

LAFARGE
Société anonyme with a share capital of €780,946,136
Registered office: 61 rue des Belles Feuilles, 75116 Paris
542 105 572 Company Register Number (RCS) Paris
Siret Number: 542 105 572 00615

NOTICE OF MEETING CONSTITUTING NOTICE OF CONVOCATION

Ladies and Gentlemen, shareholders of Lafarge, are to convene in an Extraordinary Shareholders' Meeting on Tuesday, March 31 at 10:30am (for the first convocation) at the Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris, for the purpose of considering the following agenda and draft resolutions:

AGENDA

1. Delegation of competence to the Board of Directors to issue shares of the Company with shareholders' preemptive subscription rights maintained (1st resolution)
2. Decision to terminate delegations relative to capital increases (2nd resolution)
3. Delegation of competence to the Board of Directors to issue shares of the Company to the participants in a company savings plan (*plan d'épargne d'entreprise*) (3rd resolution)
3. Powers for formalities (4th resolution)

PRESENTATION OF THE DRAFT RESOLUTIONS

You will find below the proposed resolutions that will be submitted to the Lafarge shareholders at the next Extraordinary Shareholders' Meeting on March 31, 2009.

The resolutions are preceded by an introductory paragraph explaining the reasons for each proposed resolution. All of these introductory paragraphs, together with indications on the management of the Company that will be mentioned in the convocation brochure for the Meeting, form the report from the Board of Directors to the Meeting.

Delegation of competence to the Board of Directors to issue shares of the Company, with shareholders' preemptive subscription rights maintained, and decision to terminate delegations relative to capital increases

As announced on February 20, 2009, the Company has decided on the principle that, subject to the approval of the necessary resolution by the shareholders in an Extraordinary Shareholders' Meeting, it would launch a capital increase, with shareholders' preemptive subscription rights maintained, for an amount of €1.5 billion. This capital increase, together with other measures previously announced, would allow Lafarge to repay the first two tranches (tranches A1 and A2, totaling €2.6 billion) of the credit line that was concluded in connection with the financing of the acquisition of the cement activities of the Orascom group.

The first resolution gives the necessary delegation of competence to the Company to launch and perform the capital increase with shareholders' preemptive subscription rights maintained. The resolution provides that the capital increase may not exceed a total maximum nominal amount of €1,500 million, i.e., 375 million shares. This maximum amount is greater than the maximum amounts usually proposed to the shareholders, but is justified by the exceptional and non-recurring nature of the planned transaction.

Consequently, the second resolution would terminate the delegations granted by the 12th, 13th and 14th resolutions of the Combined Shareholders' Meeting of May 3, 2007, with respect to issuances, with or without preemptive subscription rights, of all equity securities giving immediate access to equity or

access over time, which the Board of Directors has not yet used, and for which new drafts will be submitted at the next annual shareholders' meeting.

FIRST RESOLUTION

Delegation of competence to the Board of Directors to issue shares of the Company, maintaining shareholders' preemptive subscription rights

The Shareholders' Meeting, voting with the quorum and majority required for extraordinary shareholders' meetings, after reading the report of the Board of Directors and the special report from the statutory auditors, and voting in accordance with the provisions of Articles L. 225-129 et seq. of the Commercial Code, notably Article L. 225-129-2 of said Code:

- *hereby delegates to the Board of Directors, with the option of sub-delegation as authorized by law and the by-laws (statuts), the authority to decide one or more capital increases of the Company, within the proportions and at the times so decided by the Board, through the issuance in France and/or abroad, in euros, foreign currencies or any monetary unit established by reference to several currencies, of ordinary shares, with the subscription of such shares being completed either through cash payment, through the offset of liquid and currently payable debt, or through the capitalization of reserves, profits or premiums;*
- *decides that the total amount of the capital increases that may be completed with this delegation may not be greater than a nominal amount of €1,500 million, i.e., 375 million shares, not including the adjustments that may be made as required by law;*
- *decides that the shareholders, in proportion to the number of shares they hold, have a preemptive right to subscribe to the securities issued under this resolution, and that the Board of Directors will have the right to allow shareholders to subscribe, on a reducible basis, a number of securities greater than that which they could preferentially subscribe on an irreducible basis, in proportion to the subscription rights they hold and, in any event, within the limit of their requests;*
- *decides that, if subscriptions, including subscriptions on an irreducible and, if applicable, reducible basis, do not absorb the entire capital increase, the Board of Directors may use the following rights, or certain of them, subject to applicable law and in whatever order it determines: offer to the public unsubscribed shares, in whole or in part, in France or abroad, limit the capital increase to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the capital increase decided upon or freely allot all or part of the unsubscribed shares.*

This delegation is given for a period of 26 months as of the date of this Meeting.

