

LAFARGE
Société anonyme with a share capital of €1,145,813,264
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 Ordinary Shareholders' Meeting on Thursday, May 6, 2010 at 17:00 p.m. (for the first convocation) at Carrousel du Louvre, 99 rue de Rivoli, 75001 Paris, for the purpose of considering the following agenda and draft resolutions:

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:

| Origins: | <i>(en euros)</i> |
|---|-------------------------|
| 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 | 2,533,237,407.29 |

* 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 that 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's 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 envelop is currently 609 796 euros and for nine years an increase has never been requested by your Board of Directors, 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 eighth 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 authorization granted under the fourteenth Resolution of the Combined 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 *Powers to carry formalities required under the laws after the General Meeting*

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.

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., May 3, 2010, 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 May 3, 2010, 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 April 30, 2010 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, Les Grands Moulins de Pantin, GCT - Services aux émetteurs / Assemblée Lafarge, 9 rue du débarcadère, 93761 Pantin cedex, France; 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 ("Lafarge - Projet de résolution pour l'Assemblée Générale", Lafarge, 61 rue des Belles Feuilles, 75 116 Paris, France), by registered letter with return receipt requested until the twenty-fifth day preceding the meeting, i.e., until

April 11, 2010. 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