOTAL APPROPRIATIONS	2,530,237,407.29

* After inclusion of:

- the dividends received on treasury shares, which total 113,293.00 euros;
- the 10% increase not collected on the registered shares transferred into a bearer account between January 1 and July 1, 2009, i.e. 111,604.80 euros.

It sets the normal dividend at 2 euros per share and the loyalty dividend at 2.2 euros per share. The amount of the normal dividend and the loyalty dividend are eligible in full for the 40% deduction that applies to individual who are tax residents of France.

We remind the Shareholders' Meeting that the dividends distributed in previous years were as follows:

YEAR	NUMBER OF SHARES	DIVIDEND DISTRIBUTED
2006	176,625,142	
Normal dividend		3.00
Loyalty dividend		3.30
2007	172,564,575	
Normal dividend		4.00
Loyalty dividend		4.40
2008	195,236,534	
Normal dividend		2.00
Loyalty dividend		2.20

The General Meeting resolves that the dividend will be paid on July 6, 2010.

RELATED-PARTY AGREEMENTS (CONVENTIONS RÉGLEMENTÉES)

The fourth Resolution relates to the ratification of the “related-party” agreements (*conventions réglementées*) approved by the Board of Directors. It relates to agreements entered into during the 2009 fiscal year between Lafarge and its Directors or a company that shares one or more Directors with Lafarge and have not yet been approved in the General Meeting.

As a new agreement not yet approved by the General Meeting, the special report of the statutory auditors mentions the “underwriting agreement” signed between the Company and its bank partners including BNP Paribas, in relation with the capital increase completed in April 2009. The purpose of the contract was to guaranty the subscription of the shares which would not have been subscribed by the shareholders during this operation. The commissions paid on the basis of this agreement amounted to 44.6 million euros (excluding the guaranteed underwriting commission), of which 8 million euros due to BNP Paribas.

The special report of the statutory auditors also set forth the agreements and commitments approved during prior General Meetings and that remain effective for the year ended December 31, 2009.

4TH RESOLUTION**Related-party agreements and engagements (*conventions et engagements réglementés*)**

The Shareholders’ Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, having considered the special report prepared by the statutory auditors pursuant to Article L.225-40 of the Commercial Code on agreements falling within the scope of Article L.225-38 et seq. of said Code, approves the said report and the new agreement entered into during the course of 2009 and set forth in the said report.

TERMS OF OFFICE OF DIRECTORS

Resolutions five and six deal with the appointment of two new Directors of the Company. You are being asked to appoint Madam Colette Lewiner and Madam Véronique Weill, as Directors for a four year period. Biographies are provided below.

**Madam Colette Lewiner was born on September 19, 1945**

Colette Lewiner is currently Vice President at Capgemini, and Global Leader of the “Energy, Utilities & Chemicals” sector that she created in 1998 when she joined the group. From 1992 to 1998, she was Chairman and CEO of SGN-Réseau Eurisys, a subsidiary of COGEMA (Areva group). From 1979 to 1992, Colette Lewiner held various positions within the EDF Group, at the Research & Development department, and then at the fuel procurement department that she managed in 1987. In 1989, she created the Development and Commercial Strategy Division and became the first woman executive Vice President at EDF. Colette Lewiner is also a member of the French Academy of Technologies and of the European Union Advisory Group on Energy. After entering the *Ecole Normale Supérieure* and graduating as a Doctor in Physics (PhD), she started her career as an Associate Professor and Researcher at the Denis Diderot University (Paris 7).

She holds 453 Lafarge shares on March 12, 2010.

POSITIONS AND OTHER OFFICES IN FRENCH OR FOREIGN COMPANIES OVER THE LAST FIVE YEARS**CURRENT POSITIONS**

In France

Director of La Poste

Director of Nexans

Director of Bouygues (starting from April 29, 2010)

Abroad

Director of TGS-Nopec (Norway)

POSITIONS DURING THE LAST FIVE YEARS AND NO LONGER EXERCISED

Abroad

Director of Ocean Rig (Norway)



Madam Véronique Weill was born on September 16, 1959.

Madam Weill is currently Chief Operating Officer of the AXA group, in charge of Marketing, Distribution, IT, Operational Excellence, Procurement and GIE AXA since December 10th, 2009. Since January 1st, 2009, she is a member of the Executive Committee of the AXA group. Véronique Weill joined AXA in June 2006 as a Chief Executive Officer of AXA Business Services and Group Executive Vice President of Operational Excellence. In January 2008, she was appointed Executive Vice President IT and Operational Excellence of the group, including the worldwide management of the companies AXA Technology Services, AXA Group Solutions, AXA Business Services and transversal departments AXA Way Group (Group strategy of operational excellence and service quality) and Group IS (Group IT Strategy). Véronique Weill is also a member of the Scientific Board of the AXA Research Fund. She had previously spent more than 20 years at JP Morgan and has notably served as Group head of Operations for Business Banking and global head of IT & Operations for Asset Management and Private Clients. Véronique Weill graduated from the *Institut d'Etudes Politiques* of Paris and from the *Université la Sorbonne (Licence de Lettres)*.

Véronique Weill does not hold any Lafarge share on March 24, 2010.

POSITIONS AND OTHER OFFICES IN FRENCH OR FOREIGN COMPANIES OVER THE LAST FIVE YEARS

CURRENT POSITIONS	
In France	Chairman of the Board of Directors of AXA Group Solutions (SA) Chairman of the Supervisory Board and of the GIE AXA Group Solutions Chairman and member of the Executive Committee of AXA Technology Services (SAS)
Abroad	Director of AXA Business Services Private Ltd (India)
POSITIONS DURING THE LAST FIVE YEARS AND NO LONGER EXERCISED	
In France	Chief Executive Officer of AXA Business Services

The complementary expertise and experience of Madam Colette Lewiner and Madam Véronique Weill in the Board of Directors will bring an additional value for the Group.

Furthermore, Madam Colette Lewiner and Madam Véronique Weill will be considered as independent Directors by your Board of Directors (as Mrs Véronique Weill is Group Chief Operating Officer of AXA, one of the insurers of the Group, a materiality test was conducted which shows that the transaction value between Lafarge and AXA is less than 0.5% of the revenue, shareholders' equity or total assets of the Lafarge Group).

The term of office of two Directors will expire at the end of the Shareholder Meeting. Mr Jean-Pierre Boisivon's term of office will expire in accordance with the Articles of Association of the Company governing the Directors' age limit and Mr Bernard Kasriel did not asked for the renewal of his mandate.

Thus, these appointments will improve the parity of your Board of Directors. At the end of the General Meeting, your Board will be made up of 11 directors considered as independent out of 18.

5TH RESOLUTION

Term of office of Directors

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, on the recommendation of the Board of Directors, and in accordance with the conditions stipulated in Article 14 of the bylaws, hereby appoints as Director Madam Colette Lewiner for four years, expiring at the end of the Shareholder Meeting called to approve the financial statements for the 2013 financial year.

6TH RESOLUTION

Term of office of Directors

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, on the recommendation of the Board of Directors, and in accordance with the conditions stipulated in Article 14 of the bylaws, hereby appoints as Director Madam Véronique Weill, for four years, expiring at the end of the Shareholder Meeting called to approve the financial statements for the 2013 financial year.



DETERMINATION OF YEARLY DIRECTOR'S FEES

The seventh Resolution concerns the maximum aggregate amount of Directors's fees to be allocated among the members of the Board of Directors per year. The amount of this envelope is currently 609,796 euros and for nine years an increase has never been requested by your Board of Directors to increase it i.e. since the General Meeting of May 28, 2001.

You are being asked today to fix this yearly aggregate amount of directors' fees at 700,000 euros. This increase of 15% of the envelope reflects our willingness to continue to offer your Company a high standard of governance with high profile and committed Directors.

It will also take into consideration the increase of the overall number of Directors as well as of the portion of independent Directors since 2001.

7TH RESOLUTION

Aggregate amount of Directors' fees

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, having considered the report of the Board of Directors hereby decides to fix at 700,000 euros the maximum aggregate amount to be yearly allocated between the members of the Board of Directors as Directors's fees, unless it is decided to the contrary.

AUTHORIZATION TO BUY BACK SHARES

The eighteenth Resolution allows the Company to buy its own shares within the limits set by the shareholders and by law. It replaces the authorizations previously granted by the shareholders at previous Shareholders' Meetings.

The buyback program that we are recommending that you approve would have the following features:

- securities: shares;
- maximum percentage of capital authorized for buyback: 5%;
- maximum total amount of the program: 500 million euros;
- maximum unit purchase price: 100 euros;
- objectives of the program:
 - the implementation of any Company stock option plan under the terms of articles L.225-177 et seq. of the Commercial Code or any similar plan; or
 - the allotment or sale of shares to employees under the French statutory profit-sharing scheme or the implementation of any employee savings plan on the conditions stipulated by law, in particular articles L.3332-1 et seq. of the Labor Code; or
 - the allotment of consideration free shares under the terms of articles L.225-197-1 et seq. of the Commercial Code; or
 - the delivery of shares on the exercise of rights attached to securities giving rights to the capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
 - the cancellation of some or all of the shares purchased in the framework and according to the terms of the 21st resolution approved by the Combined General Meeting of May 6, 2009; or
 - the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or
 - market-making in the secondary market or maintenance of the liquidity of Lafarge shares by an investment services provider under a liquidity contract that complies with the ethical code recognized by the *Autorité des marchés financiers*.
- period: 18 months;
- these transactions can be performed at any time, excluding the periods of public offering on the Company's shares.

