

SHAREHOLDERS' GUIDE 2014



LAFARGE
Building better cities™

Summary

1/ LAFARGE
IN 2013 – page 4



2/ CORPORATE
GOVERNANCE – page 14



3/ LAFARGE ON THE STOCK
MARKET – page 18



4/ LAFARGE SHAREHOLDERS
– page 26



5/ MANAGE YOUR SHARES
– page 34



Lafarge Individual Investor Relations is glad to present you the 2014 shareholders' guide.

The purpose of this guide is to answer your questions about Lafarge.

We hope this guide will meet your expectations and for further information, we recommend that you contact us at 0 800 235 235 *toll free number, for calls from France only.*



BRUNO LAFONT

Chairman and Chief
Executive Officer of Lafarge

Dear Shareholders,

2013 ended on a more positive note than it began. Our operational results significantly improved at the end of the year. We reached our cost reduction and innovation objectives with €670 million of EBITDA generated in 2013. Looking beyond these results, we have also continued our dynamic of change to ensure that we are as close as possible to our markets and customers, providing them with continuously more innovative solutions for building better cities.

Looking at 2014, the Group targets:

- to reduce net debt below €9 billion in 2014 and to return to an investment grade profile;
- to deliver our 2012-2015 plan by the end of 2014 with at least €600 million of EBITDA coming from cost reduction and innovation measures;
- to pursue our development with projects in North America and emerging markets, in particular in Sub-Saharan Africa.

On a macroeconomic level, 2014 appears to be more favorable than previous years. Growth in our markets is driven by strong construction needs in emerging markets and the progressive recovery of developed economies, notably North America. The Group is well-positioned to take full advantage of this positive outlook and goes into 2014 with confidence.

Looking beyond this outlook, today, we are about to begin a new chapter in our history.

We announced our project of a merger of equals with Holcim to create LafargeHolcim, the most advanced building materials group. By combining forces, the group will offer the best products, solutions and services in cement, aggregates and concrete. It is a merger of equals between two groups who share the same values and standards of professionalism and performance, while also benefiting from very complementary geographic portfolios. LafargeHolcim will build on a strong industrial network. With a global, diversified and balanced geographical presence, LafargeHolcim will benefit from both accelerating demand in growing markets and the economic recovery in developed countries.

With the merger, our combined know-how will enable us to become more innovative, more competitive and faster off the mark to meet the extraordinary challenge of global urbanization – there will be 2 billion new city-dwellers by 2050.

The project, which is subject to consultation with our social partners and to the approval of competition authorities, is expected to be completed during the first half of 2015. It is a high value-added creation project for you, our shareholders, as well as for our customers, our teams and our local communities.

As you know, I attach a great deal of importance to the quality of the communication with our shareholders and I look forward to discussing with you about this wonderful development opportunity, notably during our general meeting. Furthermore, the Shareholder Relations Department remains at your disposal to answer your questions and listen to your thoughts.



LAFARGE IN 2013

Group Profile – 06

Priorities and commitments – 09

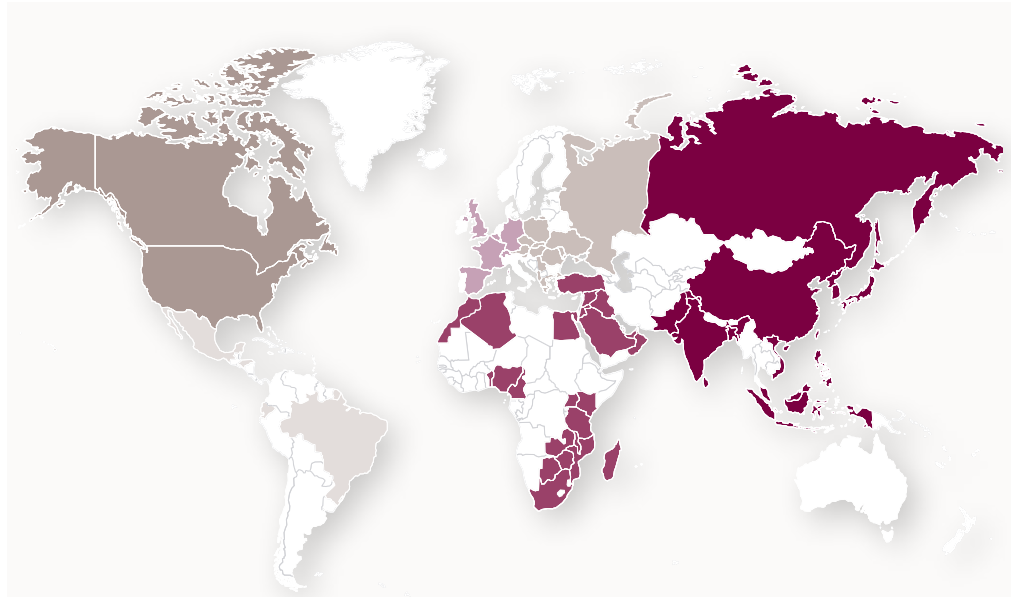
Group Businesses – 10

> Dubai, aerial subway and subway station,
a cement project.



