

<b>DIRECTOR'S CHARTER</b>
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**PREAMBLE**

In accordance with the principles of corporate governance, a Director carries out his duties in good faith, in such a manner as, in his opinion, best advances the interests of the Company and applying the care and attention expected of a normally careful person in the exercise of such office.

**1. Competence**

Before accepting office, a Director must satisfy himself that he is acquainted with the general and specific obligations applying to him. He must, in particular, acquaint himself with the legal and statutory requirements, the Company by-laws (*statuts*), the current internal rules and any supplementary information that may be provided to him by the Board.

**2. Defending the corporate interest**

A Director must be an individual shareholder and hold such number of shares of the Company required by the articles of association (*statuts*), i.e., a number as representing in total a nominal value of at least 4,572 euros which amounts to 1,143 shares, recorded in the share register in nominal form; where he does not hold any shares at the time of taking office, he must take steps to acquire them within three months.

Every Director represents the body of shareholders and must in all circumstances act in their interest and in that of the Company.

**3. Conflicts of interest**

A Director is under the obligation to inform the Board of any situation involving a conflict of interests, even one of a potential nature, and must refrain from taking part in any vote on any resolution of the Board where he finds himself in any such conflict of interest situation.

**4. Diligence**

A Director must dedicate the necessary time and attention to his office, while respecting the legal requirements governing the accumulation of several company office appointments. He must be diligent and take part, unless impeded from doing so for any serious reason, in all meetings of the Board and, where necessary, of any Committee (as defined under article 2 above) to which he may belong.

**5. Information – Confidentiality**

A Director is bound by the obligation to keep himself informed for the purposes of being able to contribute in a useful manner on the matters for discussion on the Board agenda.

With regard to information not within the public domain and which he has acquired while in office, a Director must consider himself bound by a duty of professional secrecy, which goes beyond the simple obligation to maintain discretion as provided for by law.

## **6. Training**

Every Director may, in particular at the time of his election to the Board and where he deems it necessary so to do, take advantage of training on the specific features of the Company and the Group, its business activities, sector of activity, organization and particular financial circumstances.

## **7. Loyalty**

A Director is bound by an obligation of loyalty. He must not, under any circumstances, do anything liable to damage the interests of the Company or those of any of the other companies in the Group<sup>1</sup>. He may not personally take on any responsibilities, within any undertakings or businesses having any activity competing with those of Lafarge without first notifying the Board of Directors thereof.

## **8. Privileged information – transactions on shares**

A Director must not carry out any transactions involving Company shares except within the framework of the rules determined by the Company. He must make a statement to Lafarge concerning any transactions involving Lafarge shares carried out by him within five days of any such transaction.

## **9. Independence**

A Director undertakes in all circumstances to maintain his independence of thought, judgment, decision and action and will resist all pressure, of whatsoever kind or from whatsoever origin.

A Director undertakes to refrain from seeking or accepting from the Company, or any other company linked to it, either directly or indirectly, any personal benefits likely to be deemed to be of such a nature as might compromise his freedom of judgment.

## **10. Agreements in which Directors have an interest**

The Directors are obliged to inform the Chairman promptly of any relations that may exist between the companies in which they have a direct interest and the Company. The Directors must also, in particular, notify the Chairman of any agreement covered by article L. 225-38 et seq. of the French Commercial Code that either they themselves, or any company of which they are Directors or in which they either directly or indirectly hold a significant number of shares, have entered into with the Company or any of its subsidiaries.

These provisions do not apply to agreements made in the ordinary course of business.

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<sup>1</sup> The “Group” means the Company and its subsidiaries.

## **11. Information of Directors**

The Chairman ensures that the Directors receive in sufficient time, the information and documents needed to perform the full extent of their duties. Similarly, the Chairman of each of the said Committees ensures that every member of his Committee has the information needed to perform his duties.

Prior to every meeting of the Board (or of every Committee), the Directors must thus receive in sufficient time a file setting out all the items on the agenda.

Any Director who was unable to vote because not fully apprised of the matter is has to inform the Board and to insist on receiving the critical information. Generally, every Director receives all the information necessary to perform his duties and may arrange to have all the relevant documents delivered to him by the Chairman.

Similarly, the Committee Chairmen must supply the members of the Board, in sufficient time, with the reports they have prepared within the scope of their duties.

The Chairman ensures that members of the Board are apprised of all the principal relevant items of information, including any criticism, concerning the Company, in particular, any press articles or financial research reports.

Meetings, during which any Director may make presentations and discuss with the Directors in his sector of activity, are held on a regular basis by the Chairman during or outside Board meetings.

Every Director is entitled to request from the Chairman the possibility of having a special meeting with the Group management in the fields that interest them, without his presence.