

03/12/2010

### **CIMENTS FRANCAIS**

Limited Liability Company with a share capital of 145,445,120 euros  
Registered address: Tour Ariane, 5, place de la Pyramide, 92800 Puteaux  
R.C.S. Nanterre 599 800 885

### **CONVENING NOTICE**

Combined General Meeting (ordinary and extraordinary) December 23, 2010 at 11 am  
at Centre de Conférence - Coeur Défense

Shareholders are hereby convened to attend the forthcoming Combined Annual General Meeting to be held on Thursday, December 23 at 11 am at the Conference Center - Coeur Defense - 110 esplanade du General de Gaulle - La Défense 4 - 92050 Paris La Défense, to consider the following agenda:

#### *Extraordinary Meeting*

- Report of the Board of Directors on the merger by way of absorption of Ste Internationale Italcementi France ("**SIIF**") by Ciments Français;
- Report of the merger auditors on the merger by way of absorption of SIIF by Ciments Français;
- Consideration and approval of the merger by way of absorption of SIIF by Ciments Français and the dissolution without liquidation of SIIF, subject to the fulfillment of certain conditions precedent;

#### *Ordinary Meeting*

- Ratification of the appointment by co-optation of Mr Dario Massi as a director, in replacement of SIIF;
  - Powers for formalities.
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## Draft of resolutions

### *Extraordinary Meeting*

**First Resolution** - The General Meeting, acting in accordance with the quorum and majority conditions applicable to extraordinary general meetings, having reviewed:

- The report of the Board of Directors and the merger document recorded by the AMF, which is appended to the report;
- The report by MM. Olivier Peronnet and Didier Faury, the merger auditors appointed by order of President of the Commercial Court of Nanterre on October 25, 2010;
- The proposed merger by way of absorption of SIIF by Ciments Français established by private deed dated November 4, 2010, containing the contribution to the merger by way of absorption by SIIF - a joint stock company with a capital of EUR 1,686,650,000, whose registered office is located at 40 Avenue Hoche, 75008 Paris, registered with the Registre du Commerce et des Sociétés of Paris under Siren number 380 128 900 - of all its property, rights and obligations to the company Ciments Français (the "**Merger**");
- The accounts of SIIF and Ciments Français as of December 31, 2009 and approved on April 13, 2010 by the sole member of SIIF on one hand, and by the general meeting of Ciments Français on the other:

1 - Approves all the provisions of the proposed merger by way of absorption of SIIF by Ciments Français, by virtue of which SIIF will transfer to Ciments Français the entirety of the assets and liabilities comprising its business, subject to the completion the conditions precedent set forth in Article 3.1 of that merger, and approves, inter alia:

- (i) the estimate based on net book values as established on the balance sheet at December 31, 2009 of SIIF's items transferred of EUR 1,776,994,339.11 (one billion seven hundred seventy six million nine hundred ninety four thousand three hundred thirty nine euro and eleven cents) and liabilities assumed amounting to EUR 43,175.62 (forty three thousand hundred seventy five euro and sixty two cents), or net assets brought of EUR 1,776,951,163.49 (one billion seven hundred seventy six million nine hundred and fifty one thousand hundred sixty-three euro and forty nine cents), from which should be deducted the amount of EUR 24,282,230 (twenty four million two hundred eighty two thousand and two hundred and thirty euro) distributed by SIIF to its sole associate by decision of April 13, 2010 corresponding to the additional dividend for the year ended December 31, 2009, which results in an adjusted net assets contributed of EUR 1,752,668,933.49 (one billion seven hundred fifty two million six hundred sixty eight thousand nine hundred and thirty three euro and forty nine cents);

- (ii) the compensation of the contributions made in connection with the merger, calculated based on an exchange ratio determined transparently on the number of Ciments Français shares held by SIIF at the date of completion of the merger;
- (iii) the award to the sole member of SIIF, in consideration of such net inflow of 29,768,125 (twenty nine million seven hundred sixty eight thousand one hundred twenty five) new shares at four (4) euro nominal value each fully paid issued by Ciments Français as a capital increase of EUR 119,072,500 (one hundred nineteen million seventy two thousand five hundred euro), and
- (iv) setting the effective retroactive date for accounting and tax purposes regarding this merger at January 1, 2010 so that the results of all operations carried out by SIIF between January 1, 2010 and the date of the SIIF-Ciments Français Merger shall be deemed made as appropriate, for the benefit or the burden of Ciments Français and deemed made by Ciments Français since January 1, 2010.