For information purposes, it is reminded that as of December 31, 2009, the Company:

- held 380,148 shares with a nominal par value of 4 euros, representing 0.13% of its capital stock all assigned to cover the stock options and performance shares grants;
- has not purchased any shares within the shares buy-back program approved by the Combined General Meeting of May 6, 2009;
- has not a pending liquidity agreement with an investment service provider.

8TH RESOLUTION

Authorization granted to the Company to buy and sell its own shares

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for Ordinary Shareholders' Meetings, having considered the report of the Board of Directors, hereby authorizes the Board of Directors, with the option of sub-delegation in accordance with applicable law and the articles of association of the Company, to purchase shares of the Company's stock or to have shares of the Company's stock purchase in the name of the Company up to a maximum number of shares representing 5% of the capital stock on the date the purchases are made, pursuant to Articles L.225-209 et seq. of the Commercial Code. The number of treasury shares held by the Company at any time may not exceed 10% of the shares constituting the share capital of the Company at such time.

This authorization replaces the 14th authorization granted under the Tenth Resolution of the Ordinary Shareholders' Meeting on May 6, 2009.

For purposes of this resolution, the maximum purchase price per share is set at 100 euros. In the event of a transaction affecting capital, particularly through the capitalization of reserves or an allotment of bonus shares, or a split or reverse stock split, the price stipulated above will be adjusted accordingly.

The total amount allocated to this stock purchase program may not exceed 500 million euros.

These shares may be acquired, sold or transferred by any and all means, on one or more occasions, whether on the open market or over the counter, including through the acquisition or sale of blocks of shares, through the use of derivative financial instruments, warrants or securities giving the right to shares of the Company, or through the use of options, subject to the conditions stipulated by market authorities, with the following objectives:

- the implementation of any Company stock option plan under the terms of articles L.225-177 et seq. of the Commercial Code or any similar plan; or
- the allotment or sale of shares to employees under the French statutory profit-sharing scheme or the implementation of any employee savings plan under applicable legal conditions, in particular articles L.3332-1 et seq. of the Labor Code; or
- the allotment of consideration free shares pursuant to the terms of articles L.225-197-1 et seq. of the Commercial Code; or
- the delivery of shares on the exercise of rights attached to securities giving rights to the capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
- the cancellation of some or all of the shares purchased in the framework and according to the terms of the 21st resolution approved by the Combined General Meeting of May 6, 2009; or
- the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, demergers or asset-for-share exchanges; or
- market-making in the secondary market or maintenance of the liquidity of Lafarge shares by an investment services provider under a liquidity contract that complies with the ethical code recognized by the Autorité des marchés financiers.

This authorization is granted for a period of 18 months from the date of this meeting.

Transactions by the Board of Directors to buy, sell or transfer shares of the Company may be executed at any time, except during a tender offer for the Company's shares, in compliance with legal and regulatory requirements.

The Shareholders' Meeting grants all powers to the Board of Directors, with the option of sub-delegation in accordance with the applicable Law and the bylaws of the Company, to decide and to implement this resolution and set the terms and conditions thereof, to implement the present buy back program, and particularly to adjust the aforementioned purchase price in case of transactions that impact shareholders' equity, share capital or the par value of the shares, to place all market orders, enter into all agreements, make all declarations and perform all formalities and, generally take all necessary measures.

POWERS TO CARRY FORMALITIES REQUIRED UNDER THE LAWS AFTER THE GENERAL MEETING

The 9th resolution allows the Board to carry out the formalities required by law following the Meeting.

9TH RESOLUTION

The General Meeting grants full powers to the bearer of an original, copy or extract of the minutes of the present Ordinary General Meeting to carry out any legal formalities including the filing, publications and declarations required under the laws or regulations in force, resulting from the approval of the resolutions above and/or any supplementary resolutions.

Statutory Auditors' Report on the consolidated financial statements

Year ended December 31, 2009

To the Shareholders,

This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in the French language and is provided solely for the convenience of English-speaking readers. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were made for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements. This report also includes information relating to the specific verification of information given in the Group's management report. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you for the year ended December 31, 2009 on:

- the audit of the accompanying consolidated financial statements of Lafarge;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2009 and of the results of its operations for the year then ended in accordance with IFRS as adopted by the European Union.

Without qualifying our opinion, we draw your attention to the matter set out in note 2.1 "Accounting Policies - Basis of preparation" of the notes to the consolidated financial statements regarding changes in accounting methods related to the adoption of new standards and interpretations and effective as of January 1, 2009.

II. JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of article L. 823-9 of the French Commercial Code (*Code de Commerce*) relating to the justification of our assessments, we bring to your attention the following matter:

Goodwill have been valued in accordance with the Group's accounting policies described in note 2.12 "Impairment of long-lived assets" to the consolidated financial statements. The estimates are established based on currently available information at the time of their definition and are in keeping with the current economic crisis, the magnitude and duration of which cannot be anticipated with accuracy as described in note 2.3 "Use of estimates and judgments" to the consolidated financial statements. Therefore, as set out in note 10 « Goodwill », the Group considered the impact of the economic crisis on developed markets in its operational assumptions and analyzed the sensitivity of the recoverable amount (particularly with regard to a change in the discount rate and the perpetual growth rate) for the main goodwill items.

The allocation of the goodwill arising from the acquisition in 2008 of Orascom Cement, amounting to 6.4 billion euros, was finalized as at December 31, 2009, as described in note 10 "Goodwill" to the consolidated financial statements.

Our procedures consisted in reviewing available documents and assessing the reasonableness of retained valuations.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. SPECIFIC VERIFICATION

As required by law, we have also verified, in accordance with professional standards applicable in France, the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-sur-Seine and Paris-La Défense, February 24, 2010

The Statutory Auditors

DELOITTE & ASSOCIÉS

French original signed by

Frédéric Gourd

Pascal Pincemin

ERNST & YOUNG Audit

French original signed by

Christian Mouillon

Alain Perroux

Statutory Auditors' Report on the annual financial statements

Year ended December 31, 2009

To the Shareholders,

This is a free translation into English of the statutory auditors' report issued in French language and is provided solely for the convenience of English-speaking readers. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the annual financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the annual financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside the annual financial statements.

This report also includes information relating to the specific verification of information given in the management report.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you for the year ended December 31, 2009 on:

- the audit of the accompanying annual financial statements of Lafarge;
- the justification of our assessments;
- the specific verifications and information required by law.

These annual financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. OPINION ON THE ANNUAL FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the annual financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the annual financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the annual financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion, the annual financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as of December 31, 2009 and of the results of its operations for the year then ended, in accordance with the French accounting principles.

II. JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of Article L. 823-9 of the French commercial code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

Note "Accounting Principles 2.3 Financial assets" to the annual financial statements details the accounting principles and methods applied to investments and mentions that the earnings outlooks are established based on currently available information and are in keeping with the current economic crisis, the magnitude and duration of which cannot be anticipated with accuracy.

As part of our assessments of accounting principles and methods applied by your company, we have reviewed the reasonable nature of the above-mentioned accounting methods and information provided in the notes to the annual financial statements.

The assessments were made as part of our audit of the annual financial statements taken as a whole and, therefore contributed to the opinion we formed, which is expressed in the first part of this report.

III. SPECIFIC VERIFICATIONS AND INFORMATION

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the annual financial statements of the information given in the management report of the Board of Directors and in the documents addressed to shareholders with respect to the financial position and the annual financial statements.

Concerning the information given in accordance with the requirements of article L. 225-102-1 of the French Commercial Code (*Code de commerce*) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the annual financial statements, or with the underlying information used to prepare these annual financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Neuilly-sur-Seine and Paris-La Défense, February 24, 2010

The Statutory Auditors

DELOITTE & ASSOCIÉS
French original signed by

Frédéric Gourd

Pascal Pincemin

ERNST & YOUNG Audit
French original signed by

Christian Mouillon

Alain Perroux

Special Report of the Statutory Auditors on Related-Party Agreements and Commitments

■ Year ended 31 December 2009

This is a free translation into English of a report issued in French language and is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your company, we hereby report on the related-party agreements and commitments.

A. AGREEMENTS AND COMMITMENTS AUTHORIZED DURING THE FINANCIAL YEAR OR AFTER CLOSING

In accordance with Article L. 225-40 of the French Commercial Code (*Code de commerce*), we have been advised of the agreements and commitments, which were previously approved by your Board of Directors.

We are not required to ascertain whether any other agreements and commitments exist but to inform you, on the basis of the information provided to us, of the essential terms and conditions of those agreements indicated to us. We are not required to comment as to whether they are beneficial or appropriate. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code, to evaluate the benefits resulting from the conclusion of these agreements and commitments prior to their approval.

We performed those procedures that we considered necessary in order to comply with the professional standards of the French auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These standards required that we verify that the information provided to us is consistent with the documentation from which it has been extracted.