The Meeting delegates all powers to the Board of Directors, with the option of sub-delegation as authorized by law and the by-laws, to implement this delegation of competence, and notably to decide the capital increase, the amount, the dates and modalities of the capital increase, the issuance price and the amount of issuance premium that could be asked for, determine the way the shares will be paid for, if it deems appropriate, charge the costs of the capital increases to the amount of the premiums on these transactions and deduct from this amount the sums necessary to raise the legal reserve, make any adjustment in order to take into account the consequences of capital increases that would be made pursuant to this delegation, duly record the capital increases completed, amend the bylaws accordingly, accomplish all necessary formalities, conclude any agreement, notably in order to ensure successful completion of the planned capital increases and, generally, do whatever is necessary.

SECOND RESOLUTION

Decision to terminate delegations relative to capital increases

The Shareholders' Meeting, voting with the quorum and majority required for extraordinary shareholders' meetings, after reading the report of the Board of Directors, recognizing the adoption of the first resolution, decides to terminate the delegations granted by the twelfth, thirteenth and fourteenth resolutions of the combined shareholders' meeting of May 3, 2007.

Capital increase reserved to employees

The third resolution proposes to allow the Board to proceed with capital increases for a maximum amount of €23 million (i.e., less than 3% of the capital) reserved for the current and former employees of Lafarge who participate in a Company or Group savings plan or voluntary employee savings plan.

This resolution is in line with the willingness of the Company to share its development with the Group's employees, while creating a sense of belonging to the Company and trying to bring the Company's shareholders' interests and those of the employees closer together.

French law also requires that when any capital increase takes place, the shareholders' meeting must vote on a draft resolution for a capital increase reserved to employees.

The January 18, 2008 shareholders' meeting delegated to the Board the power to decide such capital increases. However, as French law requires that the shareholders' meeting must vote on such draft resolution as indicated above, such a draft resolution is presented to this meeting.

As of December 31, 2008, employees owned 1.34% of the share capital and 2.15% of the voting rights of Lafarge.

THIRD RESOLUTION

Delegation to the Board of Directors to issue shares of the Company to the participants in a company savings plan (plan d'épargne d'entreprise)

The Shareholders' Meeting, voting with the quorum and majority required for extraordinary shareholders' meetings, after reading the report from the Board of Directors and the special report of the statutory auditors, pursuant to Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the Commercial Code and Article L. 3332-18 et seq. of the Labor Code:

- *hereby delegates to the Board of Directors, with the option of sub-delegation as authorized by law and the by-laws, the powers necessary to increase the share capital, on one or more occasions, at the times and under the conditions it shall determine, by a maximum nominal amount of €23 million through the issuance of shares or securities giving access to the capital reserved for the current and former employees participating in a company savings plan (Plan d'Épargne d'Entreprise) or a Voluntary Employee Partnership Savings Plan (Plan Partenarial d'Épargne Salariale Volontaire) of the Company, and of the companies and groups affiliated with the Company as defined by Article L. 233-16 of the Commercial Code, or through the capitalization of reserves, profits or premiums and the allotment of free shares to said current and former employers;*
- *therefore delegates to the Board of Directors the powers to set the subscription price for the shares, determine the time frame for payment of the shares, determine that the issues may be made directly to the beneficiaries or through collective entities, subject to applicable law and regulations, if any;*

- *decides to eliminate in favor of said current and former employees the preemptive subscription rights of shareholders to the securities to be issued under this resolution, and to waive any right to the free shares allotted pursuant to this resolution (including to the part of reserves, profits or premiums capitalized because of the allotment of free shares made pursuant to this resolution); and*
- *decides that this delegation terminates the unused portion of any prior authorization granted for the same purpose.*

This authorization is granted for a period of 26 months from the date of this Meeting.

The Meeting delegates all powers to the Board of Directors, with the option of sub-delegation as authorized by law and the by-laws, to implement this resolution, execute all instruments, formalities and declarations, establish subject to applicable law the list of companies of which beneficiaries described above may subscribe for shares or securities giving access to the capital so issued or, if applicable, benefit from an allotment of free shares or securities giving access to the capital; determine that the subscriptions may be made directly by the participants in a company savings plan, or through a collective French regulated fund (fonds commun de placement d'entreprise), or through other collective structures or entities, subject to applicable law and regulations; determine the conditions (notably seniority requirements) that the beneficiaries will need to fulfill; determine the dates of opening and closing of the subscription period; set the amounts of issues to be made under the present authorization and in particular determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and date of eligibility for dividends of the securities (which may be retrospective), rules for scaling down in the event of oversubscription and any other terms and conditions of the issues, subject to applicable law and regulations; in the case of an allotment of free shares or securities giving access to the capital, determine the nature, characteristics and quantity of shares or securities giving access to the capital to be issued, the quantity to be allotted to each beneficiary, and determine the dates, time limits, and terms and conditions of the allotment of such shares or securities giving access to the capital subject to applicable laws and regulations, and make any adjustment, if applicable, in order to take into account the consequences of operations impacting the share capital; duly record the completion of capital increases made pursuant to this authorization, amend the bylaws accordingly and, if the Board deems it appropriate, decide to charge the costs of the capital increases against the premium arising thereon, and deduct from this premium the sums necessary to increase the legal reserve to one-tenth of the new share capital after each capital increase; conclude all agreements, notably in order to ensure successful completion of the planned capital increases, and, generally, do whatever is necessary.

