

WRITTEN BOARD RESOLUTION

Of

LAFARGE CEMENT SYRIA ("LCS" or the "Company")

(Passed on 27th September 2014)

Agenda

Following the deterioration of the security situation around the LCS plant site in the province of Aleppo, the agenda is to take the appropriate decisions to ensure the security of LCS employees at site, as well as to protect the plant's assets, where possible.

Report on the situation by the Company's CEO

The company's CEO Mr. Frederic Jolibois briefed the board on the latest development concerning LCS plant. He stated that according to the latest information at his disposal, as on this date, the security situation around the LCS plant in Kharab Acheq, Ein Al-Arab area in the province of Aleppo, has significantly deteriorated. From September 17, 2014, the LCS plant appears to be surrounded by the Islamic State of Iraq and Syria ("ISIS") forces. The reliable information from the area becomes difficult to obtain. Employees who had been on site, have been evacuated from the plant. The safety of employees, as well as the protection of the plant's assets, are a source of grave concern, and immediate appropriate decisions are needed to address this particularly serious deterioration in the security conditions surrounding the plant. According to the latest feedback the plant site is not the theater of combat; however, the plant is currently unguarded, and the company has lost operational control over the plant since 8:00 AM September 19, 2014. Hence, it is currently not possible to operate the plant.

Resolutions

Following deliberation, the Board unanimously resolves as follows:

We, the members of the Board of Directors of the Company who have signed below, being all the members of the Board, unanimously pass the following resolution which shall take effect from the above date:

"THAT all plant operations be suspended as long as the present security situation persists. For so doing, the Board gives authority to the CEO, Mr. Frederic Jolibois, to take all formal actions, make any such filings, and seek any such approvals, as shall be deemed by the management appropriate or necessary to formalize such suspension of operations with all relevant regulatory authorities of the Syrian Government. In doing so,

all efforts shall be made to ensure that the company's permits and licenses are kept in force to make sure operations can be restarted when the conditions allow. And

FURTHER THAT, the CEO, Mr. Frederic Jolibois, is given the authority to instruct all plant employees, by all appropriate means, not to report to site in any circumstance, until further notice; Mr. Frederic Jolibois is also given the authority to allow employees, on an exceptional and individual basis, to be present on the site for indispensable and short assignments if the security conditions allow; and further to put the plant employees on paid house leave, for such period of time as shall be decided by the management taking into consideration the security situation; and more generally to take all appropriate measures, within his scope of responsibility, to protect the security of employees. And

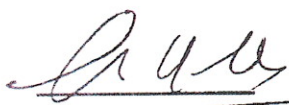
FURTHER THAT, without prejudice to the obligations incumbent upon LCS, as a matter of international law, the CEO, Mr. Frederic Jolibois, is given the authority to take all actions that are appropriate or necessary, in order to prevent any damages to the plant, without jeopardizing the security of employees. And

FURTHER THAT, considering the exceptional circumstances and the rapid evolution of the security situation, to call for a general assembly meeting of the shareholders of LCS, to assess the situation, to ratify the present resolutions, and as necessary, to take further appropriate or required actions. And

FURTHER THAT, to remain seized of the matter for as long as the deterioration of the security situation around the plan persists. And

FURTHER THAT, to closely monitor the situation, and when circumstances permit, to decide on the restart of operations, pursuant to instructions that will be given by the Board to the CEO, in due course."

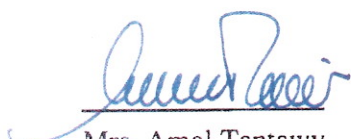
These resolutions may be executed by the members of the Board of Directors in any number of counterparts and this has the same effect as if the signatures on the counterparts were on a single copy of this resolution.



Christian Herrault



Mr. Guillaume Roux



Mrs. Amal Tantawy