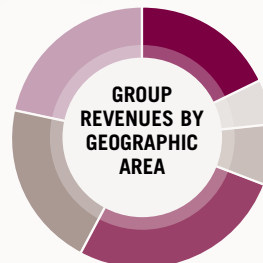
Lafarge, a world leader

A world leader in building materials, Lafarge employs 64,000 people in 62 countries, and posted sales of €15.2 billion in 2013. As a top-ranking player in its Cement, Aggregates and Concrete businesses, it contributes to the construction of cities around the world, through its innovative solutions providing them with more housing and making them more compact, more durable, more beautiful, and better connected. With the world's leading building materials research facility, Lafarge places innovation at the heart of its priorities in order to contribute to more sustainable construction and to better serve architectural creativity.



15,198




Sales in 2013
In million euros






	%
■ Asia	17.9
■ Latin America	5.7
■ Central & Eastern Europe	7.5
■ Middle East & Africa	26.9
■ North America	20.6
■ Western Europe	21.4

Lafarge – In figures




REVENUES (in M€)

2013		15,198
2012		15,816
2011		15,284


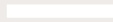

GROUP NET DEBT (in M€)

2013		10,330
2012		11,317
2011		11,974



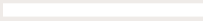
EBITDA⁽¹⁾ (in M€)

2013		3,102
2012		3,423 ⁽⁴⁾
2011		3,217 ⁽⁵⁾



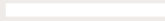
NET INCOME GROUP SHARE BEFORE NON-RECURRING ITEMS (in M€)

2013		601
2012		365
2011		593


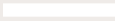

CURRENT OPERATING INCOME⁽²⁾ (in M€)

2013		2,075
2012		2,413 ⁽⁴⁾
2011		2,179 ⁽⁵⁾


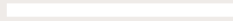

NET EARNING PER SHARE BEFORE NON-RECURRING ITEMS (in €)

2013		2.09
2012		1.27 ⁽⁴⁾
2011		2.07 ⁽⁵⁾

FREE CASH-FLOW⁽³⁾ (in M€)

2013		864
2012		884
2011		1,208

DIVIDEND PER SHARE (in €)

2013		1.00
2012		1.00
2011		0.50

(1) Defined as the current operating income before depreciation and amortization on tangible and intangible assets.

(2) Defined as operating income before capital gains, impairment, restructuring and others.

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

(4) 2012 figures have been restated further to the application of IAS19 amended.

(5) Data published in 2012 for 2011 and not restated for the amendments of IAS 19.



> Jean Bouin Stadium in Paris, a Ductal® project designed by Rudy Ricciotti, architect.

Priorities and commitments

In 2012, Lafarge announced its plan to drive growth in sales, cash generation, and return on capital employed. This plan should generate €1,750 million additional EBITDA from 2012 through 2014 through innovation, performance actions, and dynamic portfolio management. Furthermore, this plan fully supports the Group's short-term objective to significantly reduce debt and reinforce its financial structure.

Two key growth drivers: innovation and performance

- **Innovation**, key factor for the Company's growth with the objective to generate at least €450 million additional EBITDA over three years.
- **Performance**, through cost reduction and plant productivity improvement with the objective to reduce our costs by €1,300 million over three years. ■

2014 objectives

Accelerate and expect to deliver most of our objective of €1.75Bn additional EBITDA through performance and innovation actions by the end of 2014, one year ahead of our initial plan 2012-2015.

- At least €200 million additional EBITDA through innovation,
 - At least €400 million additional EBITDA through cost reduction actions.
- In 2015 and 2016, these measures should generate at least €1.1 billion of additional EBITDA, of which €600 million from cost reductions and €500 million from innovation.

Continue to apply the utmost discipline in capital allocation with the aim to return to an investment grade profile this year and to reduce net debt below €9 billion through cash generation measures, well-managed investments, working capital requirement improvement and optimization of our portfolio of assets.

Extracting more value from our portfolio of assets

Located in 62 countries, our portfolio of high quality assets will benefit from:

- the progressive recovery of developed economies, notably in North America,
- the continuing growth in emerging markets fundamentally linked to demography and urbanization.

SUSTAINABILITY AMBITIONS 2020

As the world leader in our sector, Lafarge can contribute to improving the quality of life of an always-expanding urban population through homes, housing systems and infrastructure.

Our new sustainability ambitions are organized around three main pillars:

- **Building Communities:** reach zero accidents, promote diversity and volunteering and implement plans for local job creation.
- **Building Sustainably:** facilitate affordable and sustainable housing access, increase sales of new sustainable products and services.
- **Building the Circular Economy:** reduce CO₂ emissions, use non-fossil fuels and produce concrete containing reused or recycled materials.

MORE INFORMATION

On sustainability ambitions 2020
www.lafarge.com



> Kujawi cement plant, Poland.

Cement – A world Leader (at December 31, 2013)

Cement is the principal hydraulic binder. It is the principal strength-giving and property controlling component of concrete. It is a high quality, cost-effective building material that is a key component of construction projects throughout the world.