With BNP Paribas

Signature of an underwriting agreement with the bank partners, including BNP Paribas, within the scope of the capital increase which was performed at 28 April 2009

Board members concerned

Mr. Pébereau, a director of your company, is chairman of the Board of Directors of BNP Paribas.

Ms. H. Ploix, a director of your company, is also a BNP Paribas director (administrateur).

At its meeting on 31 March 2009, and within the scope of the preparation of the capital increase operation which occurred at 28 April 2009, the Board of Directors authorized the signature of an "Underwriting agreement" intended to secure the success of the operation, whereby the bank partners, including BNP Paribas, undertake, with respect to your company, to guaranty the subscription of the shares which would not have been subscribed by the shareholders during the operation.

The capital increase was completed on 28 April 2009 and the undertakings of these agreements have been fully realized.

The commissions paid by your company in respect of this agreement, including those related to the "Commitment Letter" and "Engagement Letter" as described in the paragraph B-1 hereafter, amounted to 44.6 million euros (excluding the guarantee underwriting commission), of which 8 million euros due to BNP Paribas.

B. AGREEMENTS AND COMMITMENTS AUTHORIZED DURING THE FINANCIAL YEAR AND APPROVED BY THE SHAREHOLDERS' MEETING OF 6 MAY 2009

Moreover, in accordance with the French Commercial Code (*Code de Commerce*), we have been advised that the following agreements and commitments, approved by the Shareholders' Meeting of 6 May 2009, remained effective during this financial year.

1. With BNP Paribas

Board members concerned

Mr. Pébereau and Ms. H. Ploix

Signature of a "Commitment Letter" and an "Engagement Letter" with the bank partners, including BNP Paribas, within the scope of the capital increase performed at 28 April 2009

At its meeting on 19 February 2009, and within the scope of the preparation of the capital increase operation which was completed on 28 April 2009, the Board of Directors authorized the signature of a "Commitment Letter" and an "Engagement Letter" intended to secure the success of the operation, whereby the bank partners, including BNP Paribas, undertake, with respect to your company, under certain conditions and limitations, jointly and not severally, to have the operation underwritten or, failing this, underwrite the operation. The Shareholders' Meeting of 6 May 2009 had approved this agreement.

The capital increase was completed on 28 April 2009 and the undertakings of these agreements have been fully realized. The total amount paid by your company to Bank partners in respect of the capital increase is mentioned in the paragraph regarding the underwriting agreement above (paragraph A).

2. With Mr. Bruno Lafont

Amendment to Mr. Bruno Lafont's suspended employment contract and severance indemnity

At its meeting on 7 May 2008, the Board of Directors authorized an amendment to Mr. Bruno Lafont's employment contract, whereby he would undertake to remain in the company until 30 June 2011. At its meeting on 19 February 2009, and in addition to the decisions made at its meeting on 7 May 2008, the Board of Directors authorized the amendment to Mr. Bruno Lafont's employment contract, for the purpose of adapting the severance indemnity to the Afep Medef recommendations regarding the compensation of Executive Directors.

Mr. Bruno Lafont's employment contract thus specifies (i) the conditions governing the guarantee to maintain the employment contract until 30 June 2011, (ii) the conditions under which he would benefit from a contractual severance indemnity (change of control or a change in strategy on the part of your company and performance conditions based on three criteria), in the event he were to benefit from his employment contract at the end of his term as Chairman and Chief Executive Officer, and upon a dismissal and (iii) the calculation methodology and the maximum amount of this potential severance indemnity (limited to a maximum of two years of the total gross remuneration received). This agreement remains without impact to date.

C. AGREEMENTS AND COMMITMENTS APPROVED IN PRIOR YEARS AND REMAINING EFFECTIVE IN THE YEAR ENDED DECEMBER 31, 2009

Moreover, in accordance with the French Commercial Code (Code de Commerce), we have been advised that the following agreements and commitments, approved in prior financial years, remained effective during this financial year.

1. With BNP Paribas

Board members concerned

Mr. Pébereau and Ms. H. Ploix

a. Domiciliation agent agreement

At its meeting on 24 May 2006, the Board of Directors authorized the domiciliation agent agreement between your company and BNP Paribas concerning the commercial paper program.

The amounts paid by your company in 2009 in respect of this agreement totaled 12,542 euros.

b. Loan of €2.4 billion guaranteed by BNP Paribas for the acquisition of Orascom Building Materials Holding

At its meeting on 9 December, 2007, the Board of Directors authorized a loan agreement totaling €7.2 billion between your company and BNP Paribas and two other financial institutions to finance the acquisition of the share capital of the Egyptian company Orascom Building Materials Holding.

BNP Paribas had originally guaranteed to finance an amount of 2.4 billion euros. Under this agreement, the costs relating to the implementation of this line of credit correspond to the 13.8 million euros paid in commissions by your company to BNP Paribas in 2007.

As a result of this commitment, a 768 million euros debt was recorded in your company's balance sheet as at 31 December 2009, of which 256 million euros payable to BNP Paribas.

c. Transfer of defined-benefit retirement plans for French executives, senior executives and members of the Executive Committee to Cardif Assurance Vie, a subsidiary of BNP Paribas

The Board of Directors authorized the conclusion of insurance contracts between your company and Cardif Assurance Vie, a subsidiary of BNP Paribas, the purpose of which was to transfer defined-benefit retirement plans that provide, under certain conditions, a retirement payment based on the last salaries received irrespective of any other legal retirement benefits received by the retired individual. These agreements were authorized by the Board of Directors at its meetings of 1 August 2007 and 6 November 2008 and approved by the Shareholders' Meetings of 7 May 2008 and of 6 May 2009.

As these agreements remained in effect in 2009, the total amount of contributions (allocated to pension capital, expenses and other taxes) paid by your company in respect of the three current contracts with Cardif Assurances amounted to 22.1 million euros for the financial year ended 31 December 2009.

d. Agreement covering the management of its investments department with BNP Paribas Securities Services, a subsidiary of BNP Paribas

At its meeting on 8 September 2004, the Board of Directors authorized an agreement covering the management of its investments department, shareholders' meetings, employee shareholding plans and stock option plans with BNP Paribas Securities Services, a wholly owned subsidiary of BNP Paribas.

The amounts paid by your company in 2009 in respect of this agreement totaled 7.2 million euros.

2. With Mr. Bruno Lafont

Supplementary pension plan of Mr. Bruno Lafont

At its meeting on 16 December 2005, the Board of Directors authorized an amendment to Mr. Bruno Lafont's employment contract, whereby he would benefit from a supplementary pension plan guaranteeing a pension based on his Group Chief Executive Officer's salary. The employment contract was suspended as from 1 January 2006, the date of Mr. Bruno Lafont's appointment as Chief Executive Officer. However, as a Director, he will continue to benefit from the supplementary retirement benefit.

Moreover, at its meeting on 6 November 2008, the Board of Directors authorized the adaptation of two supplementary benefit plans. One of these adaptations consists in including the company's Executive Directors as potential beneficiaries of these benefit plans, which would provide, under certain conditions, a retirement payment based on the last salaries received, irrespective of any other legal retirement benefits received by the retired individual. The Shareholders' Meeting of 6 May 2009 had approved this agreement which remains without impact to date.

Neuilly-sur-Seine and Paris-La Défense, 24 February 2010

The Statutory Auditors

DELOITTE & ASSOCIÉS
French original signed by

Frédéric Gourd

Pascal Pincemin

ERNST & YOUNG Audit
French original signed by

Christian Mouillon

Alain Perroux

Composition of the Board of Directors



From left to right : Bernard Kasriel, Pierre de Lafarge, Thierry de Rudder, Oscar Fanjul, Michel Bon, Philippe Dauman, Bertrand Collomb, Gérald Frère, Juan Gallardo, Bruno Lafont, Jean-Pierre Boisivon, Héléne Ploix, Philippe Charrier, Paul Desmarais Jr., Jérôme Guiraud, Nassef Sawiris, Michel Rollier, Michel Pébereau.

Bruno Lafont

Chairman of the Board of Directors and Chief Executive Officer, 61, rue des Belles Feuilles, 75116 Paris, France.

Bruno Lafont was appointed as Chairman of the Board of Directors in May 2007. He has officiated as Director since May 2005 and Chief Executive Officer since January 1, 2006. He graduated from the *Hautes Études Commerciales* business school (HEC 1977, Paris) and the *École Nationale d'Administration* (ENA 1982, Paris). He began his career at Lafarge in 1983 as internal auditor in the Finance Department. In 1984, he joined the Sanitaryware Division (no longer part of the Group) as Chief Financial Officer in Germany. He then led the Division's Finance Department (1986-1988) and the International Development Department based in Germany (1988-1989). In 1990, he was appointed Vice-President for Lafarge Cement and Aggregates & Concrete operations in Turkey and the Eastern Mediterranean region. In 1995, Mr Lafont was appointed Group Executive Vice-President, Finance, then Executive Vice-President of the Gypsum Division in 1998. Mr Lafont joined the Group's General Management as Chief Operating Officer between May 2003 and December 2005. He also acts as Director for EDF. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2012.