Powers for formalities

The fourth resolution allows the performance of all formalities as required by law after the Shareholders' Meeting.

FOURTH RESOLUTION *Powers for formalities*

The Shareholders' Meeting, voting with the quorum and majority required for extraordinary shareholders' meetings, confers full powers on the bearer of an original, copy or extract of the minutes of the deliberations of such Extraordinary Shareholders' Meeting to perform all legal formalities and make all filings, announcements and declarations pursuant to applicable laws and regulations as a result of the decisions made under the terms of the preceding resolutions and/or complementary resolutions.

Any shareholder, whatever the number of shares he owns, may personally participate to this meeting or vote by post or by proxy.

Pursuant to Article R. 225-85 of the Commercial code, any shareholder may justify his right to participate to the shareholders' meeting through the recording of the securities in the name of the shareholder or of the intermediary registered on his behalf (pursuant to the seventh paragraph of Article L.228-1 of the Commercial Code), on the third business day preceding the meeting at 00:00, Paris time, i.e., March 26, 2009, at 00:00, Paris time (hereafter "D-3"), either in the nominative securities' accounts held by the company (or its representative) or in the bearer securities' accounts held by an authorized intermediary.

For the nominative shareholders, this recording on D-3 in the nominative securities' accounts is sufficient to allow them to attend the shareholders' meeting.

For the bearer shareholders, the recording of the securities in the bearer securities' accounts held by the financial intermediaries is evidenced by a participation certificate delivered by those intermediaries, which is attached to:

- the voting by post form, or
- the proxy, or
- the request of an admission card established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

The shareholders who wish to personally attend this meeting will have to make such a request by returning the voting form either directly to BNP Paribas Securities Services for the nominative shareholders, or to their financial intermediary for the bearer shareholders and will receive an admission card. A participation certificate will be delivered to them if they have not received their admission card on D-3, i.e., on March 26, 2009, at 00:00, Paris time.

In the event a shareholder cannot personally attend the meeting, he may choose between any of the following three possibilities:

- give a proxy to his spouse or any other shareholder;
- send a proxy to the company without indicating any representative;
- vote by post.

A convening notice including a voting by post form or voting by proxy form will be automatically addressed to all the nominative shareholders. The bearer shareholders will have contact the financial intermediary with whom their shares are registered in order to obtain the voting by post form or voting by proxy form. Pursuant to Article R.225-75 of the Commercial code any form request deposited or received at the registered office on March 25, 2009, at 00:00 (Paris time) at the latest, will be accepted.

The voting by post form or voting by proxy form, once duly completed, will have to be sent, at 3pm (Paris time) on the day preceding the meeting at the latest:

- 1) for the nominative shareholders, to the representative of the company: BNP Paribas Securities Services, GCT Service aux Emetteurs, Service Assemblée Lafarge, Immeuble Tolbiac, 75450 Paris Cedex 09 ; or
- 2) for the bearer shareholders, to their financial intermediary as soon as possible, so that he can send the form to BNP Paribas Securities Services, along with a participation certificate.

Any shareholder, who has already voted by post, sent a proxy or requested an admission card or a participation certificate, will not be able to choose any other way to participate to the meeting.

It will not be possible for this meeting to vote through videoconference or by way of telecommunications. Therefore no specific website as described in Article R.225-61 of the Commercial code will be set up for this purpose.

According to law, all the documents that must be communicated for the shareholders' meetings will be made available to the shareholders within the legal time limits at the registered office.

The requests relating to the addition of draft resolutions to the agenda by shareholders who meet the legal and regulatory conditions and, in particular, Article R.225-71 of the Commercial code, will need to be sent to the registered office, by registered letter with return receipt requested until the twenty-fifth day preceding the meeting, i.e., until March 6, 2009. The requests relating to the addition of draft resolutions to the agenda by the workers' council will need to be sent to the registered office, according to the conditions set forth in Article R.2323-14 of the Labor code, by registered letter with return receipt requested within ten days following this notice.

The text of the draft resolutions, that may be completed by a short explanation of their purpose, as well as, when the requests come from shareholders, a recoding certificate that evidence the possession or the representation by the authors of the request of the portion of the share capital that is requested pursuant to the above mentioned Article R.225-71.

In addition, the review by the shareholders of the draft resolutions as filed by the shareholders is subject to the communication by the authors of the request of the request of a new certificate evidencing the recording of securities in the same accounts on D-3.

This notice constitutes a notice of convocation, given that the agenda is not modified, in particular, following requests relating to the addition of draft resolutions by the shareholders or the workers' council.

The Board of Directors