

ANNUAL GENERAL MEETING 2016

INVITATION TO THE SHAREHOLDERS

THURSDAY, 12 MAY 2016, AT 2:00 P.M.
MESSE ZÜRICH, WALLISELLENSTRASSE 49,
8050 ZÜRICH, SWITZERLAND



LafargeHolcim



INVITATION TO THE ORDINARY ANNUAL GENERAL MEETING OF SHAREHOLDERS OF LAFARGEHOLCIM LTD

THURSDAY, 12 MAY 2016, AT 2:00 P.M.
DOORS OPEN AT 12:30 P.M.
MESSE ZÜRICH, WALLISELLENSTRASSE 49,
8050 ZÜRICH, SWITZERLAND

DEAR SHAREHOLDER,

With the completion of the merger of Lafarge and Holcim in July and the creation of our new company, LafargeHolcim, 2015 was certainly an historic year. We are pleased to introduce the company's first annual report and provide you with a review of the progress we have made since July. We will also highlight operational performance over the past year, and reflect on the outlook for the company and our industry more broadly.

Looking back on this year, our share price has been significantly affected, mainly by the volatility associated with emerging markets. More challenging conditions in some large economies like China or Brazil and a declining oil price environment fed investor fears about companies considered to be closely linked to these markets. We have taken decisive actions to further adjust and streamline our costs, notably in the most difficult markets. Recent developments show that despite challenges in selected countries, the demand for our products continues to be strong and to grow overall.

In LafargeHolcim, we have created a company that is the leader in its sector and we believe that we have everything we need to be successful. We have a best-in-class portfolio and our global footprint ensures that we are positioned in the top three companies in the sector in 80 percent of the countries in which we operate. We have a balanced portfolio of activities in mature and developing economies. We have leading positions in countries poised for solid growth in the short term, as well as those with a mid- and longer term growth potential.

In December 2015, we presented our plan for the new company at a Capital Markets Day in London. This plan reflects our commitment to change the game in our industry and shift our focus to maximizing free cash flow generation – which will be our key measure of success – based on delivering the merger synergies; driving commercial excellence across our operations; deploying strict capital allocation discipline; and optimizing our portfolio.

In 2015, our results were impacted by challenging conditions in selected markets, including China, Brazil, Switzerland, France, Azerbaijan, Iraq, Indonesia, and India. We also experienced lower CO₂ revenues and a negative impact from foreign exchange movements during the year. At the same time, we saw encouraging growth in other markets including the US, UK, Mexico, Argentina and the Philippines and we experienced solid volume growth in the last quarter of the year which gives us confidence in the strength of our business.

We have clearly defined action plans to deliver the synergies, address our cost base in the most challenging markets and ensure we maximize the value we get for our products and solutions everywhere in the world. These plans are being rolled out with pace and we saw the first visible results in the fourth quarter of the year. With CHF 130 million of synergies achieved by the year end, we are ahead of schedule, and we are confident that we will further accelerate in 2016 and deliver the overall synergies ahead of our initial plan.

We also committed to undertake a review of our portfolio and launch a plan to divest up to CHF 3.5 billion of assets during 2016. This process is already well underway.

Leveraging the unique strengths of our new Group, we are confident that we will deliver value to our customers, employees, shareholders and stakeholders alike. With this in mind, we are proposing a dividend of CHF 1.50 for 2015 which we expect to grow progressively in the coming years. We are committed to maintaining a sound financial structure, in line with a solid investment grade rating. We are also committed to then returning cash to shareholders, leveraging cash flow maximization measures and strict capital allocation discipline.

Eight months after the merger, the integration is largely behind us and we now have the platform on which we are building our new Group. Our organization is in place and mobilized around clear targets and we have ensured that the interests of employees and shareholders are fully aligned, with a new best-in-class incentive scheme.

We have defined the values of our new company which are the foundation for our company culture and provide a framework for the way we expect our employees to behave. Our foremost value is our absolute commitment to Health & Safety. We are committed to ensuring that both our employees and contractors can work safely on our sites and in the community. This commitment is embedded in the personal objectives of every employee in the company.

Sustainable development, another of our values, sits at the heart of the way we operate and is central to the future of the company. We are proud to lead the industry in CO₂ reduction per tonne of cement and through Geocycle we offer sustainable waste management solutions in more than 60 countries which contribute to a cleaner environment, reduce the need for landfills and eliminate toxins. Managing waste is a problem for every community so we are able to add value to society while addressing an environmental challenge.