Oscar Fanjul

Vice-Chairman of the Board and Director, Paseo de la Castellana, 28-5, ES-28046 Madrid, Spain.

Oscar Fanjul was appointed to Lafarge's Board of Directors in 2005 and has been Vice-Chairman of the Board since August 1, 2007. He began his career in 1972 working for industrial holding I.N.I. (Spain), then acted as President and Founder of Repsol YPF (Spain) until 1996. He acts as Vice-Chairman of Omega Capital, SL (Spain). Mr Fanjul is a Director of Marsh & McLennan Companies (United States), the London Stock Exchange (United Kingdom), Acerinox (Spain) and Areva. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2012.

Jean-Pierre Boisivon

Director, 29, rue de Lisbonne, 75008 Paris, France.

Jean-Pierre Boisivon was appointed to Lafarge's Board of Directors in 2005. He held responsibilities both in education and business. He was a university professor from 1980 to 2000 at the University of Paris-II Panthéon-Assas, then headed the Department of evaluation and trends of the French Ministry of Education from 1987 to 1990, as well as the Essec group from 1990 to 1997. He also served as Deputy Chief Operating Officer the Caisse d'Épargne de Paris from 1978 to 1985, as General Secretary of the Union des Banques à Paris from 1985 to 1987 and as Deputy General Manager of the Institut de l'Entreprise from 1997 to

2008. He currently acts as Chairman of CORA (*Conseil d'orientation et de réflexion de l'assurance*), Vice-President of Institut Veolia Environnement, member of CODICE (*Comité pour la diffusion de la culture économique*) and Administrator of IEFP (*Institut pour l'éducation financière du public*). His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2009.

Michel Bon

Director, 86 rue Anatole-France, 92300 Levallois-Perret, France.

Michel Bon was appointed to Lafarge's Board of Directors in 1993. He is Chairman of the Supervisory Board of Devoteam and Éditions du Cerf. He is a Director of Sonepar and Provimi and senior adviser to Roland Berger, Vermeer Capital and Permira. He previously served as Chairman and Chief Executive Officer of France Telecom from 1995 to 2002, and Chief Executive Officer then Chairman of Carrefour from 1985 to 1992. His term of office expires at the General Meeting called to approve the financial statements for fiscal year 2012.

Philippe Charrier

Director, 59, boulevard Exelmans, 75016 Paris, France.

Philippe Charrier was appointed to Lafarge's Board of Directors in 2005. He acts as Vice-President, Chief Executive Officer and Director of CEnobiol, Chairman of the Supervisory Board of Spotless group, Chairman of the Board of Directors of Alphident and Dental

Emco S.A. He is also Founder member of the *Club Entreprise et Handicap*, Director of the *Fondation Nestlé pour la nutrition* and of Rallye. He was Chairman and Chief Executive Officer of Procter & Gamble France from 1999 to 2006. He joined Procter & Gamble in 1978 and held various financial positions before serving as Chief Financial Officer from 1988 to 1994, Marketing Director in France from 1994 to 1996, and Chief Operating Officer of Procter & Gamble Morocco from 1996 to 1998. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2012.

Bertrand Collomb

Director and Honorary Chairman, 61, rue des Belles Feuilles, 75116 Paris, France.

Bertrand Collomb was appointed to the Board of Directors in 1987 and served as Chairman and Chief Executive Officer from 1989 to 2003 and Chairman of the Board of Directors from 2003 to 2007. He previously held various executive positions with the Group, namely in North America, from 1975 to 1989 and in the French Ministry of Industry and government cabinets from 1966 to 1975. He is a Director of Total, Atco Ltd. (Canada) and DuPont (US). He is also a Chairman of the French Institute of International Relations, Chairman of the *Institut des Hautes Études* for Science and Technology, member of the Executive Committee of the European Institute of Innovation and Technology and of the European Corporate Governance Forum. He is a member of the Institut de France (*Académie des sciences morales et politiques*). His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2012.

Philippe Dauman

Director, 1515 Broadway, New York, NY 10036, USA.

Philippe Dauman was appointed to Lafarge's Board of Directors in May 2007. He has been Chairman and Chief Executive Officer of Viacom Inc. (US) since September 2006. He was previously Joint Chairman of the Board and Managing Director of DND Capital Partners LLC (US) from May 2000. Before creating DND Partners, Mr Dauman was Vice-Chairman of the Board of Viacom from 1996 to May 2000, Executive Vice-President from 1995 to May 2000 and Chief Counsel and Secretary of the Board from 1993 to 1998. Prior to that, he was a partner in New York law firm Shearman & Sterling. He served as Director of Lafarge North America from 1997 to 2006. He is currently a Director of National Amusements Inc. (US) and a member of the

Dean's Council for the University of Columbia Law School. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2010.

Paul Desmarais, Jr.

Director, 751, Square Victoria, Montreal, Quebec H2Y 2J3, Canada.

Paul Desmarais, Jr was appointed to Lafarge's Board of Directors in January 2008. He has been Chairman and Co-Chief Executive Officer of Power Corporation of Canada (PCC) since 1996 and Co-Chief Executive Office and Chairman of the Executive Committee of Power Financial Corporation (PFC). Prior to joining PCC in 1981, he was at SG Warburg & Co in London and Standard Brands Incorporated in New York. He was President and Chief Operating Officer of PFC from 1986 to 1989 and Chairman from 1990 to 2005. He is a Director and member of the Executive Committee of many Power group companies in North America. He is also Executive Director and Vice-Chairman of the Board of Pargesa Holding S.A. (Switzerland), and a Director of Groupe Bruxelles Lambert (Belgium), Total S.A. and GDF-Suez (France). Mr Desmarais is Chairman of the Board of Governors of the International Economic Forum of the Americas, Founder and Chairman of the International Advisory Committee of the *École des Hautes Études Commerciales* (HEC) in Montreal and Founder and member of the International Advisory Board of the McGill University Faculty of Management. He is a member of the International Council and a Director of the INSEAD, and Global Advisor for Merrill Lynch (New York, US). Mr Desmarais is a member of the Economic Consultative Council directed by minister Flaherty (Canada), member of the Board of the Trudeau Foundation, Vice-Chairman of the Board and member of the Executive Committee of the CCCE (*Conseil Canadien des Chefs d'Entreprise*). He is also member of the Honorary Council of the Peres Center for peace, member of the "National Strategy Council" of the Mazankowski Alberta Heart Institute, member of the BAC and Co-President of the national campaign for the preservation of nature in Canada (NCC). Mr Desmarais studied at McGill University where he obtained a Bachelor's degree in Commerce. He then graduated from the European Institute of Business Administration (INSEAD) in Fontainebleau, France, with an MBA. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2011.

Gérald Frère

Director, 12, rue de la Blanche Borne, 6280 Loverval, Belgium.

Gérald Frère was appointed to Lafarge's Board of Directors in 2008. He has been Managing Director of Groupe Bruxelles Lambert since 1993. He joined the family company, the Frère-Bourgeois group (Belgium), in 1972. He was appointed to the Board of Directors of Groupe Bruxelles Lambert in 1982 and has been Chairman of the Executive Committee since 1993. He is also Chairman of the Board of Directors of Compagnie Nationale à Portefeuille SA (CNP) and TVI SA (RTL Belgium). He is Regent of the National Bank of Belgium. He is Vice-Chairman of the Board of Directors of Pargesa Holding SA (Switzerland), Director of Power Financial Corporation (Canada) and Suez-Tractebel SA (Belgium). His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2011.

Gérald Frère and Thierry de Rudder are brothers-in-law.

Juan Gallardo

Director, Monte Caucaso 915 – 4 piso, Col. Lomas de Chapultepec C.P., MX 11000 Mexico.

Juan Gallardo was appointed to Lafarge's Board of Directors in 2003. He has been Chairman of Grupo Embotelladoras Unidas S.A. de C.V. (Mexico) since 1985. He is a Director of Grupo Azucarero Mexico S.A., Mexicana de Aviacion, IDEA S.A., Grupo Mexico S.A. de C.V. (Mexico) and Caterpillar Inc. (US). He is a member of the Mexican Business Roundtable. He was previously a member of the International Advisory Council of Lafarge, President of the Fondo Mexico and Vice-President of Home Mart Mexico. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2012.

Jérôme Guiraud

Director, 4 Cork street, London W1S 3LB, United Kingdom.

Jérôme Guiraud was appointed to the Board of Directors in 2008. He graduated from *Hautes Études Commerciales* (HEC 1984 – Paris). Jérôme Guiraud is the Chief Executive Officer of NNS Capital and a Director of OCI (Orascom Construction Industries S.A.E). After spending 18 months at the French Embassy in Zagreb (Croatia) as deputy to the Attaché Commercial, he joined the Internal Audit Department of Société Générale, *l'Inspection Générale*, in 1986. From 1993 he has held various positions

abroad. He was first appointed Deputy Managing Director of the Spanish branch of Société Générale and Managing Director of the group's listed company in Madrid. He then joined SG Securities (London) as Equity Corporate Finance co-manager for the Eastern Europe/Middle East/African region. In 2000 he became Director and CEO of NSGB (National Société Générale Bank), a universal bank listed in Cairo. In 2004 he became Chairman of the Executive Board of the Société Générale Marocaine de Banques in Casablanca, Director of all the Moroccan group subsidiaries and Group representative on the Board of the Moroccan subsidiaries of Sanofi and TUI. He joined Orascom in 2008. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2011.