Cement is made by extracting, crushing and grinding calcium carbonate (limestone), silica (sand), alumina and iron ore in appropriate proportions and heating the resulting mixture in a rotary kiln to approximately 1,500°C. This process produces “clinker”, which is then finally ground with gypsum to make cement powder. Wherever possible, we use advanced plant

designs (such as preheaters to heat raw materials prior to entering the kiln) and waste materials (e.g. tires, used oils) to curb the use of fossil fuels. In 2013, fuel waste materials accounted for more than 17% of our worldwide cement manufacturing fuel consumption. The goal is to approach 30% by the end of 2015 and 50% in 2020. ■



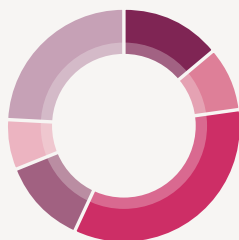
REVENUES
in million euros
9,657

NUMBER
OF PLANTS
155

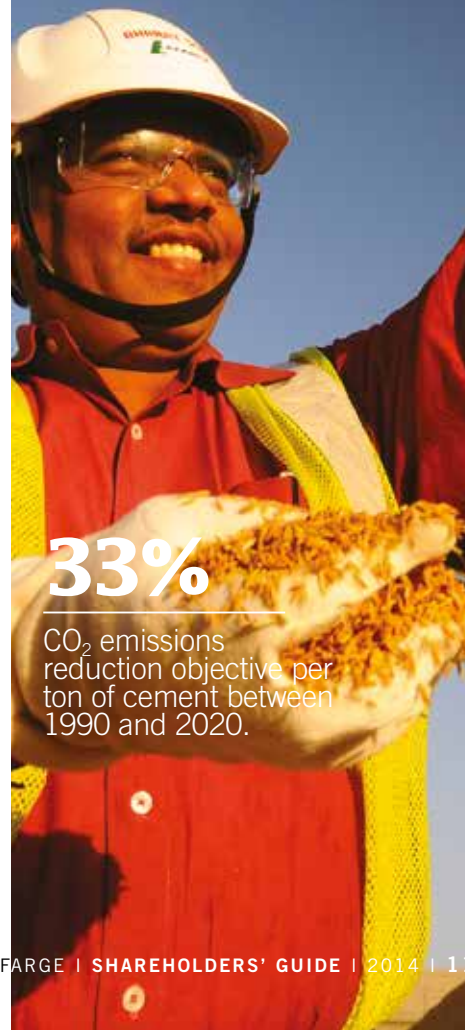
NUMBER
OF EMPLOYEES
38,000

PRESENT IN
56 countries

SALES BY GEOGRAPHIC AREA OF DESTINATION



■ Western Europe	14
■ Central & Eastern Europe	9
■ Middle East & Africa	34
■ North America	12
■ Latin America	7
■ Asia	24



33%

CO₂ emissions
reduction objective per
ton of cement between
1990 and 2020.



> Morocco, Bouskoura rehabilitated quarry.

Aggregates & Concrete N° 2 & N° 4 Worldwide

(at December 31, 2013)

Aggregates and concrete, like cement, are key components of the building industry.

Aggregates are used as raw materials for concrete, masonry, asphalt, and other industrial processes, and as base materials for roads, landfills, and buildings. The primary aggregates we produce and sell are hard rock (usually limestone and granite), but we also produce natural sand and gravel. Additionally, depending on the market, we process and sell recycled asphalt and concrete.

Concrete is a mix of aggregates, cement, admixtures and water that hardens to form the world's most used building material. Tensile strength, resistance to pressure, durability, set times, ease of placing, aesthetics, workability under various weather and construction conditions as well as environmental impact are the main characteristics that our customers consider when buying concrete. From the very basic to the cutting edge, we produce and sell a wide range of concrete and masonry mixes to meet our customers' diverse needs. ■

REVENUES
in million euros

5,451

NUMBER
OF PLANTS

1,481

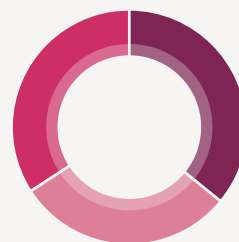
NUMBER
OF EMPLOYEES

25,000

PRESENT IN

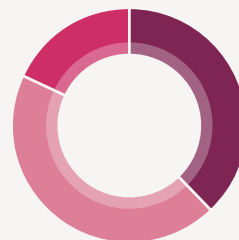
37 countries

SALES BY GEOGRAPHIC AREA OF DESTINATION



READY-MIX CONCRETE

Geographic Area	%
Western Europe	36
North America	30
Emerging markets	34



PURE AGGREGATES

Geographic Area	%
Western Europe	38
North America	44
Emerging markets	18



CORPORATE GOVERNANCE

Board of directors – 16
Executive committee – 17

> Russia, Moscow view.





Front, from left to right: Gérard Lamarche, Hélène Ploix, Philippe Dauman, Colette Lewiner, Bruno Lafont (Chairman and Chief Executive Officer), Ian Gallienne, Véronique Weill, Nassef Sawiris. Back, from left to right: Juan Gallardo, Paul Desmarais, Jr., Philippe Charrier, Baudouin Prot, Oscar Fanjul (Vice-Chairman of the Board of Directors), Michel Rollier, Jérôme Guiraud.

Board of directors

Appointed by the shareholders, the Board of Directors determines the Group's strategy and supervises its implementation. The Board of Directors of Lafarge has 15 members⁽¹⁾, of whom 9 are independent⁽²⁾. Oscar Fanjul holds the position of Vice-President of the Board of Directors (Lead Independent Director), which is reserved for an independent director. This decision highlights Lafarge's focus to implement best practices in corporate governance. The Annual Shareholders' General Meeting appoints directors for a period of 4 years.

The Board of Directors created 4 Standing Committees in charge of working and issuing recommendations within their specific scope: the Audit Committee; the Corporate Governance and Nominations Committee; the Remuneration Committee and the Strategy, Investment and Sustainable Development Committee. ■

(1) At December 31st, 2013

(2) According to the Board of Directors' criteria.