As the sector leader, we take seriously our responsibility to contribute to the evolution of building standards for tomorrow's cities and infrastructure to ensure that they will meet the needs of an increasingly urban population. Our leading research and development capability means that we can develop new sustainable products and services, together with our customers and academic institutions around the world, to help us to play our part in shaping the future of sustainable construction.

Turning to 2016, we anticipate that it will be a year of solid progress towards our 2018 targets. We expect the markets in which LafargeHolcim operate to see demand growth of between 2 and 4 percent during 2016 and – with the majority of the integration behind us – we are well-positioned to take advantage of the opportunities ahead.

In closing, we made significant demands on our Board members last year and we would like to take this opportunity to record our thanks for their time and wise counsel throughout the merger process. We are also very grateful for the support of you, our shareholders, throughout a year of enormous change. Finally, we would like to recognize the employees of our company who continued to deliver our products and services to customers all over the world despite the changes that were taking place around them. Without their commitment, we would not have achieved the progress that we are reporting.

LafargeHolcim is now positioned to generate attractive cash returns to shareholders, and we are confident that we are building a company that offers exciting long-term prospects for all stakeholders.



Prof. Dr.-Ing. Wolfgang Reitzle
Chairman of the Board of Directors



Eric Olsen
Chief Executive Officer

Wolfgang Reitzle

Eric Olsen



AGENDA AND MOTIONS BY THE BOARD OF DIRECTORS

1.

MANAGEMENT REPORT, ANNUAL CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP, ANNUAL FINANCIAL STATEMENTS OF LAFARGEHOLCIM LTD AND THE COMPENSATION REPORT; AUDITOR'S REPORTS

1.1 Approval of the management report, the annual consolidated financial statements of the Group, and the annual financial statements of LafargeHolcim Ltd

Motion of the Board of Directors: Approval of the management report, annual consolidated financial statements of the Group and annual financial statements of LafargeHolcim Ltd.

1.2 Advisory vote on the compensation report

Motion of the Board of Directors: Acceptance of the compensation report in an advisory vote.

2.

DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PERSONS ENTRUSTED WITH MANAGEMENT

Motion of the Board of Directors: Grant of discharge to the members of the Board of Directors and the persons entrusted with management during the 2015 financial year.

3.

APPROPRIATION OF RETAINED EARNINGS; DETERMINATION OF THE PAYOUT FROM CAPITAL CONTRIBUTION RESERVES

3.1 Appropriation of retained earnings

Motion of the Board of Directors: Appropriation of retained earnings 2015 as follows:

	Million CHF
Retained earnings brought forward	8,869
Net income of the year	2,234
Retained earnings available for annual general meeting of shareholders	11,102
Balance to be carried forward	11,102

3.2 Determination of the payout from capital contribution reserves

Motion of the Board of Directors: Appropriation from statutory capital reserves to voluntary retained earnings and payout of CHF 1.50 per registered share of CHF 2.00 par value up to an amount of CHF 910 million.

No payout is made on treasury shares held by LafargeHolcim Ltd and its subsidiaries. The amount of the payout will be reduced accordingly.

Payment of the payout is expected to be made on 19 May 2016.

4.

RE-ELECTIONS AND ELECTION

4.1 Re-elections of members of the board of directors and election of the chairperson of the board of directors

For biographical information on all candidates please refer to the enclosed brochure "Elections Board of Directors – Curricula Vitae" or visit www.lafargeholcim.com/agm

4.1.1 Re-election of Dr. Beat Hess as a member and election as Chairperson of the Board of Directors

Motion of the Board of Directors: Re-election of Dr. Beat Hess as a member of the Board of Directors and election as Chairperson of the Board of Directors for a term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.2 Re-election of Bertrand Collomb as a member of the Board of Directors
Motion of the Board of Directors: Re-election of Bertrand Collomb as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.3 Re-election of Philippe Dauman as a member of the Board of Directors
Motion of the Board of Directors: Re-election of Philippe Dauman as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.4 Re-election of Paul Desmarais, Jr. as a member of the Board of Directors
Motion of the Board of Directors: Re-election of Paul Desmarais, Jr. as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.5 Re-election of Oscar Fanjul as a member of the Board of Directors
Motion of the Board of Directors: Re-election of Oscar Fanjul as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.6 Re-election of Dr. Alexander Gut as a member of the Board of Directors
Motion of the Board of Directors: Re-election of Dr. Alexander Gut as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.7 Re-election of Bruno Lafont as a member of the Board of Directors
Motion of the Board of Directors: Re-election of Bruno Lafont as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.8 Re-election of Gérard Lamarche as a member of the Board of Directors
Motion of the Board of Directors: Re-election of Gérard Lamarche as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.9 Re-election of Adrian Loader as a member of the Board of Directors