2 - Recognizes that Ciments Français, having found in the assets transferred by SIIF 29,768,125 (twenty nine million seven hundred sixty eight thousand one hundred twenty five) of its own shares, will cancel the said shares and therefore reduce its capital by 119,072,500 (one hundred nineteen million seventy two thousand five hundred euro), corresponding to the nominal value of those shares, so that after the merger by way of absorption of SIIF, the capital of Ciments Français remains unchanged;

The 29,768,125 new Ciments Français shares issued for the needs of the Merger will confer current rights and will entitle their holder to any distribution of dividend, interim dividend or reserves (or similar sums) decided upon after their issue.

3 - Decides that the mere fact of the final completion of the Merger, confirms the immediate dissolution of SIIF without liquidation.

4 - Authorizes the Board of Directors to charge to the merger premium all the expenses, duties and taxes resulting from the SIIF-Ciments Français Merger, and to deduct from the said merger premium the amounts required to fully fund the legal reserve.

5 - Gives all powers to the Board of Directors of Ciments Français , with the faculty to delegate to observe the effect of (i) the conditions precedent set forth in Article 3.1 of the proposed merger by way of absorption of SIIF by Ciments Français and (ii) consequently, the final completion of the merger by way of absorption of SIIF by Ciments Français and to proceed to all observations, communications and formalities as may be necessary to achieve the absorption of SIIF by Ciments Français and the subsequent dissolution of SIIF.

## **Ordinary Meeting**

**Second resolution** - The General Meeting ratifies the decision of the Board of Directors of November 4, 2010 to co-opt Mr. Dario Massi, as director, replacing SIFF, that resigned, until the end of the term of office of his predecessor that is, until the General Meeting approving the financial statements for the fiscal year 2013.

**Third resolution** - The General Meeting confers to the holder of an original, copy or extract of the minutes of this General Meeting all necessary powers to carry out any filing, advertising or other formalities.

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Any shareholder, irrespective of the number of shares owned, is entitled to participate in the general meeting.

A. Prior formalities to be accomplished to participate in the Shareholders Meeting: in order to be able to attend this Shareholders Meeting in person, be represented at such meeting or cast a postal vote, shareholders must prove ownership of their shares on the third business day preceding the meeting at midnight, Paris time:

- For holders of registered shares, by listing of such shares in the Company's share accounts;
- For holders of bearer shares (in the case of a non-resident shareholder), the approved financial intermediaries holding such shares on account shall justify their clients' status as shareholders by producing a certificate of entitlement to be attached to the single postal vote/proxy vote/admission card application form made out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary to Société Générale, Service des Assemblées, BP 81236, 32, rue du Champ-de-Tir, 44312 Nantes Cedex 03.

B. Terms of participation in this meeting:

1. Shareholders wishing to attend in person this meeting may request an admission card as follows:

- For registered shareholders: go directly, on the day of the meeting, at the desk specially designed for this purpose, with an ID card or request an admission card at Société Générale, Service des Assemblées, BP 81236, 32, rue du Champ de Tir, 44312 Nantes Cedex 03;
- For holders of bearer shares: ask your financial intermediary in charge of your account, to apply for an admission card to be sent to you.

2. Shareholders not attending this meeting in person and wishing to be represented or vote by mail may:

- For registered shareholder: return the single voting form or proxy by post, which will be sent with the invitation to the following address:

Société Générale  
Service des Assemblées  
B.P. 81236  
32 rue du Champ-de-Tir  
44312 Nantes cedex 03

- For owners of bearer shares: request the form in a letter sent or delivered to the registered office or sent to Société Générale, Service des Assemblées (address above) or to the intermediary with which the securities are listed at the date of convening the meeting. This letter must be received by the Service des Assemblées de la Société Générale, or head office no later than six days before the date of the meeting. The single postal vote/proxy form must be sent to the following address:

Société Générale  
Service des Assemblées  
B.P. 81236  
32 rue du Champ-de-Tir  
44312 Nantes cedex 03

Postal votes must actually be received by Ciments Français, Tour Ariane, 5 place de la Pyramide, 92800 Puteaux no later than three days prior to the date of meeting. For this meeting, it is not intended to vote by electronic means of communication and, therefore, no web site as referred to in Article R. 225-61 of the French Commercial Code will be created for this purpose.

