

Shareholders' Meeting of May 7, 2015 Reporting on the votes

Number of shareholders present or represented, or having voted by mail or internet: 11,732

Quorum: 203,927,709 shares, representing 70.84% of the shares with voting rights

Number of voting rights: 316,830,620, representing 76.79% of the existing voting rights at the shareholders' meeting and 76.78% of the total number of voting rights.

Resolutions		Pour	Contre	Abstention
1 st resolution	Approval of the 2014 financial statements and transactions	316,297,223	229,414	303,983
		(99,83%)	(0,07%)	(0,10%)
2 nd resolution	Approval of the 2014 consolidated financial statements and transactions	316,453,551	236,340	140,729
		(99,88%)	(0,07%)	(0,04%)
3 rd resolution	Appropriation of earnings and setting of the dividend	315,354,892	1,316,082	159,646
		(99,53%)	(0,42%)	(0,05%)
4 th resolution*	Approval of a new related-party agreement (convention réglementée): undertaking agreement between Groupe Bruxelles Lambert, Holcim Ltd and Lafarge			
		170,149,218	1,154,330	161,177
		(99,23%)	(0,67%)	(0,09%)
5 th resolution	Approval of a new related-party agreement (convention réglementée): undertaking agreement between NNS Holding Sàrl, Mr. Nassef Sawiris, Holcim Ltd and Lafarge	198,952,923	1,156,116	158,570
		(99,34%)	(0,58%)	(0.08%)
6 th resolution	Approval of new related-party agreements (conventions	, ,	, ,	
	réglementées): amendments to the French supplementary pension plans and to the related insurance contracts			
		313,700,536	2,912,582	145,874
		(99,03%)	(0,92%)	(0,05%)
7 th resolution	Renewal of the term of office of Mr. Philippe Dauman as Director	312,530,390	4,130,506	169,724
		(98,64%)	(1,30%)	(0,05%)
8 th resolution	Renewal of the term of office of Mr. Baudouin Prot as Director	311,011,487	5,643,264	175,869
		(98,16%)	(1,78%)	(0,06%)
9 th resolution	Advisory opinion on the elements of compensation due or granted to the Chairman and Chief Executive Officer, Mr. Bruno Lafont, for the financial year 2014	004.040.407	40.040.740	470.440
		304,640,437	12,013,743	176,440
		(96,15%)	(3,79%)	(0,06%)
10 th resolution	Authorization to the Company to buy and sell its own shares	316,005,365	657,148	168,107
th.		(99,74%)	(0,21%)	(0,05%)
11 th resolution	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			
		316,337,297	324,251	169,072
		(99,84%)	(0,10%)	(0,05%)
12 th resolution 13 th resolution	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			
		245 744 005	004.050	105 005
		315,744,085 (99,66%)	901,250 (0,28%)	185,285 (0,06%)
	· ·	(33,0076)	(0,2070)	(0,00%)
	Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase, with	301,892,989	14,760,748	176,883
	preferential subscription rights	(95,29%)	(4,66%)	(0,06%)



Shareholders Shareholders Shareholders Shareholders Shareholders Delegation of authority to the Board of Directors to issue shares and securities entalling 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 Delegation of authority to the Board of Directors to issue shares and securities entalling a capital increase as payment for contributions in kind 17th resolution 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 18th resolution 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 19th resolution Delegation of authority to the Board of Directors to increase the capital by incorporation of premiums, reserves, profits or other items 19th resolution Authorization to the Board of Directors to reduce the share capital through cancellation of treasury shares 20th resolution Authorization to the Board of Directors to allot free existing or new shares, with cancellation of the preferential subscription right of the shareholders 22th resolution Delegation of authority to the Board of Directors to issue shares and/or securities entalling a capital increase reserved for members of parloques, with cancellation of the preferential subscription right of the shareholders 22th resolution Delegation of authority to the Board of Directors to issue shares and/or securities entalling a capital increase reserved for a category of beneficiaries as part of a transaction reserved for employee swith cancellation of the preferential subscription right of the shareholders Delegation of authority to the Board of Directors to issue shares and/or securities entalling a capital increase reserved for a category of beneficiaries as part of a			•	
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to issue bonds and securities not entailing a capital increase 286,323,015 (90,37%) (9,56%) (0,07%) 26 th resolution Delegation of powers to carry out corporate formalities 316,472,586 151,716 206,318	24 th resolution	to Shareholders' Meetings (amendment of the record	·	189,617 (0,06%)
	25 th resolution	to issue bonds and securities not entailing a capital		209,815 (0,07%)
	26 th resolution	Delegation of powers to carry out corporate formalities		206,318 (0,07%)

^{*} Specific quorum, as Groupe Bruxelles Lambert and related persons did not take part in the vote of the resolution: 143,611,443 shares, representing 63.11% of the shares with voting rights for this resolution, and 196 198 088 voting rights, representing 67.20% of the existing voting rights for this resolution and 47.54% of the total number of voting rights. The adjustment of voting rights mechanism contained in the articles of association applied and, following adjustment, the number of voting rights taking part in the vote was 171,464,725.

Specific quorum, as NNS Holding Sàrl and related persons did not take part in the vote of the resolution: 163,859,079 shares, representing 66,12 % of the shares with voting rights for this resolution, and 236 693 360 voting rights, representing 71.19% of the existing voting rights for this resolution and 57,36% of the total number of voting rights. The adjustment of voting rights mechanism contained in the articles of association applied and, following adjustment, the number of voting rights taking part in the vote was 200,267,609.