Executive Committee



The role of the Executive Committee is to manage and supervise group activities.

- 1 Bruno Lafont,**
Chairman and Chief Executive Officer
- 2 Sonia Artinian,** Executive Vice-President
Organization and Human Resources
- 3 Jean Desazars de Montgailhard,**
Executive Vice-President for Strategy
and Development
- 4 Thomas Farrell,**
Operations Executive Vice-President
- 5 Jean-Jacques Gauthier,**
Chief Financial Officer and Executive
Vice-President
- 6 Christian Herrault,**
Operations Executive Vice-President
- 7 Peter Hoddinott,**
Executive Vice-President in charge of
the Performance function
- 8 Gérard Kuperfarb,**
Executive Vice-President in charge
of the Innovation function
- 9 Eric Olsen,**
Operations Executive Vice-President
- 10 Alexandra Rocca,**
Executive Vice-President Communications,
Public Affairs and Sustainable Development
- 11 Guillaume Roux,**
Operations Executive Vice-President



LAFARGE ON THE STOCK MARKET

Lafarge stock – 20

Dividend – 23

Distribution of capital – 24

Actions affecting the shares
since 2000 – 25

> United States of America, Illinois, Chicago view.



3/ LAFARGE ON THE STOCK MARKET

Lafarge stock

As at December 31st, 2013, the capital stock of Lafarge was divided into 287,365,397 shares, with a par value of 4 euros each.

It is only necessary to own one share to be a shareholder and enjoy all the rights afforded to shareholders by law and by the company's bylaws. Shares are recorded by being entered in an account in your name, either with a financial intermediary or with Lafarge. Lafarge stock is eligible for Deferred Settlement Service (SRD).

LAFARGE STOCK MARKET LISTING

ISIN Code | FR0000120537

EPIC Code | LG

Where listed | NYSE Euronext (Paris)

Indice | CAC 40

Ethical indices | FTSE4Good Monde, FTSE4Good Europe, DJSI World

Stock market capitalization on April 15, 2014

18.8 billion euros

Lafarge maintains an American Depositary Receipts ("ADRs") program. Lafarge ADRs are traded on the Over-the-Counter market ("level one" program). Each ADR represents a quarter of a share. **I**

WHAT IS A SHARE?

A share is a negotiable instrument representing a portion of the company's capital stock.

WHAT IS THE DEFERRED SETTLEMENT SERVICE (SRD)?

This service, for which a charge is made, enables the settlement of transactions to be deferred to the end of the stock market month (payment for orders or delivery of shares).

WHAT IS AN AMERICAN DEPOSITARY RECEIPT (ADR)?

An ADR is a US negotiable certificate of deposit, representing one or more shares of a non-US company listed.

MORE INFORMATION
about ownership of shares
page 36 onwards

The Lafarge share price

Since January 2006 (basis 100)

LAFARGE SHARE PERFORMANCE RELATIVE TO THE CAC 40



04/15/14

Lafarge | **€65.25***
CAC 40 | **4,345.35**

01/02/06

Lafarge | **€66,46**
CAC 40 | **4,754.92**

Highest closing price of Lafarge shares: 119.20 euros (07/03/07)

Lowest closing price of Lafarge shares: 22.28 euros (09/23/11)

Change between January 1st, 2006 and April 15, 2014: Lafarge share price | -1.8% / CAC 40 | -8.6%

* Share price adjusted following to April 2009 right issue.

STOCK MARKET DATA OVER LAST 5 YEARS

In euros	2013	2012	2011	2010	2009
On December 31st (closing price)	54.47	48.23	27.16	46.92	57.81
Annual change in share price	+12.9%	+77.6%	-42.1%	-18.8%	-53.5%
Annual change in CAC 40	+18.7%	+14.6%	-17%	-3.3%	-22.3%
Session (in euros)					
High	56.48	48.45	48.76	63.00	66.59
Low	43.81	26.07	22.28	35.57	26.06

Specific codes

The introduction of the loyalty dividend required the introduction of specific codes to determine which shares were entitled to the ordinary and loyalty dividend each year. These specific codes only apply to registered shares, because bearer shares are not entitled to the loyalty dividend.

Regardless of their specific code, all the shares are listed on NYSE Euronext (Paris) under the ISIN code FR0000120537. |

SPECIFIC CODES 2014

Date of registration	Specific code	Loyalty dividend in
No later than December 31 st , 2011	FR0000066946	2014
Between January 1 st and December 31 st , 2012	FR0011356203	2015
Between January 1 st and December 31 st , 2013	FR0011636398	2016

Note: Code FR0011674670 applies to shares arising from the exercise of options between January 1st, 2014 and the dividend detachment date (July 1st, 2014), with entitlement to dividends from January 1st, 2014. These shares will be listed under the code FR0000120537 after the dividend detachment date.

> Ecuador, Villaflora motorway intersection, a cement project.

WHAT IS A DIVIDEND?

Dividends are variable income, the amount of which depends on the profits made by the company. They represent the portion of the profits that the Annual General Meeting decides to distribute to shareholders. The remainder is put in reserve to increase the company's equity and provide financing for its development. In order for a dividend to be paid, shareholders adopt a resolution at the Ordinary General Meeting called to approve the financial statements for the previous fiscal year.

