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## DESCRIPTION OF THE SHARE BUY-BACK PROGRAM APPROVED BY THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 6, 2009

For the attention of recipients: this document is published in strict accordance with the provisions of the General Rules and Regulations of the AMF (*Autorité des Marchés Financiers*) as part of the approval of the share buy-back program by the Combined Shareholders' Meeting of Lafarge SA held on May 6, 2009.

### I. Legal framework

In accordance with the provisions of article 241-2 of the AMF General Rules and Regulations and of EC Regulation n° 2273/2003 of December 22, 2003, this document describes the objectives and the terms and conditions of Lafarge SA's (the "Company") program to buy back its own shares. This program has been approved by the Combined Shareholders' Meeting held on May 6, 2009 in the fourteenth resolution.

This document is available on the Company's website ([www.lafarge.com](http://www.lafarge.com)).

### II. Number of shares and proportion of the share capital held by the Company

As of 30 June 2009, the share capital of the Company was made up of 285,345,698 shares.

On this date, the Company held 380,148 shares, with a nominal value of €4 each, representing 0.13% of its share capital.

### III. Allocation by objective of the shares held by the Company

The 380,148 shares held by the Company are allocated to cover stock options or bonus shares grants.

### IV. Objectives of the new share buy-back program

Objectives of the program:

- implementation of any Company stock option plan in accordance with the provisions of articles L.225-177 and seq. of the French Commercial Code or any similar plan; or
- allotment or sale of shares to employees under the terms of French statutory profit-sharing arrangements or the implementation of any employee savings plan in accordance with the provisions prescribed by the law, in particular by articles L.3332-1 and seq. of the French Labour Code ; or
- allotment of bonus shares in accordance with the provisions of articles L.225-197-1 and seq. of the French Commercial Code; or
- delivery of shares on the exercise of rights attached to securities giving access to the share capital by redemption, conversion, exchange, presentation of a warrant or any other means; or
- cancellation of all or part of the shares purchased, pursuant to the 21st resolution approved by the Combined Shareholders' Meeting on May 6, 2009 ; or
- delivery of shares (in exchange, as payment or otherwise) in connection with any acquisition, merger, demerger or asset-for-share exchange; or
- market-making in the secondary market or maintaining the liquidity of the shares through an investment services provider under the terms of a liquidity contract that complies with the ethics charter approved by the *Autorité des marchés financiers*.



## V. Maximum percentage of share capital, maximum number of shares and characteristics of the shares

### • Maximum share of the Company's capital that may be repurchased - Characteristics of the shares

The maximum share of the capital that can be repurchased at any given time as part of this program is 5% of the share capital, as approved by the Combined Shareholders' Meeting on May 6, 2009. Given that 380,148 shares were held by the Company on June 30, 2009, the number of shares which could potentially be purchased corresponds to 13,887,136 shares, representing 4.87% of the capital, as of June 30, 2009.

In accordance with article L.225-210 of the French Commercial Code, the number of shares held by the Company at any given moment may not exceed 10% of the shares making up the share capital of the Company on the date in question.

### • Maximum purchase price and maximum amount of funds that may be used for the buy-back program

The maximum purchase price is €80 per share. In the event of a transaction affecting capital, particularly by incorporation of reserves or allotment of bonus shares, share split or reverse split, the price indicated will be adjusted accordingly.

The maximum amount of funds dedicated to this buy-back program may not exceed €500 million.

### • Buy-back terms and conditions

The acquisition, sale or transfer of these shares may be executed on one or several occasions, by any and all means, whether on the 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 right to shares of the Company or through the use of options, subject to the conditions set out by the market authorities.

Transactions to buy, sell or transfer shares of the Company may be executed at any time, except in case of public offer on the shares of the Company, in compliance with legal and regulatory requirements.

## VI. Duration of the buy-back program

The program has been authorized for a period 18 months starting from the date of the Combined Shareholders' Meeting of May 6, 2009, i.e. until November 6, 2010.

## VII. Synthesis of the former program – Summary table of transactions

The Ordinary Shareholders' Meeting of May 7, 2008 authorised the board of directors, with a right to further sub-delegate, to implement a share buy-back program for a period of 18 months. The terms and conditions of this program have been described in the description of the previous share buy-back program.

The previous program was implemented the day after the Ordinary Shareholders' Meeting of May 7, 2008.

The tables below detail transactions carried out as part of the previous share buy-back program.

**SUMMARY TABLE**  
**Situation as of June 30, 2009**

|   |             |
|---|-------------|
| Percentage of treasury shares as of June 30, 2009                   | 0.13 %      |
| Number of shares cancelled in the 24 months preceding June 30, 2009 | 5,029,405   |
| Number of shares held in the portfolio as of June 30, 2009          | 380,148     |
| Book value of the portfolio as of June 30, 2009                     | €27,131,996 |
| Market value of the portfolio as of June 30, 2009                   | €18,342,141 |



### Overview of the execution of the program between March 1, 2008 and June 30, 2009

|                           | Cumulative gross flows |                          | Positions open as of June 30, 2009 |                   |                     |               |
|---------------------------|------------------------|--------------------------|------------------------------------|-------------------|---------------------|---------------|
|                           | Purchases              | Sales/Transfers          | Open purchase positions            |                   | Open sale positions |               |
|                           |                        |                          | Call options purchased             | Forward purchases | Call options sold   | Forward sales |
| Number of shares          | 969,869                | 1,121,777 <sup>(1)</sup> | -                                  | -                 | -                   | -             |
| Average maximum maturity  |                        |                          | -                                  | -                 | -                   | -             |
| Average transaction price | €104.09                | €87.15                   |                                    |                   |                     |               |
| Average exercise price    | -                      | €77.57 <sup>(2)</sup>    | -                                  | -                 | -                   | -             |
| Amounts                   | €100,949,906.52        | €93,240,727.59           |                                    |                   |                     |               |

(1) Includes sales carried out under a liquidity agreement, stock purchase option exercises and allocations of free shares.

(2) Average price of the stock purchase option exercises.

#### NOTES TO EDITORS

**Lafarge** is the world leader in building materials, with top-ranking positions in all of its businesses: Cement, Aggregates & Concrete and Gypsum. With more than 84,000 employees in 79 countries, Lafarge posted sales of Euros 19 billion in 2008.

In 2009 and for the fifth year in a row, Lafarge was listed in the 'Global 100 Most Sustainable Corporations in the World'. With the world's leading building materials research facility, Lafarge places innovation at the heart of its priorities, working for sustainable construction and architectural creativity. Additional information is available on the web site at [www.lafarge.com](http://www.lafarge.com)

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