Motion of the Board of Directors: Re-election of Adrian Loader as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.10 Re-election of Nassef Sawiris as a member of the Board of Directors

Motion of the Board of Directors: Re-election of Nassef Sawiris as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.11 Re-election of Dr. h.c. Thomas Schmidheiny as a member of the Board of Directors

Motion of the Board of Directors: Re-election of Dr. h.c. Thomas Schmidheiny as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.12 Re-election of Hanne Birgitte Breinbjerg Sørensen as a member of the Board of Directors

Motion of the Board of Directors: Re-election of Hanne Birgitte Breinbjerg Sørensen as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.1.13 Re-election of Dr. Dieter Spälti as a member of the Board of Directors

Motion of the Board of Directors: Re-election of Dr. Dieter Spälti as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.2 Election of a member of the Board of Directors**4.2.1 Election of Jürg Oleas as a member of the Board of Directors**

Motion of the Board of Directors: Election of Jürg Oleas as a member of the Board of Directors for a term of office of one year, expiring after the completion of the Annual General Meeting 2017.

4.3 Re-elections of members of the Nomination, Compensation & Governance Committee

4.3.1 Re-election of Paul Desmarais, Jr. as a member of the Nomination, Compensation & Governance Committee

Motion of the Board of Directors: Re-election of Paul Desmarais, Jr. as a member of the Nomination, Compensation & Governance Committee for a further term of office of one year, expiring after completion of the Annual General Meeting 2017.

4.3.2 Re-election of Oscar Fanjul as a member of the Nomination, Compensation & Governance Committee

Motion of the Board of Directors: Re-election of Oscar Fanjul as a member of the Nomination, Compensation & Governance Committee for a further term of office of one year, expiring after completion of the Annual General Meeting 2017.

4.3.3 Re-election of Adrian Loader as a member of the Nomination, Compensation & Governance Committee

Motion of the Board of Directors: Re-election of Adrian Loader as a member of the Nomination, Compensation & Governance Committee for a further term of office of one year, expiring after completion of the Annual General Meeting 2017.

4.4 Elections of members of the Nomination, Compensation & Governance Committee

4.4.1 Election of Nassef Sawiris as a member of the Nomination, Compensation & Governance Committee

Motion of the Board of Directors: Election of Nassef Sawiris as a member of the Nomination, Compensation & Governance Committee for a term of office of one year, expiring after completion of the Annual General Meeting 2017.

4.4.2 Election of Hanne Birgitte Breinbjerg Sørensen as a member of the Nomination, Compensation & Governance Committee

Motion of the Board of Directors: Election of Hanne Birgitte Breinbjerg Sørensen as a member of the Nomination, Compensation & Governance Committee for a term of office of one year, expiring after completion of the Annual General Meeting 2017.

4.5. Re-elections of the auditor and of the independent proxy

4.5.1 Re-election of the auditor

Motion of the Board of Directors: Conferral of the mandate for the auditor for the 2016 financial year on Ernst & Young Ltd, Zurich, Switzerland.

4.5.2 Re-election of the independent proxy

Motion of the Board of Directors: Re-election of Dr. Thomas Ris of Ris & Ackermann, Attorneys at Law, St. Gallerstrasse 29, 8645 Jona, Switzerland, as the independent proxy for a term of office of one year, expiring after completion of the Annual General Meeting 2017.

5.

COMPENSATION OF THE BOARD OF DIRECTORS AND OF THE EXECUTIVE MANAGEMENT

5.1 Compensation of the Board of Directors for the next term of office

Motion of the Board of Directors: Approval of the total maximum amount of compensation for the members of the Board of Directors covering the period from the 2016 Annual General Meeting to the 2017 Annual General Meeting of CHF 5,400,000. For further details, see the enclosed brochure "Compensation Votes at the 2016 Annual General Meeting".

5.2 Compensation of the Executive Committee for the financial year 2017

Motion of the Board of Directors: Approval of the total maximum amount of compensation of the Executive Committee covering the period of the financial year 2017 of CHF 40,500,000. For further details, see the enclosed brochure "Compensation Votes at the 2016 Annual General Meeting".