ON WHAT DATE DO YOU HAVE TO OWN SHARES TO BE ENTITLED TO THE DIVIDEND?

You must be the owner of your shares on the day before the dividend detachment date (exception are possible notably in case of rights issue). For the Loyalty dividend, you must be the owner of your shares on the day before the payment date of the dividend.

DIVIDEND FOR 2013

- payment in cash,
- ex-dividend date: July 1st, 2014,
- payment date: July 4th, 2014.

Dividend

The Annual General Meeting decides to distribute dividends to shareholders.

The loyalty dividend

Since 1999, Lafarge shares which have been registered for at least two years (either in a direct or administered registered account) receive a dividend bonus of 10%. The period of two years which enables a shareholder to benefit from this loyalty dividend is calculated from January 1st of the year following the year of registration of the shares in a registered account. The number of shares giving entitlement to such increase held by any one shareholder cannot exceed 0.5% of the total share capital at the relevant financial year time. The loyalty dividend is sometimes referred to as a "prime de fidélité" (PF). ■

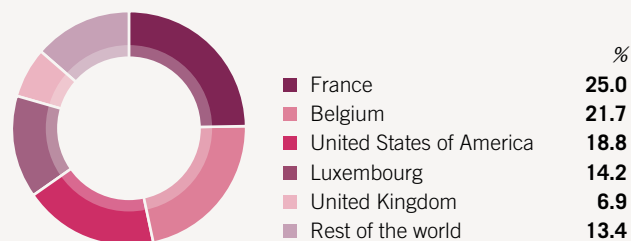
DIVIDENDS PAID DURING THE LAST FIVE FISCAL YEARS

<i>In euros</i>		
For the fiscal year		Net dividend
2009	Normal dividend	2.00
	Loyalty dividend	2.20
2010	Normal dividend	1.00
	Loyalty dividend	1.10
2011	Normal dividend	0.50
	Loyalty dividend	0.55
2012	Normal dividend	1.00
	Loyalty dividend	1.10
2013	Normal dividend	1.00
	Loyalty dividend	1.10

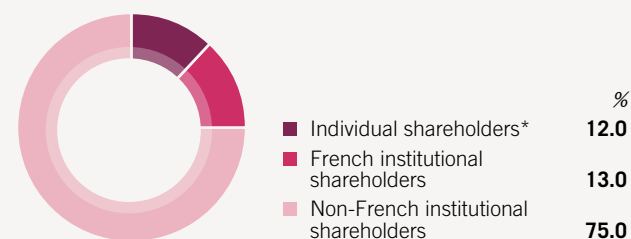
Distribution of capital

At December 31st, 2013, the number of shareholders was 210,500 reflecting the Group's international dimension.

GEOGRAPHICAL DISTRIBUTION ON DECEMBER 31ST, 2013



DISTRIBUTION BY TYPE OF SHAREHOLDER ON DECEMBER 31ST, 2013



* Including 1.69% of the share capital held by Group employees.

> France, Ecodistrict in Bordeaux-Lac, Ilot Jules Verne, construction of collective housing. A project designed by the Agence d'Architecture Brochet Layus Pueyo (BLP).

Actions affecting the shares since 2000

February 17th, 2000

Issue of 23,332,344 ORANE (bonds repayable in shares or in cash), with attached warrants, with a preferential subscription right for the benefit of shareholders, between February 17th and March 1st, 2000.

Each old share carried one preferential subscription right, and 9 preferential subscription rights entitled the holder to subscribe to 2 ORANE + 2 warrants at a price of 74 euros each.

The ORANE were repaid on May 24th, 2000 at the price of 74.72 euros each.

The warrants could be exercised at the rate of:

- 4 warrants for 1 share at a price of 74 euros, until January 29th, 2001,
- 4 warrants for 1.024 shares at a price of 74 euros from February 9th, to March 20th, 2001.

January 22nd, 2001

Issue with a Preferential Subscription Right for Shareholders of 14,110,592 new shares subscribed at the rate of 1 new share for 8 old shares, at the price of 80 euros per share.

Subscription period from January 22nd to February 2nd, 2001 inclusive.

March 30th, 2001

Issue of 5,861,951 shares through the exercise of warrants, between March 20th, 2000 and March 20th, 2001.

July 15th, 2003

Issue with a Preferential Subscription Right for Shareholders of 31,831,528 new shares subscribed at the rate of 4 new shares for 17 old shares, at the price of 41 euros per share.

Subscription period from June 19th to July 2nd, 2003, inclusive.

April 28th, 2009

Issue with a Preferential Subscription Right for Shareholders of 90,109,164 new shares subscribed at the rate of 6 new shares for 13 old shares, at the price of 16.65 euros per share.

Subscription period from April 2nd to April 15th, 2009, inclusive. ■



LAFARGE SHAREHOLDERS

Lafarge at your service – 28
The Shareholders' Consultative
Committee – 31
General meeting – 32

> Brazil, Conjunto habitacional da Cohab (housing estate)
in Sao Joaquim de Bicas in Minas Gerais state, a cement project
aimed for the rehousing of a favela inhabitants.



Lafarge

at your service

Lafarge has set up a complete and extensive communication system to raise your curiosity and reinforce your knowledge of the Group.

A dedicated team

The Individual Investor Relations team is at your service to answer to your questions and provide you with documents.