Bernard Kasriel

Director, 61, rue des Belles Feuilles, 75116 Paris, France.

Bernard Kasriel was appointed to the Board of Directors in 1989. He was Vice-Chairman of the Board from 1995 until 2005 and Chief Executive Officer of Lafarge from 2003 to 2005. He was previously Vice-Chairman and Chief Operating Officer from 1995 to 2003 and Chief Operating Officer between 1989 and 1994. He served as Senior Executive Vice-President from 1982 to 1989, President and Chief Operating Officer of National Gypsum (US) from 1987 to 1989 and has held various executive positions with the Group since he joined Lafarge in 1977. From 1975 to 1977, he served as Senior Executive Vice-President of the Société Phocéenne de Métallurgie, and from 1972 to 1974 as Chief Executive Officer of Braud. Mr Kasriel began his career in 1970 at the *Institut du Développement Industriel*. Mr Kasriel is a Director of L'Oréal, Arkema S.A. and Nucor (US). He has been a partner and member of the Board of LBO France since September 2006. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2009.

Pierre de Lafarge

Director, 8, rue des Gravières, 92521 Neuilly-sur-Seine Cedex, France.

Pierre de Lafarge was appointed to Lafarge's Board of Directors in 2007. He graduated from the *École des Mines de Nancy* (France). Pierre de Lafarge has terminated his career as Director of International Development for Kerneos, a subsidiary of the Materis group. He worked in the Group from 1972 to 2001, holding various positions. From 1992 to 1995, he was Vice-Chief Executive Officer for Lafarge Réfractaire then in charge of Development in Eastern Europe for Lafarge Mortier from 1996

to 2000, Director of Strategy and International Development for Lafarge Mortier from 2000 to 2001 and of the mortar activities of Materis from 2001 to 2003. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2011.

Michel Pébereau

Director, 3, rue d'Antin, 75002 Paris, France.

Michel Pébereau was appointed to Lafarge's Board of Directors in 1991. Michel Pébereau is Chairman of BNP Paribas and holds various executive positions in the subsidiaries of the Company. He was previously Chief Operating Officer and subsequently Chairman and Chief Executive Officer of Crédit Commercial de France from 1982 to 1993, Chairman and Chief Executive Officer of BNP then BNP Paribas from 1993 to 2003. He is a Director of Total, Saint-Gobain, EADS N.V. (Netherlands) and of Pargesa Holding (Switzerland), member of the Supervisory Board of AXA and non-voting Director of Galeries Lafayette. He is President of the *Institut de l'Entreprise* and President of the Supervisory Board of the *Institut Aspen France*. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2010.

Hélène Ploix

Director, 162, rue du Faubourg-Saint-Honoré, 75008 Paris, France.

Hélène Ploix was appointed to Lafarge's Board of Directors in 1999. Mrs Ploix is Chairman of Pechel Industries SAS and Pechel Industries Partenaires SAS. She was previously Deputy Chief Executive Officer of Caisse des Dépôts et Consignations (France) and Chairman and Chief Executive Officer of CDC Participations from 1989 to 1995, Chairman of the Caisse Autonome de Refinancement and Chairman of the Supervisory Board of CDC Gestion. She previously served as Special Counsel for the single currency at KPMG Peat Marwick from 1995 to 1996 and as Director of Alliance Boots Plc. (UK) from 2000 to July 2007. She is a member of the Supervisory Board of Publicis Groupe, a non-executive Director of BNP Paribas, Ferring S.A. (Switzerland) and Completel N.V. (Netherlands). At Pechel Industries Partenaires, she is also a Director of non-listed companies. Her term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2012.

Michel Rollier

Director, 23, place des Carmes-Déchaux, 63000 Clermont-Ferrand.

Michel Rollier was appointed to Lafarge's Board of Directors in 2008. He graduated from the *Institut d'Études Politiques* (1967) and the Université de Droit de Paris (1968). He has been Managing Partner of the Compagnie Générale des Établissements Michelin since May 2005. He previously held several positions with Aussedat-Rey (International Paper Group) starting in 1971, including controller until 1982, Unit Operational Manager from 1982 to 1987, Chief Financial Officer between 1987 and 1994 and Deputy Managing Director from 1994 to 1996. Mr Rollier joined Michelin as Chief Legal Officer and Head of Financial Operations. He was appointed member of the Michelin Group Executive Council and Chief Financial and Legal Officer in 1999. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2011.

Thierry de Rudder

Director, avenue Marnix 24, 1000 Bruxelles, Belgium.

Thierry de Rudder was appointed to Lafarge's Board of Directors in January 2008. He is a graduate in Mathematics from the University of Geneva and the Université Libre de Bruxelles and has an MBA from Wharton School in Philadelphia. He acts as Executive Director of Groupe Bruxelles Lambert which he joined in 1986. He previously held various positions in New York and in Europe with Citibank which he joined in 1975. He is currently a Director of Compagnie Nationale à Portefeuille and Suez-Tractebel in Belgium and of Imerys, GDF-Suez and Total in France. His term of office will expire at the General Meeting called to approve the financial statements for fiscal year 2011.

Gérald Frère and Thierry de Rudder are brothers-in-law.

Nassef Sawiris

Director, Nile City South Tower, 2005 A Corniche El Nil, Cairo 11221, Egypt.

Nassef Sawiris was appointed to Lafarge's Board of Directors in January 2008. He graduated in Economics from the University of Chicago. Since 1998, Nassef Sawiris has been Chief Executive Officer of the OCI Group (Orascom Construction Industries S.A.E). He is also a Director of the Dubai International Financial Exchange (Nasdaq DIFX), of Besix (Belgium) and of NNS Holding (Luxembourg). His term of office will expire at the General Meeting approving financial statements for fiscal year 2011.

SUMMARY TABLE ON THE RELATING TO THE DIRECTORS INFORMATION

NAMES	POSITION (APPOINTMENT/ RENEWAL/ TERMINATION OF THE POSITION)	POSITIONS AND OTHERS OFFICES IN FRENCH OR FOREIGN COMPANIES OVER THE LAST FIVE YEARS	NUMBER OF LAFARGE SHARES HELD
Mr Bruno Lafont (born on June 8, 1956)	Appointment as Director of Lafarge in 2005. Termination of the position after the General Meeting called to approve the financial statements for 2012. Chief Executive Officer since January 2006. Chairman and Chief Executive Officer since May 2007.	<i>Current positions:</i> In France: Director of Lafarge Director of EDF Positions in various subsidiaries of the Group: Cementia Holding AG Lafarge India Private Limited Lafarge North America Inc. Lafarge Shui On Cement Limited <i>Positions over the last five years and no longer exercised in France and abroad:</i> Positions in various subsidiaries of the Group	24,006
Mr Oscar Fanjul (born on May 20, 1949)	Appointment as Director of Lafarge in 2005. Termination of the position after the General Meeting called to approve the financial statements for 2012.	<i>Current positions:</i> In France: Director and Vice-Chairman of the Board of Lafarge Director of Areva Abroad: Vice-Chairman of Omega Capital, SL (Spain) Director of Marsh & McLennan Companies (USA) Director of the London Stock Exchange (United Kingdom), Director of Acerinox (Spain) <i>Positions over the last five years and no longer exercised:</i> Abroad: Director of Unilever Director of Colonial	6,193
Mr Jean-Pierre Boisivon (born on June 25, 1940)	Appointment as Director of Lafarge in 2005. Termination of the position after the General Meeting called to approve the financial statements for 2009.	<i>Current positions:</i> In France: Director of Lafarge Director of GSE Director of OPTIMUS Manager of SEFE SARL <i>Positions over the last five years and no longer exercised:</i> In France: Manager of S4E SARL	1,678
Mr Michel Bon (born on July 5, 1943)	Appointment as Director of Lafarge in 1993. Termination of the position after the General Meeting called to approve the financial statements for 2012.	<i>Current positions:</i> In France: Director of Lafarge Director of Sonepar Chairman of the Supervisory Board of Éditions du Cerf Chairman of the Supervisory Board of Devoteam Director of Provimi Abroad: Director of SONAE (Portugal) Director of Myriad (Switzerland) Director of Cie Européenne de Téléphonie (Luxembourg) <i>Positions over the last five years and no longer exercised:</i> In France: Director of Editis until 2009 Censor of Asterop until 2008 Director of Banque Transatlantique until 2007 Director of Orsid SAS until 2005	5, 552

