

AUTHORIZATIONS DELEGATED TO THE BOARD OF DIRECTORS

a) Authorizations to be delegated to the Board of Directors by the General Meeting to be held on May 7, 2015

The General Meeting to be held on May 7, 2015 should vote upon the following delegations to the Board of Directors:

TYPE OF AUTHORIZATION TO BE VOTED UPON	MAXIMUM AMOUNTS	EXPIRATION DATE
Authorization to the Company to buy and sell its own shares (10 th resolution)	Up to 5% of the share capital Up to 500 million euros Unitary Purchase price up to 100 euros	November 7, 2016
Authorization to the Board of Directors to issue bonds and securities which are bonds providing entitlement to the allotment of debt securities and not giving rise to an increase of the Company's share capital (11 th resolution)	8 billion euros ⁽¹⁾ (nominal value)	July 7, 2017
Authorization to the Board of Directors to issue securities which are bonds providing entitlement to the allotment of existing equity securities and not giving rise to an increase of the Company's share capital (12 th resolution)	8 billion euros ^{(1) (2)} (nominal value)	July 7, 2017
Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase, with preferential subscription rights (13 th resolution)	560 million euros ⁽³⁾ (nominal value)	July 7, 2017
Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase, with cancellation of the preferential subscription right of the shareholders (14 th resolution)	112 million euros ⁽⁴⁾ (nominal value)	July 7, 2017
Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase in an offer covered by article L.411-2, II of the French Monetary and Financial Code, with cancellation of the preferential subscription right of the shareholders (15 th resolution)	112 million euros ^{(4) (5)} (nominal value)	July 7, 2017
Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase as payment for contributions in kind (16 th resolution)	112 million euros ^{(4) (5)} (nominal value)	July 7, 2017
Delegation of authority to the Board of Directors to increase the number of securities to be issued in case of a capital increase with or without preferential subscription rights (17 th resolution)	Up to the amount applicable to the initial issue and to be applied against the cap set forth in the 15 th and/or the 14 th resolution	July 7, 2017
Delegation of authority to the Board of Directors to increase the capital by incorporation of premiums, reserves, profits or other items (18 th resolution)	100 million euros ⁽⁴⁾ (nominal value)	July 7, 2017
Authorization to the Board of Directors to reduce the share capital through cancellation of treasury shares (19 th resolution)	Up to 10% of the share capital for a 24-month period	July 7, 2017
Authorization to the Board of Directors to allot free existing or new shares, with cancellation of the preferential subscription right of the shareholders (20 th resolution)	1.5% of the share capital (on grant date)	July 7, 2017
Authorization to the Board of Directors to grant options to subscribe for or purchase shares, with cancellation of the preferential subscription right of the shareholders (21 st resolution)	1.5% of the share capital (on grant date)	July 7, 2017

TYPE OF AUTHORIZATION TO BE VOTED UPON	MAXIMUM AMOUNTS	EXPIRATION DATE
Delegation of authority to the Board of Directors to issue shares and/or securities entailing a capital increase reserved for members of employee savings plans, with cancellation of the preferential subscription rights of the shareholders (22 nd resolution)	50 million euros ^{(4) (6)} (nominal value)	July 7, 2017
Delegation of authority to the Board of Directors to issue shares and/or securities entailing a capital increase reserved for a category of beneficiaries as part of a transaction reserved for employees, with cancellation of the preferential subscription rights of the shareholders (23 rd resolution)	50 million euros ^{(4) (6)} (nominal value)	November 7, 2016

(1) Subject to a resolutive condition in case of the approval of the 25th resolution at the General Meeting.

(2) To be counted towards the overall ceiling set forth in the 11th resolution.

(3) Overall ceiling for the 13th, 14th, 15th, 16th, 17th, 18th, 22nd and 23rd resolutions.

(4) To be counted towards the overall ceiling set forth in the 13th resolution.

(5) To be counted towards the ceiling set forth in the 14th resolution.