Meetings to interact with you

The General Meeting, information meetings (in Paris and in other regions of France) and Actionaria exhibition in November in Paris are opportunities to find out more about the Group and meet our teams. |

CONTACT

Phone | 0 800 235 235

(toll free number, for calls from France only)

E-mail | actionnaires.individuels@lafarge.com

Website | www.lafarge.com

Address | LAFARGE

Individual Investor Relations

61, rue des Belles-Feuilles - BP 40

75782 Paris Cedex 16 France



Franck Bichot - Manager
Individual Investor Relations



Dalila Tounsi - Assistant
Individual Investor Relations

MORE INFORMATION on the diary
of events for shareholders in 2014

- www.lafarge.com
- Individual Investor Relations

A panel of documents

Numerous publications permit you to be informed of the Group financial results, as well as its commitments, its strategy and the latest Group news.

CORPORATE PUBLICATIONS

The registration document & Annual report, the sustainability Report, Building Better Cities, Group Facts & Figures, etc.



SHAREHOLDER PUBLICATIONS

The Letter to shareholders (only in French) and the individual shareholders' guide.

The shareholders' corner on www.lafarge.com



facebook

twitter

The website www.lafarge.com provides you with all the news in direct. The shareholders' corner will allow you to register for different Lafarge services specially conceived for individual shareholders or those who want to learn more about the Group.



> Algeria. City of Algiers. Notre-Dame d'Afrique Basilica overhanging Bologhine district. Building under construction.



LIST OF THE MEMBERS

Marc Agnelli (Alpes-de-Haute-Provence),
Jacques Houvenagel (Hauts-de-Seine),
Bénédicte Katlama (Paris),
Didier de Lavernolle (Paris),
Elisabeth Lecuyer (Paris),
Dominique Manoutcheri (Gironde),
Dyna Peter-Ott (Bas-Rhin),
Pierre Piganiol (Cantal),
Jean-Louis Piot (Deux-Sèvres),
Jean-Jacques Rechenmann (Var).

The Shareholders Consultative Committee

Created in 1995, the Shareholders Consultative Committee is made up of 10 people reflecting the composition of our individual shareholder base.

Role

The Individual Shareholders' Consultative Committee is designed to help the Group with:

- the understanding of shareholders' expectations,
- the improvement of the Group's financial communications with individual shareholders,
- the promotion of its shareholder relations policy,
- and its individual shareholding development strategy.

Activities

The Committee meets an average of 3 times a year.

The term of office for members is 4 years.

A member of the Committee is authorized to make several non-successive mandates.

Calls for application are launched in the Letter to shareholders and on the Internet website www.lafarge.com. ■

General Meeting

Any Lafarge shareholder, who proves his or her status before 3 business days in advance of the date of the Meeting, has the right to vote at the General Meeting. Shareholders can vote:

- by attending the Meeting,
- by post or on-line,
- by giving a proxy to a person of your choice,
- or by giving a proxy to the Chairman.

You are reminded that **it is not necessary to block your shares** to vote on resolutions at Lafarge General Meetings.

Documents relating to General Meetings



If your shares are registered, full documentation enabling you to take part in General Meetings will be sent to you automatically.

If you own bearer shares, you can take part in General Meetings by asking your account holder for the meeting documentation. |

WHAT DIFFERENT KINDS OF GENERAL MEETING ARE THERE?

- **Ordinary General Meetings** take place within six months after the end of the fiscal year, and entail a report from the Board of Directors on its management of the company during the previous year. It approves the financial statements for the fiscal year, appoints and renews directors and auditors and fixes the amount of the dividend and the manner in which it will be paid.
- **Extraordinary General Meetings** can be convened at any time, and have powers to make amendments to the bylaws and make decisions about the issue of negotiable securities other than ordinary bonds.
- **Combined General Meetings** conduct ordinary and extraordinary business on the same date and are convened by a single notice of meeting.

MORE INFORMATION on Lafarge General Meetings (notices of meetings, etc.)

- www.lafarge.com
- Individual Investor Relations

To participate in the shareholders' meeting via Internet

From now, you may ask to receive notices of Lafarge shareholders' meeting by e-mail.

You may also participate in the shareholders' meeting via Internet.

If you are a registered shareholder (pure registered shares), connect to the PlanetShares website of BNP Paribas Securities Services (<https://planetshares.bnpparibas.com>) with login and password used for accessing your account data go to "My shareholder space - my general meetings" page.

If you are an administered registered shareholder, connect to the PlanetShares website of BNP Paribas Securities Services (<https://planetshares.bnpparibas.com>) with the login received by post with the notice of meeting.

If you are a bearer shareholder and if your financial intermediary is connected to VOTACCESS, connect to your authorized financial intermediary website and access your share account, then follow instructions.

To navigate on the secured website:



The screenshot shows the Lafarge website interface for a combined general meeting on 7 May 2014. The page title is "LAFARGE - COMBINED GENERAL MEETING ON 7 MAY 2014". Below the title, there are several navigation options and a section for "Documents to be provided in the context of the General Meeting".

- To give a proxy to the Chairman of the Meeting:** This callout points to the "Give a proxy to the Chairman of the Meeting" button.
- To vote via Internet:** This callout points to the "Vote via Internet" button.
- To ask for an admission card:** This callout points to the "Ask for an admission card" button.
- To give a proxy to another person:** This callout points to the "Give a proxy to another person" button.
- To download the documents that must be provided in the context of the General Meeting:** This callout points to the "Download documents" button.