COMPOSITION OF THE BOARD OF DIRECTORS

NAMES	POSITION (APPOINTMENT/ RENEWAL/ TERMINATION OF THE POSITION)	POSITIONS AND OTHERS OFFICES IN FRENCH OR FOREIGN COMPANIES OVER THE LAST FIVE YEARS	NUMBER OF LAFARGE SHARES HELD
Mr Philippe Charrier (born on August 2, 1954)	Appointment as Director of Lafarge in 2005. Termination of the position after the General Meeting called to approve the financial statements for 2012.	<i>Current positions:</i> In France: Director of Lafarge Vice-President, Chief Executive Officer and Director of Cœnobiol Chairman of the Supervisory Board of Spotless Group Chairman of the Board of Directors of Alphident and Dental Emco S.A. (subsidiary of Alphident) Director of Rallye <i>Positions over the last five years and no longer exercised:</i> In France: Chairman of Entreprise et Progrès until 2009. Chairman and Chief Executive Officer of Procter & Gamble in France from 1999 to 2006	3,368
Mr Bertrand Collomb (born on August 14, 1942)	Appointment as Director of Lafarge in 1987. Termination of the position after the General Meeting called to approve the financial statements for 2012. Honorary Chairman of Lafarge.	<i>Current positions:</i> In France: Director of Lafarge Director of Total Abroad: Director of Atco Ltd. (Canada) Director of DuPont (USA) <i>Positions over the last five years and no longer exercised in France and abroad:</i> Positions in various subsidiaries of the Group Director of Vivendi Universal until 2005 (France) Director of Unilever until 2006 (Netherlands)	112,942
Mr Philippe Dauman (born on March 1, 1954)	Appointment as Director of Lafarge in 2007. Termination of the position after the General Meeting called to approve the financial statements for 2010.	<i>Current positions:</i> In France: Director of Lafarge Abroad: Chief Executive Officer of Viacom Inc. (USA) Director of National Amusements Inc. (USA) <i>Positions over the last five years and no longer exercised:</i> Abroad: Co-Chairman of the Board of Directors and Managing Director of DND Capital Partners LLC (USA) Director of Lafarge North America from 1997 to 2006 (USA)	1,143

NAMES	POSITION (APPOINTMENT/ RENEWAL/ TERMINATION OF THE POSITION)	POSITIONS AND OTHERS OFFICES IN FRENCH OR FOREIGN COMPANIES OVER THE LAST FIVE YEARS	NUMBER OF LAFARGE SHARES HELD
<p>Mr Paul Desmarais Jr (born on July 3, 1954)</p>	<p>Appointment as Director of Lafarge in 2008. Termination of the position after the General Meeting called to approve the financial statements for 2011.</p>	<p><i>Current positions:</i></p> <p>In France: Director of Lafarge Director of Total S.A. Director of GDF-Suez</p> <p>Abroad: Chairman of the Board and Co-Chief Executive Officer of Power Corporation of Canada Chairman of the Executive Committee, Co-Chief Executive Officer and Director of Power Financial Corporation (Canada) Vice-Chairman of the Board of Directors and Deputy Managing Director of Pargesa Holding (Switzerland) Director and member of the Executive Committee of Great-West, Compagnie d'assurance-vie (Canada) Director and member of the Executive Committee of Great-West Life & Annuity Insurance Company (USA) Director and member of the Executive Committee of Great-West Lifeco Inc. (Canada) Director and member of the Executive Committee of Groupe Bruxelles Lambert S.A. (Belgium) Director and member of the Executive Committee of Groupe Investors Inc. (Canada) Director and member of the Executive Committee of London Insurance Group Inc. Director and member of the Executive Committee of London Life Compagnie d'assurance-vie (Canada) Director and member of the Executive Committee of Mackenzie Inc. Director and member of the Executive Committee of Canada Life Assurance Company (Canada) Director and member of the Executive Committee of Canada Life Financial Corporation (Canada) Director and member of the Executive Committee of Canada Life Capital Corporation (Canada) Director and member of the Executive Committee of Power Corporation International Director of Gesca Ltée Director of Les Journaux Trans-Canada Director of La Presse Ltée Director of Power Communications Inc. Member of the Board of Directors of Putnam Investments LLC Director of Power Financial B.V. President of the Advisory Board of Sagard Private Equity Partners</p> <p><i>Positions over the last five years and no longer exercised:</i></p> <p>In France: Vice-Chairman of the Board of Imérys</p> <p>Abroad: Director of GWL Properties until 2007 Chairman of Power Financial Corporation (Canada)</p>	<p>6,715</p>

COMPOSITION OF THE BOARD OF DIRECTORS

NAMES	POSITION (APPOINTMENT/ RENEWAL/ TERMINATION OF THE POSITION)	POSITIONS AND OTHERS OFFICES IN FRENCH OR FOREIGN COMPANIES OVER THE LAST FIVE YEARS	NUMBER OF LAFARGE SHARES HELD
<p>Mr Gérald Frère (born on May 17 1951)</p>	<p>Appointment as Director of Lafarge in 2008. Termination of the position after the General Meeting called to approve the financial statements for 2011.</p>	<p><i>Current positions:</i> In France: Director of Lafarge Director of Pernod-Ricard Abroad: Chairman of the Board of Directors of Compagnie Nationale à Portefeuille S.A. (CNP) (Belgium) Chairman of the Board of Directors of Filux S.A. (Luxembourg) Chairman of the Board of Directors of Gesecalux S.A. (Luxembourg) Chairman of the Board of Directors of Stichting Administratie Kantoor Bierlaire (Netherlands) Chairman of the Board of Directors of RTL Belgium Vice-Chairman of the Board of Directors of Pargesa Holding S.A. (Switzerland) Chairman of the Board of Directors and Deputy Managing Director of the Haras de la Bierlaire S.A. (Belgium) Chairman of the Executive Committee and Deputy Managing Director of Groupe Bruxelles Lambert S.A. (Belgium) Chairman of the Compensation and Appointment Committee of Compagnie Nationale à Portefeuille S.A. (CNP) (Belgium) Chairman of the Compensation Committee of the Banque Nationale de Belgique (Belgium) Deputy Managing Director of Financière de la Sambre S.A. (Belgium) Deputy Managing Director of Frère-Bourgeois S.A. (Belgium) Director of Power Financial Corporation (Canada) Director of Erbe S.A. (Belgium) Director of ASBL Fonds Charles-Albert Frère (Belgium) Director of Stichting Administratie Kantoor Frère-Bourgeois (Netherlands) Director of Suez-Tractebel S.A. (Belgium) “<i>Commissaris</i>” of Frère-Bourgeois Holding B.V. (Netherlands) “<i>Commissaris</i>” of Frère-Bourgeois Holding N.V. (Netherlands) “<i>Commissaris</i>” of Parjointco N.V. (Netherlands) “<i>Régent</i>” of the Banque Nationale de Belgique (Belgium) Member of the Budget Committee of the Banque Nationale de Belgique Member of the Compensation Committee of the Power Financial Corporation (Canada) Member of the Related Parties and Conduct Review Committee of Power Financial Corporation (Canada) Member of the Supervisory Board of the Financial Services Authority (Belgium) Honorary consul of France (Belgium) Manager Agriger Sprl (Belgium) Manager Gbl Energy SARL (Luxembourg) Manager Gbl Verwaltung SARL (Luxembourg)</p>	<p>1,143</p>

NAMES	POSITION (APPOINTMENT/ RENEWAL/ TERMINATION OF THE POSITION)	POSITIONS AND OTHERS OFFICES IN FRENCH OR FOREIGN COMPANIES OVER THE LAST FIVE YEARS	NUMBER OF LAFARGE SHARES HELD
Mr Juan Gallardo (born on July 28, 1947)	Appointment as Director of Lafarge in 2003. Termination of the position after the General Meeting called to approve the financial statements for 2012.	<i>Current positions:</i> In France: Director of Lafarge Abroad: Chairman of the Board of Directors of Grupo Embotelladoras Unidas, S.A. de C.V. (Mexico) Director of Grupo Azucarero Mexico S.A. (Mexico) Director of Mexicana de Aviacion (Mexico) Director of IDEA S.A. (Mexico) Director of Grupo Mexico S.A. de C.V. (Mexico) Director of Caterpillar Inc. (USA) <i>Positions over the last five years and no longer exercised:</i> In France: Member of the International Advisory Board of Lafarge Member of the International Advisory Board of Textron Inc. Abroad: President of Fondo Mexico from February 1989 to March 2005	1,500
Mr Jérôme Guiraud (born on January 7, 1961)	Appointment as Director of Lafarge in 2008. Termination of the position after the General Meeting called to approve the financial statements for 2011.	<i>Current positions:</i> In France: Director of Lafarge Abroad: Chief Executive Officer of NNS Capital (United Kingdom) Director of Orascom Construction Industries S.A.E (Egypt) <i>Positions over the last five years and no longer exercised:</i> Abroad: Chairman of the Executive Board of Société Générale Marocaine de Banque (Morocco) and Director of Morocco subsidiaries of the Groupe Société Générale from 2004 to 2008 (Morocco) Director of Maphars (Morocco subsidiary of Sanofi-Aventis) from 2006 to 2008 Director of JET4YOU (Morocco subsidiary of TUI) from 2006 to 2008	3,948
Mr Bernard Kasriel (born on May 7, 1946)	Appointment as Director of Lafarge in 1989. Termination of the position after the General Meeting called to approve the financial statements for 2009.	<i>Current positions:</i> In France: Director of Lafarge Director of L'Oreal Director of Arkema Partner and member of the Executive Board of LBO France Abroad: Director of Nucor (USA) <i>Positions over the last five years and no longer exercised in France and abroad:</i> Positions in various subsidiaries of the Group Director of Sonoco Products Company (USA) until 2007	49,220
Mr Pierre de Lafarge (born on September 26, 1946)	Appointment as Director of Lafarge in 2007. Termination of the position after the General Meeting called to approve the financial statements for 2010.	<i>Current positions:</i> In France: Director of Lafarge <i>Positions over the last five years and no longer exercised:</i> In France: Director of international development for Kerneos, retired since July 1, 2008	30,354