(6) Common overall ceiling for the 22nd and the 23rd resolutions.

b) Authorizations delegated to the Board of Directors by the General Meeting

At March 17, 2015, the Board of Directors of Lafarge S.A. benefited from the following authorizations upon delegation by the General Meetings held on May 7, 2013 and May 7, 2014:

TYPE OF AUTHORIZATION VOTED UPON	MAXIMUM AMOUNTS	EXPIRATION DATE	MAXIMUM AUTHORIZED AMOUNT AVAILABLE AT MARCH 17, 2015
Authorization to the Company to buy and sell its own shares (GM of May 7, 2014, 9 th resolution)	Up to 5% of the share capital Up to 500 million euros Unitary Purchase price up to 100 euros	November 7, 2015	14,392,267 shares
Authorization to issue bonds not giving rise to the allotment of securities of the same nature or to a capital increase (GM of May 7, 2013, 12 th resolution)	8 billion euros (nominal value)	July 7, 2015	7.250 billion euros
Delegation of authority to issue securities other than shares giving rise to entitlement to the allotment of debt securities and not giving rise to an increase of the Company's share capital (GM of May 7, 2013, 13 th resolution)	8 billion euros ⁽¹⁾ (nominal value)	July 7, 2015	7.250 billion euros
Delegation of authority to issue shares and securities giving access to the capital of the Company, with preferential subscription rights (GM of May 7, 2013, 14 th resolution)	560 million euros ⁽²⁾ (nominal value)	July 7, 2015	560 million euros
Delegation of authority to issue shares and securities giving access to the share capital of the Company, with cancellation of the preferential subscription right of the shareholders (GM of May 7, 2013, 15 th resolution)	112 million euros ⁽³⁾ (nominal value)	July 7, 2015	112 million euros
Delegation of authority to issue shares and securities giving access to the capital of the Company in an offer covered by article L.411-2, II of the French Monetary and Financial Code, with cancellation of the preferential subscription right of the shareholders (GM of May 7, 2013, 16 th resolution)	112 million euros ^{(3) (4)} (nominal value)	July 7, 2015	112 million euros
Delegation of authority to issue shares and securities giving access to the capital of the Company as payment for contributions in kind (GM of May 7, 2013, 17 th resolution)	112 million euros ^{(3) (4)} (nominal value)	July 7, 2015	112 million euros
Delegation of authority to increase the number of securities to be issued in case of a capital increase with or without preferential subscription rights (GM of May 7, 2013, 18 th resolution)	Up to the amount applicable to the initial issue and to be applied against the cap set forth in the 15 th and/or the 14 th resolution	July 7, 2015	N/A

TYPE OF AUTHORIZATION VOTED UPON	MAXIMUM AMOUNTS	EXPIRATION DATE	MAXIMUM AUTHORIZED AMOUNT AVAILABLE AT MARCH 17, 2015
Delegation of authority to increase the capital by incorporation of premiums, reserves, profits or other items (GM of May 7, 2013, 19 th resolution)	100 million euros ⁽³⁾ (nominal value)	July 7, 2015	100 million euros
Authorization to reduce the share capital through cancellation of treasury shares (GM of May 7, 2015, 20 th resolution)	Up to 10% of the share capital for a 24-month period	July 7, 2015	10% of the share capital
Authorization to allot free existing or new shares, with cancellation of the preferential subscription right of the shareholders (GM of May 7, 2013, 21 st resolution)	1.5% of the share capital (on grant date)	July 7, 2015	1.38% of the share capital
Authorization to grant options to subscribe for or purchase shares, with cancellation of the preferential subscription right of the shareholders (GM of May 7, 2013, 22 nd resolution)	1.5% of the share capital (on grant date)	July 7, 2015	1.5% of the share capital
Delegation of power to issue shares and/or securities giving access to the capital of the Company reserved for members of employee savings plans, with cancellation of the preferential subscription right of the shareholders (GM of May 7, 2013, 23 rd resolution)	50 million euros (nominal value)	July 7, 2015	50 million euros

(1) To be counted towards the overall ceiling set forth in the 12th resolution.

(2) Overall ceiling for the 14th, 15th, 16th, 17th, 18th and 19th resolutions.

(3) To be counted towards the overall ceiling set forth in the 14th resolution.

(4) To be counted towards the ceiling set forth in the 15th resolution.

Use of financial authorizations in 2013

The authorization to issue bonds and other related securities granted in the 12th resolution of the General Meeting held on May 7, 2013 was used on one occasion during the course of 2013 for a bond issuance of a total amount of 750 million euros.

Use of financial authorizations in 2014

The Board of Directors made use of the authorization granted in the 21st resolution of the General Meeting held on May 7, 2013 during its meeting on March 11, 2014 by granting 331,745 performance shares.

In addition, the Company proceeded to buy back 250,000 shares to cover the delivery of performance shares by making use of the authorization granted in the 11th resolution of the General Meeting held on May 7, 2013.

See the Lafarge 2014 Registration Document (Section 2.4.2 (c) (Net cash provided used in financing activities) and Note 25 (Debt) to the consolidated financial statements) for more information on bond issues.

Use of existing financial authorizations in 2015

In fiscal year 2015 and on the date of the Lafarge 2014 Registration Document, the existing financial authorizations had not been used.