Consultation prior to the General Meeting

Available on our website, the consultation enables you to express your expectations (subjects you would like to be discussed, questions you would like to ask during the Meeting, etc.).



MANAGE YOUR SHARES

Share accounts – 36

Buying or selling Lafarge shares – 40

> Morocco, project for the development of the Bouregreg valley in Rabat.



Share accounts

The different kinds of share accounts

There are 3 kinds of share accounts.

- Bearer accounts: the account is opened by your bank or stockbroker. Your identity is not known to Lafarge.
- Administered registered accounts: your shares are registered with Lafarge but your account is opened with your bank or stockbroker. Your identity is known to Lafarge but your financial advisor remains your point of contact.
- Direct registered accounts: your shares are held directly with Lafarge. Lafarge has entrusted the management of direct registered accounts to BNP Paribas Securities Services, who are your point of contact.

The characteristics of the various share accounts

	Direct registered account	Administered registered account
Account management	BNP Paribas Securities Services appointed by Lafarge	Bank or stockbroker
Registered shares in a share savings scheme	Administered registered accounts are recommended rather than direct registered accounts	
Notice of General Meetings	Sent automatically to the shareholders	
Admission to General Meetings	Upon presentation of the admission letter or of identification	
Participation in General Meetings	Any Lafarge shareholder, who proves his or her status before 3 business days in advance of the date of the	
Voting rights ⁽¹⁾	Double voting rights allocated to any share owned in registered form for at least two years (from date to date)	
Dividends ⁽¹⁾	Dividend increased by 10% for any share owned in registered form for at least two years ⁽²⁾	
Letters to shareholders	Sent automatically to the shareholders	
Custodians' fees	Paid by Lafarge	Paid by the shareholder
Variable fees depending on the bank or stockbroker		
Purchases/sales	Orders ⁽³⁾ placed directly via the internet, on the website ⁽⁴⁾ (https://planetshares.bnpparibas.com) or by letter, fax or telephone ⁽⁵⁾ to BNP Paribas Securities Services The shareholder himself calculates any gains realized	Orders placed with the bank or stockbroker Certain banks and stock market companies manage the gains realized
Fees on purchases/sales	<ul style="list-style-type: none"> • Brokerage commission: 0.30% exc. VAT⁽⁶⁾ of the gross amount (without any minimum or maximum) • Bank commission: 7.62 euros exc. VAT⁽⁶⁾ 	Variable depending on the bank or stockbroker

Bearer account

Upon request from the bank or stockbroker

Upon presentation of the admission letter issued on the basis of a certificate of holdings

Meeting, has the right to vote at the General Meeting

One voting right per share

No loyalty dividend

Sent on request

- (1) In the event of the inheritance or gift of shares, double voting rights attached to shares registered for more than two years in the name of the same shareholder will be maintained for the heirs or beneficiaries of the gift (right holders having a family relationship with the deceased or donor sufficient to entitle them under an intestacy), on condition that the shares continue to be held in a registered account. In the event of the inheritance, loyalty dividends attached to shares registered for more than two years in the name of the same shareholder will be maintained for their heirs (right holders having a family relationship with the deceased sufficient to entitle them under an intestacy), on condition that the shares continue to be held in a registered account.
- (2) The period of two years runs with effect from January 1st in the year following the year in which the shares were registered. The number of shares giving entitlement to such increases held by any one shareholder cannot exceed 0.5% of the total share capital at the relevant financial year time.
- (3) In order for your orders to be processed, BNP Paribas Securities Services must first have received your stock exchange service agreement, duly completed and signed.
- (4) Excluding legal persons, minors or persons under a disability.
- (5) For orders placed by fax or telephone, you must send a letter of confirmation to BNP Paribas Securities Services within 48 hours.
- (6) As required by law, VAT is charged to French and European Union residents at the rate of 19.60%, and to residents of French overseas territories at the rate of 8.50%. No VAT is charged to residents of Guyana or other non-residents.

Standard letters for share registration

To be sent to your bank to request the registration of your shares in an **administered registered account**

Forename(s)

Surname

Address

Share account references

Addressee

Bank Address

Date

Re: Registration of my Lafarge shares in an administered registered account

Dear Sir/Madam,

Upon receipt of this letter, could you please register the XX Lafarge shares that I hold in the above-mentioned share account, in an administered registered account to be opened in my name at your branch. Since this registration will entitle me to the loyalty dividend offered by Lafarge, it must be effective by no later than December 31st, 20XX.

Yours truly.

Signature

To be sent to your bank to request the registration of your shares in a **direct registered account**

Forename(s)	
Surname	
Address	
Share account references	
	Addressee
	Bank Address
Date	
Re: Transfer of my Lafarge shares into a direct registered account	
Dear Sir/Madam,	
Upon receipt of this letter, could you please transfer the XX Lafarge shares that I hold in the above-mentioned share account, to BNP Paribas Securities Services, in order for them to be registered in a direct registered account. Since this transfer will entitle me to the loyalty dividend offered by Lafarge, I should be grateful if you would ensure that my shares are effectively transferred before December 31 st , 20XX to:	
	BNP Paribas Securities Services CTS Service aux émetteurs Service relations actionnaires Lafarge Grands Moulins de Pantin 9 rue du Débarcadère 93761 Pantin Cedex - France
Yours truly.	Signature

MORE INFORMATION
download these standard letters
• www.lafarge.com

Buying or selling shares

Your shares are **bearer shares** or are in an **administered registered account**

You must place your order with your bank or stockbroker.