LafargeHolcim Ltd

Prof. Dr.-Ing. Wolfgang Reitzle

Chairperson of the Board of Directors

Jona, 15 April 2016

(The original German text as published in the Swiss Official Gazette of Commerce is binding)

Enclosures

- Registration form with reply envelope
- Shareholder information "Elections Board of Directors – Curricula Vitae"
- Shareholder Information "Compensation Votes at the 2016 Annual General Meeting"

DOCUMENTATION AND ORGANIZATIONAL INFORMATION

Documentation

The 2015 Annual Report with the management report, the annual consolidated financial statements of the Group and the annual financial statements of LafargeHolcim Ltd, the auditor's reports and the motion for the appropriation of retained earnings is available for inspection by the shareholders at the company's registered office and on www.lafargeholcim.com.

The Annual Report will be delivered to shareholders upon written request (see enclosed form) starting 4 May 2016.

Admission to the Annual General Meeting

Upon written request, registered shareholders will receive an admission card prior to the Annual General Meeting. The shareholders of LafargeHolcim Ltd registered in the share register on 3 May 2016 as shareholders with voting rights shall be entitled to vote.

Delivery of the admission card will be carried out starting 4 May 2016.

The registration in the share register has no influence on the trading of shares by registered shareholders before, during and after the Annual General Meeting.

Issue of proxy

Shareholders who are not able to attend the Annual General Meeting in person are requested to arrange for being represented by another shareholder entered in the share register as a shareholder with voting rights or by the independent proxy (unabhängiger Stimmrechtsvertreter) Dr. Thomas Ris of Ris & Ackerman, Attorneys at Law, St. Gallerstrasse 29, 8645 Jona, Switzerland. Please use the enclosed proxy form for granting representation authority.

Electronic authorization and instructions for the independent proxy

Shareholders may cast their votes electronically at: www.lafargeholcim.com/agm by issuing a power of attorney and their instructions electronically to the independent proxy. The requisite login data is included in the invitation documents provided to the shareholders. The Nimbus ShApp shareholder application is used and Nimbus AG supports the independent proxy. Shareholders may submit their voting instructions electronically, or change any instructions they may have already provided, up to but no later than 10 May 2016 at 11:59 p.m.

Speakers' desk

Shareholders who wish to speak at the Annual General Meeting are requested to notify the speakers' desk (Wortmeldeschalter) near the podium before the Annual General Meeting begins.

Simultaneous translations

The Annual General Meeting will be conducted in German and partially in English. Simultaneous translation into German, English and French will be available.

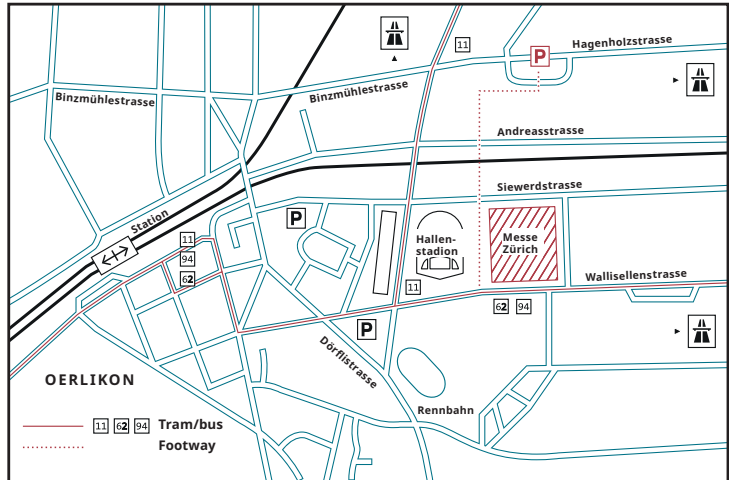
Cloakroom

Backpacks, umbrellas, bags and other bulky items are to be left at the cloakroom.

Means of transport

Shareholders are asked to use public transport as there will be limited parking facilities at the meeting location, Messe Zürich.

HOW TO ARRIVE



Travelling by public transport

Train to Zurich main station (Hauptbahnhof). Then tram No. 11 to Messe/Hallenstadion. Or train to Zurich-Oerlikon station. Then tram No. 11 or bus No. 62 or 94 to Messe Hallenstadion.

Travelling by private car

When travelling on the freeway from Basel, Bern, Chur, Lucerne and St. Gallen, follow the sign marked "Z" to Messe Zürich. Limited parking is available for a fee in the Parkhaus Messe Zürich on Hagenholzstrasse.

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