3. In accordance with Article R.225-79 of the French Commercial Code, the notification of the appointment and removal of a proxy may be made electronically, as follows:

- If your shares are registered shares: you must send an email to [InvestorRelations@cimfra.com](mailto:InvestorRelations@cimfra.com) giving your full name, address and access code with Société Générale (can be found on the top left section of their account statement) as well as the full name of the appointed or removed proxy. You must then confirm your request on the website [www.nominet.socgen.com](http://www.nominet.socgen.com) by logging in with your usual access code/password (your access code is available at the bottom of your statement – you received your password by mail when you opened your account. If you have lost your password, follow the instructions on the first screen of the Nominet website), go to the "New message" section then to the "General Assembly" tab and to the "Other" sub-tab and re-enter the full name of the appointed or removed proxy.

- If your shares are bearer shares or intermediary registered shares: you must send an email to [InvestorRelations@cimfra.com](mailto:InvestorRelations@cimfra.com) giving your full name, address and complete bank details as well as the full name of your appointed or removed proxy. You must then ask the financial intermediary who manages your securities account to send a confirmation to the Service Assemblées de la Société Générale for which he knows the fax number.

To be taken into account, confirmation of appointment or removal of proxies must be received no later than December 20, 2010. Please note that the above email address will only deal with appointment or removal of proxies, any other request will not be taken into account.

4. According to the provisions of Article R. 225-85 of the French Commercial Code, if the shareholder has already voted by mail, requested an admission card or a certificate of participation to attend the meeting, he can no longer choose another method of participation in the meeting.

C. Requests for registration of draft resolutions, written questions and consultation of documents made available to shareholders:

1. One or more shareholders representing at least the fraction of capital provided by the laws and regulations may request the inclusion in the agenda of draft resolutions under the conditions of Articles R.225-71 and R.225-73 of the French Commercial Code. Shareholders must send requests for registration of draft resolutions on the agenda to Ciments Français, Tour Ariane, 5 place de la Pyramide, 92800 Puteaux, by registered letter with recorded delivery, within twenty-five days before the date of the meeting. The request must be accompanied by:

- The text of the draft resolutions, which can be accompanied by brief explanatory statement;
- A certificate of registration by the authors of the request to provide evidence of their ownership or representation of the fraction of capital required by section R. 225-71 of the French Commercial Code mentioned above.

In addition, the review by the Meeting of draft resolutions tabled by shareholders shall be subject to the transmission by the authors of a new certificate of registration of securities under the same conditions on the third business day preceding the meeting at midnight, Paris time (i.e. at 20 December 2010, midnight Paris time).

If the draft resolution concerns the application of a candidate for the Board, it must include the information specified in paragraph 5° of Article R.225-83 of the French Commercial Code.

The Works Council of the company Ciments Français may require the inclusion in the agenda of draft resolutions under the conditions of Article R.2323-14 of the French Labour Code. Requests for registration of draft resolutions to the agenda must be sent by the Works council represented by one of its members to Ciments Français, Tour Ariane, 5

place de la Pyramide, 92800 Puteaux, by registered letter with recorded delivery, within ten days from the publication of the notice of meeting, i.e. no later than November 25, 2010. The request must be accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement.

The text of draft resolutions submitted by shareholders or by the company's Works Council will be published without delay on the company's website ([www.cimfra.com](http://www.cimfra.com)).

2. In accordance with Article R.225-84 of the French Commercial Code, shareholders who wish to submit written questions must do so no later than the fourth business day preceding the meeting date, i.e. December 17, 2010. Such questions should be sent to CimentFrançais, Président du conseil d'administration, Secrétariat du conseil, Tour Ariane, 5, place de la Pyramide, 92800 Puteaux, by registered letter with recorded delivery. To be taken into consideration, a registration certificate must accompany these questions.

3. In accordance with legal and regulatory requirements, all documents for general meetings must be made available to shareholders at the registered office of the Company, Tour Ariane, 5 place de la Pyramide, 92800 Puteaux, as of the date of the publication of the notice or fifteen days before the meeting, according to the document concerned, and on the website of the Company ([www.cimfra.com](http://www.cimfra.com)) as of the twenty-first day before the meeting.

*The Board of Directors*