Your shares are in a **direct registered account**

Via the Internet*

On the website (<https://planetshares.bnpparibas.com>). Your confidential access codes will be sent to you by BNP Paribas Securities Services after your shares are registered in a direct registered account. *Excludes legal persons, minors or persons under a disability.

By letter, fax or telephone

Addressed to BNP Paribas Securities Services. In the case of orders placed by fax or telephone, you must send a letter of confirmation to BNP Paribas Securities Services within 48 hours. |

Information your order **must contain**

In order to be processed, your order must be clear and must provide certain information:

- the name and ISIN code of the shares to be traded,
- the type of transaction (purchase, sale),
- the quantity of shares to be traded,
- the execution price,
- the duration of the order (no later than the end of the month). |

In order for your orders to be processed (whichever method is used), BNP Paribas Securities Services must first have received your stock exchange service agreement, duly completed and signed.

WHAT ARE THE MOST COMMON STOCK MARKET ORDERS?

- **“Limit” order** indicates that you do not want to pay more than the stated price, if you are a buyer, and that you do not want to sell below that price, if you are a seller. They allow you to be protected against market fluctuations, but involve a risk of non-execution.
- **Order “at best”** contains no indication of a price, and will be executed at the price determined by the order book. They may be only partially filled. Any surplus is treated as a “limit” order. This type of order is useful for very liquid shares that one wishes to buy or sell quickly.
- **“Market” order** contains no indication of a price and can only be completely filled (i.e. these orders cannot be split). In exchange, these orders take priority over other types of orders. They are used to trade securities in very liquid markets. The person placing the order is sure of buying or selling the securities, but takes a risk as to the price of execution.

The transfer of shares **upon inheritance**

If your shares are held in a direct registered account, they may be transferred into the name of your heir or heirs upon a request made by letter by the notary handling the estate, to BNP Paribas Securities Services, stating the names of the heirs and the number of shares to which each is entitled. The heirs may request that the shares be registered in their name, in a direct registered account, or that they be transferred into the share account held by their financial intermediary, either in bearer form or in an administered registered account.

Lafarge offers an advantage to its registered shareholders (whether direct or administered): the right to the loyalty dividend is transferred to heirs* on condition that the shares continue to be held in a registered account.

If your shares are held in an administered account or as bearer shares, you must take the same steps as regards the bank or stockbroker responsible for the management of your shares. ■

Transfer of shares **by gift**

If your shares are held in a direct registered account, all that is required is for you to write to BNP Paribas Securities Services asking them to transfer the shares to the share account of the beneficiary of the gift. This share account may be a direct registered account opened by BNP Paribas Securities Services in the name of the beneficiary, or any other share account opened with a bank or stockbroker.

The letter must also be signed by the beneficiary.

If your shares are held in an administered account or as bearer shares, you must take the same steps as regards the bank or stockbroker responsible for the management of your shares.

The right to loyalty dividend is transmitted only to heirs as part of an estate. In case of shares donation, the right to loyalty dividend is not transmitted. ■

*Right holders having a family relationship with the deceased sufficient to entitle them under an intestacy.

INDIVIDUAL INVESTOR RELATIONS DEPARTMENT

- **Phone:** 0 800 235 235
(toll free number, for calls from France only)
- **E-mail:** actionnaires.individuels@lafarge.com
- **Website:** www.lafarge.com
- **Address:** LAFARGE - Individual Investor Relations
61, rue des Belles-Feuilles – BP 40 - 75782 Paris Cedex 16 – France
- **Fax:** + 33 1 44 34 12 37

THE WEBSITE, www.lafarge.com AND ITS DEDICATED SHAREHOLDERS' INFORMATION AREA

BNP PARIBAS SECURITIES SERVICES

- **Phone:** 0 800 060 646
(toll free number, for calls from France only)
or + 33 1 55 77 61 00
- **E-mail:** paris.bp2s.service.actionnaires.lafarge@bnpparibas.com
- **Address:** BNP Paribas Securities Services
CTS Service aux émetteurs
Service relations actionnaires Lafarge
Grands Moulins de Pantin
9 rue du Débarcadère - 93761 Pantin Cedex – France
- **Fax:** + 33 1 55 77 34 17

Photos credits:

© DR Médiathèque Lafarge;

Charles Plumey-Faye - Rudy Ricciotti (architecte) (Couverture); Ignus Gerber (p. 2, 4, 5, 11, 12, 13, 26, 27, 34, 35); François Daburon (p. 3); Olivier Amsellem - Rudy Ricciotti (architecte) (p. 8); Getty Images (p. 2, 14, 15); Stanislaw Bednarski (p. 10); Charles Plumey-Faye (p. 16, 17); Sebastian Oquendo (p. 22); A. Barrière - CAPA Pictures - Brochet Lajus Pueyo (Agence d'architecture) (p. 24); M. Kadri - CAPA Pictures (p. 30).

LAFARGE

61, rue des Belles-Feuilles, BP 40,
75782 Paris Cedex 16, France

Tél. : + 33 1 44 34 11 11

Fax : + 33 1 44 34 12 00

www.lafarge.com