COMPOSITION OF THE BOARD OF DIRECTORS

NAMES	POSITION (APPOINTMENT/ RENEWAL/ TERMINATION OF THE POSITION)	POSITIONS AND OTHERS OFFICES IN FRENCH OR FOREIGN COMPANIES OVER THE LAST FIVE YEARS	NUMBER OF LAFARGE SHARES HELD
<p>Mr Michel Pébereau (born on January 23, 1942)</p>	<p>Appointment as Director of Lafarge in 1991. Termination of the position after the General Meeting called to approve the financial statements for 2010.</p>	<p><i>Current positions:</i> In France: Director of Lafarge Chairman of the Board of Directors of BNP Paribas and various executive positions in the Group's subsidiaries Director of Compagnie de Saint-Gobain Director of Total Member of AXA Supervisory Board Censor of the Société Anonyme des Galeries Lafayette Abroad: Director of EADS N.V. (Netherlands) Director of Pargesa Holding S.A. (Switzerland) Member of the Supervisory Board of the Banque Marocaine pour le Commerce et l'Industrie (Morocco) Director of BNP Paribas S.A. (Switzerland) <i>Positions over the last five years and no longer exercised:</i> Abroad: Director of BNP Paribas UK Holdings Ltd. until 2005 (United Kingdom)</p>	3,080
<p>Mrs Hélène Ploix (born on September 25, 1944)</p>	<p>Appointment as Director of Lafarge in 1999. Termination of the position after the General Meeting called to approve the financial statements for 2012.</p>	<p><i>Current positions:</i> In France: Director of Lafarge Director of BNP Paribas Member of the Supervisory Board of Publicis Groupe Chairman of Pechel Industries Partenaires SAS Chairman of Pechel Services SAS Director of Ypso Holding S.A. (as legal representative of Pechel Industrie Partenaires) Manager of Hélène Ploix SARL, Manager of HMJ (Hélène Marie Joseph) SARL Manager of Sorepe Société Civile Abroad: Director of Ferring S.A. (Switzerland) Director of Completel N.V. (Netherlands) <i>Positions over the last five years and no longer exercised:</i> In France: Chairman of Pechel Services SAS Various positions as Director in relation with her position in Pechel Industries Partenaires (Xiring, Quinette Gallay, CVGB-Dourthe Kressman S.A., HFR6 S.A., SVP Management et Participations S.A.) Abroad: Director of Alliance Boots Plc. (United Kingdom) from 2000 to 2007</p>	2,883
<p>Mr Michel Rollier (born on September 19, 1944)</p>	<p>Appointment as Director of Lafarge in 2008. Termination of the position after the General Meeting called to approve the financial statements for 2011.</p>	<p><i>Current positions:</i> In France: Director of Lafarge Director of Moria Managing Partner of the Compagnie Générale des Établissements Michelin Abroad: Managing Partner of la Compagnie Financière Michelin (Switzerland)</p>	1,758

NAMES	POSITION (APPOINTMENT/ RENEWAL/ TERMINATION OF THE POSITION)	POSITIONS AND OTHERS OFFICES IN FRENCH OR FOREIGN COMPANIES OVER THE LAST FIVE YEARS	NUMBER OF LAFARGE SHARES HELD
Mr Thierry de Rudder (born on September 3, 1949)	Appointment as Director of Lafarge in 2008. Termination of the position after the General Meeting called to approve the financial statements for 2011.	<p><i>Current positions:</i></p> <p>In France:</p> <ul style="list-style-type: none"> Director of Lafarge Director of GDF-Suez Director of Imerys Director of Total S.A. <p>Abroad:</p> <ul style="list-style-type: none"> Deputy Managing Director of Groupe Bruxelles Lambert (Belgium) Various positions as Director in relation with his position in the Groupe Bruxelles Lambert (Brussels Securities, GBLTreasury Center, GBL Participations, Sagerpar, GBL Energy Sarl, GBL Verwaltung Sarl, GBL Verwaltung GmbH) Director of the Compagnie Nationale à Portefeuille S.A. (Belgium) Director of Suez-Tractebel S.A. (Belgium) <p><i>Positions over the last five years and no longer exercised:</i></p> <p>In France:</p> <ul style="list-style-type: none"> Director of SI Finance until 2005 <p>Abroad:</p> <ul style="list-style-type: none"> Various positions as Director in relation with his position in the Groupe Bruxelles Lambert (GBL Finance SA until 2009 and Immobilière Rue de Namur until 2007) 	5,842
Mr Nassef Sawiris (born on January 19, 1961)	Appointment as Director of Lafarge in 2008. Termination of the position after the General Meeting called to approve the financial statements for 2011.	<p><i>Current positions:</i></p> <p>In France:</p> <ul style="list-style-type: none"> Director of Lafarge <p>Abroad:</p> <ul style="list-style-type: none"> Chief Executive Officer, and Director of Orascom Construction Industries S.A.E (OCI) (Egypt) Director of Besix (Belgium) Director of NNS Holding (Luxembourg) Director of Nasdaq DIFX (Dubai International Stock Exchange) (United Arab Emirates) Director and General Manager of several subsidiaries of OCI Group (Egypt) Chairman of ECC (Egyptian Cement Company) and positions in various subsidiaries of the Group <p><i>Positions over the last five years and no longer exercised:</i></p> <p>Abroad:</p> <ul style="list-style-type: none"> Director of OBMH (Orascom Building Material Holding S.A.E) 	1,143 (this figure does not take into account the shares owned by NNS Holding Sàrl) (See Section 6 – Major Shareholders in the Annual Report 2009 (Document de Référence))

Practical Questions

To summarize, in order to participate in the Ordinary Shareholders' Meeting on Thursday, May 6, 2010, you need to:

- be a shareholder of Lafarge;
- request your admission card to attend in person and vote at the Shareholders' Meeting or give instructions to vote by mail or be represented at the Shareholders' Meeting.

Do I need to block my shares to be able to vote?

You do not need to block your shares before the Shareholders' Meeting to be able to vote on the resolutions. You only need to prove you are a shareholder on Monday, May 3, 2010, (0.00 Paris time) at the latest.

What do I need to do to prove that I am a shareholder?

If you hold registered shares, your account registration is enough to prove that you are a shareholder. You do not have to perform any special formality.

If you hold bearer shares, your financial intermediary has to prove that you are a shareholder through a certificate of holding when sending your voting form to BNP Paribas Securities Services, which is Lafarge's clearing bank.

How do I know if my financial intermediary has been informed that the Lafarge shares are not blocked?

Your financial intermediary was informed by an announcement published in the French mandatory legal notices bulletin (BALO) on March 29, 2010 and by a letter that he received from BNP Paribas Securities Services.

What is the difference between a registered and a bearer share?

The Lafarge registered shares can be either on issuer account (your securities account is opened with BNP Paribas Securities Services, since Lafarge delegated the management of issuer account shares to this service provider), or managed account (your securities account is opened with your financial intermediary). In both cases, Lafarge knows who the holders of the shares

are, and your contact for the Shareholders' Meeting is BNP Paribas Securities Services.

The shares are bearer shares when Lafarge does not know who holds them. Your securities account is opened with your financial intermediary, who is your contact for the Shareholders' Meeting.

Can I receive the notice of meeting through the Internet?

The regulations allow the company to use the Internet to communicate with its shareholders. However, they require the company to obtain the prior written consent of interested shareholders.

Holders of registered shares can use the document request form on page 46 to give us their permission and e-mail address in order to receive our notice of meeting over the Internet.

If you then change your mind and decide to once again receive your notice by mail, you only need to inform us by certified letter with return receipt addressed to:

LAFARGE
Service des Relations avec les Actionnaires
61, rue des Belles Feuilles
BP 40 – 75782 Paris Cedex 16.

Can I receive more than one voting form? If so, why?

If you receive more than one voting form, this indicates that you hold Lafarge shares in several different accounts. Then you need to fill out and return each voting form received.

Where do I send in my voting form?

To BNP Paribas Securities Services for your registered shares. To the financial intermediary administering your shares in the case of bearer shares.

What is the deadline for sending in my voting form?

The voting form must be returned no later than Wednesday, May 5, 2010, at 3.00 p.m. (Paris time), the deadline by which BNP Paribas Securities Services must be notified of your intentions. However, if you hold bearer shares, we advise that you check with your financial intermediary, since he may require more time to forward your instructions to BNP Paribas Securities Services.

What do I need to attend and participate in Lafarge's Shareholders' Meeting?

If you want to attend the Shareholders' Meeting and vote, you must arrive on the day of the Shareholders' Meeting with your admission card that you will have requested previously using the voting form (check box A).

From whom shall I request the admission card to attend the Shareholders' Meeting?

If you are a registered shareholder, ask BNP Paribas Securities Services by using the pre-paid envelope provided. If you hold bearer shares, ask the financial intermediary (bank, brokerage firm, on-line broker) with whom you have your securities account.

In both cases, you only need to check box A of the voting form and sign at the bottom of the form.

Who can vote at the Shareholders' Meeting?

All persons holding Lafarge shares on the date of Monday, May 3, 2010 (0.00 Paris time), who can present valid proof of ownership.

What are the terms by which resolutions are adopted?

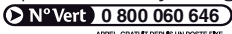
For ordinary matters, the Shareholders' Meeting can deliberate at the first convocation only if the shareholders present or represented hold at least 20% of the voting shares. No quorum is required for a second convocation. To be adopted, the resolutions must be approved by the majority (50% +1) of the votes present and represented at the Shareholders' Meeting.

For extraordinary matters, the required quorum is 25% of the voting rights at the first convocation and 20% of voting rights at the second convocation. To be adopted, the resolutions must be approved by two-thirds of the votes present and represented at the Shareholders' Meeting.

Where can I find the voting results on resolutions after the Shareholders' Meeting is concluded?

The voting results on each resolution are available on our Internet site, www.lafarge.com, approximately 48 hours after the Shareholders' Meeting.

How can I opt for the flat tax rate before payment of the dividend voted at the Shareholders' Meeting?

Individuals who are tax residents of France can, starting in 2008, opt for a flat rate of 18% for taxation of dividends instead of taxable band rates (*impôt sur le revenu*). Opting for the flat tax rate means that the 40% deduction, the 3,050 euros tax allowance for a married couple filing a joint tax return (1,525 for a single taxpayer) and the tax credit (capped at 230 euros for a couple filing a joint tax return or 115 euros for a single taxpayer) will no longer apply. The form "Option for the taxation of dividends" (*Mode d'imposition des dividendes*) enables you to exercise this option. It is available upon demand by calling the toll free number  (for calls from France only) or +33 1 55 77 61 00, and is also available on the website www.gisnomi.bnpparibas.com or <https://gisnomi.bnpparibas.com>. The form must be returned to BNP Paribas Securities Services no later than June 25, 2010.

Who should I contact?

To obtain additional information:

You can obtain additional information by using the document request form on page 46 of this notice of meeting brochure, by sending it in directly to Lafarge's head office at:

LAFARGE, Service des Relations avec les Actionnaires,
61, rue des Belles Feuilles,
BP 40 – 75782 Paris Cedex 16.

If, owing to your particular situation, you need additional information or copies of the notice of meeting, please contact:

LAFARGE, Service des Relations avec les Actionnaires,
61, rue des Belles Feuilles,
BP 40 – 75782 Paris Cedex 16.
Telephone: toll free number



(for calls from France only)

Fax: +33 (0)1 44 34 12 37.

E-mail:

actionnaires.individuels@lafarge.com

Or visit:

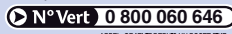
www.lafarge.com,
(shareholders section)

To participate in the Shareholders' Meeting:

- Contact BNP Paribas Securities Services if your shares are registered (to request your admission card).

BNP Paribas Securities Services
Les Grands Moulins de Pantin
G.C.T. Service aux Émetteurs /
Assemblée LAFARGE
9, rue du Débarcadère
93761 Pantin cedex 09- France

Telephone: toll free number



(for calls from France only)

or +33 (0)1 55 77 61 00

Fax: +33 (0)1 55 77 34 17.

- Contact your financial intermediary if your shares are in bearer form (to request and return your voting form and to request your admission card).

Documents request form



Ordinary Shareholders' Meeting
Thursday, May 6, 2010
at 5.00 p.m. at the Carrousel du Louvre

To be returned directly to the head office:

LAFARGE

Service des Relations avec les Actionnaires

61, rue des Belles Feuilles – BP 40

75782 Paris Cedex 16

M. Mrs Ms

Last name:

First name:

Full address:

.....

- **I own registered or bearer shares** ⁽¹⁾ and pursuant to the provisions of Article R.225-88 of the French Commercial Code, I am requesting Lafarge to send me all documents and information concerning the General Shareholders' Meeting of May 6, 2010, as listed in Article R.225-83 of the French Commercial Code.

Documents requested *in French* *in English*

- **As the holder of registered shares**, I am also requesting, pursuant to Article R.225-88 paragraph 3 of the French Commercial Code, that the documents and information mentioned in Articles R.225-81 and R.225-83 of the same French Commercial Code be sent to me for each subsequent Shareholders' Meeting.

Documents requested *in French* *in English*

The regulations allow the Company to use the Internet to communicate with its shareholders. However, they require the Company to obtain prior written consent from the shareholders.

- **I am a holder of registered shares and I would like to receive the notice of meeting brochure by Internet** (notice of meeting and postal voting form or proxy form) for all future Shareholders' Meetings to be held ⁽²⁾.

in French *in English*

My email address is:

Date: 2010

Signature

(1) In this case, please attach a copy of the statement of holdings issued by your financial intermediary.

(2) Should you subsequently change your mind, and wish to receive the notice of meeting by mail, simply inform us by registered mail with return receipt at the following address:
 LAFARGE - Service des Relations avec les Actionnaires – 61, rue des Belles Feuilles – BP40 – 75782 Paris Cedex 16 – France.





Front cover:
Rhône river banks built using Artevia®
Relief in Lyon, France.
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Domaine de la Baucasse, France.
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www.lafarge.com

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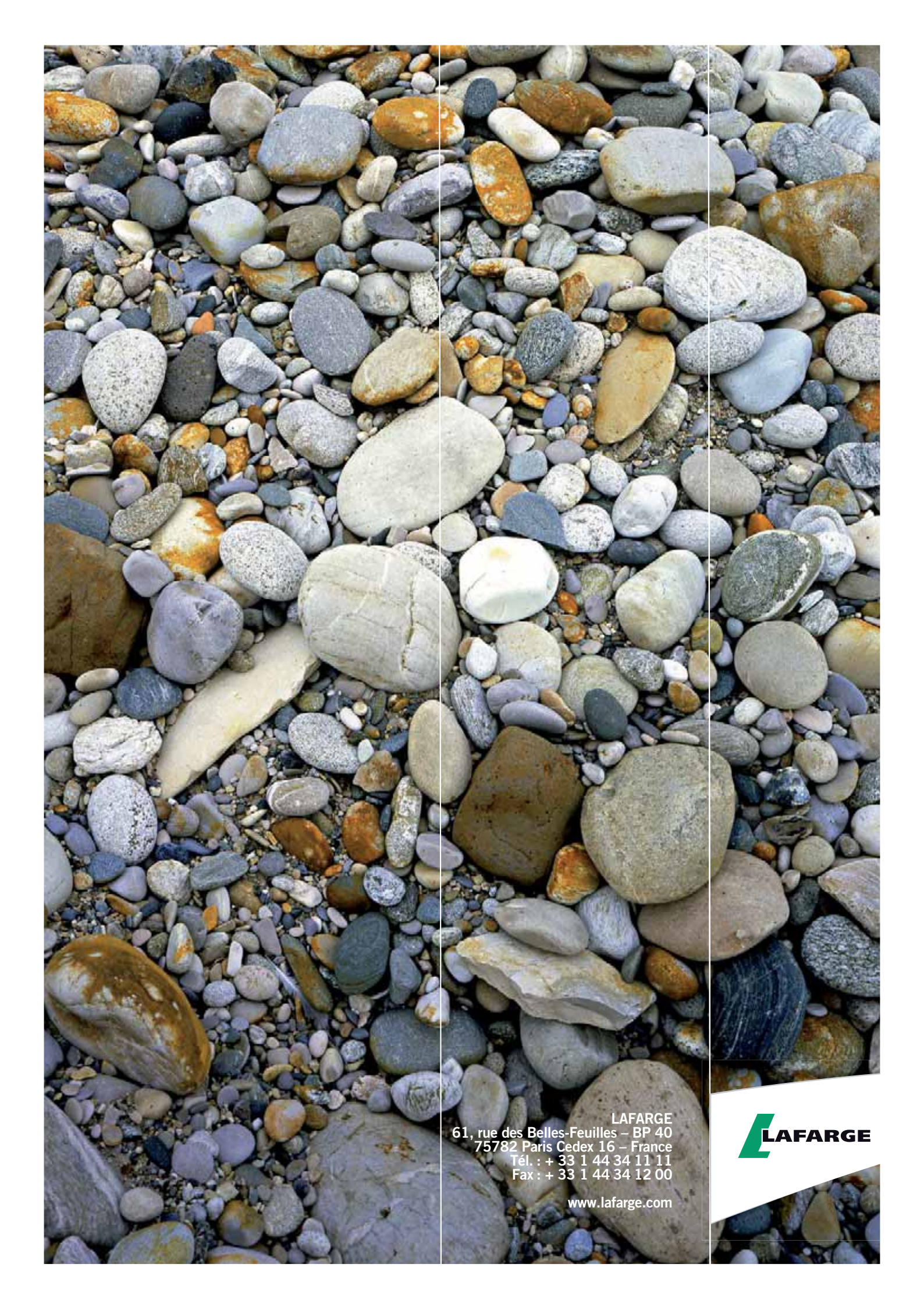
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www.lafarge.com

