



LAFARGE

Issue of €1,000,000,000 5.375 per cent Fixed Rate Notes due November 2018
under the €12,000,000,000
Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the “Conditions” set forth in the Base Prospectus dated 23 April 2010 and the supplements to the Base Prospectus dated 11 May 2010, 10 June 2010, 21 September 2010 and 9 November 2010 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement to the Base Prospectus are available for viewing at the registered office of the Issuer and from the specified office of the Principal Paying Agent and copies may be obtained from the specific office of the Principal Paying Agent at 5 Carmelite Street, London EC4Y 0PA.

1.	Issuer:	Lafarge
2.	(i) Series Number:	LAFMTN031
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies (in the case of Dual Currency Notes):	Euro (“€”)
4.	Aggregate Nominal Amount:	
	— Tranche:	€1,000,000,000
	— Series:	€1,000,000,000
5.	Issue Price:	99.733 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	(i) €50,000 and integral multiples of €1,000 in excess thereof up to and including €99,000. No notes in definitive form will be issued with a denomination above €99,000
	(ii) Calculation Amount:	(ii) €1,000
7.	(i) Issue Date:	29 November 2010
	(ii) Interest Commencement Date:	29 November 2010
8.	Maturity Date:	29 November 2018
9.	Interest Basis:	5.375 per cent. Fixed Rate subject to adjustment in accordance with Annex 1 to these Final Terms
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest Basis or Redemption/Payment Basis:	Not applicable

12.	Put/Call Options:	Change of Control Put Option
13.	(i) Status of the Notes:	Senior unsubordinated
	(ii) Date approval for issuance of Notes obtained:	4 November 2010
14.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	5.375 per cent. per annum payable annually in arrear subject to adjustment in accordance with Annex 1 to these final terms
	(ii) Interest Payment Date(s):	29 November in each year
	(iii) Fixed Coupon Amount(s):	€53.75 per €1,000 in nominal amount subject to adjustment in accordance with Annex 1 to these final terms
	(iv) Broken Amount(s):	Not Applicable
	(v) Fixed Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date(s):	29 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Index Linked/Other Variable Linked Interest Note Provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable
20.	Physical Delivery Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21.	Call Option	Not Applicable
22.	Put Option	No (other than as specified in 25 below)
23.	Final Redemption Amount	€1,000 per Calculation Amount
24.	Early Redemption Amount	€1,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):	
	(i) Redemption for taxation reasons permitted on days other than Specified Interest Payment Dates:	Yes
	(ii) Unmatured Coupons to become void upon early redemption:	No
25.	Change of Control Put Option	Yes

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
27.	Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
28.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
29.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
30.	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: (i) Instalment Amount(s): (ii) Instalment Date(s):	Not Applicable
31.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
32.	Other final terms:	Not Applicable

DISTRIBUTION

33.	(i) If syndicated, names of Managers:	Bayerische Landesbank (Joint Lead Manager) Bayerische Landesbank Brienner Straße 18 80333 Munich Germany BNP Paribas (Joint Lead Manager) 10 Harewood Avenue London NW1 6AA HSBC Bank plc (Joint Lead Manager) 8 Canada Square London E14 5HQ Natixis (Joint Lead Manager) 47, quai d'Austerlitz 75013 Paris France
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Société Générale (Joint Lead Manager)

Tour Société Générale
17 Cours Valmy
92987 Paris La Défense

- (ii) Stabilising Manager (if any): BNP Paribas
34. If non-syndicated, name and address of Dealer: Not Applicable
35. US Selling Restrictions: TEFRA D, Reg. S Compliance Category 2
36. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the Luxembourg Stock Exchange of the Notes described herein pursuant to the €12,000,000,000 Euro Medium Term Note Programme of Lafarge.

RESPONSIBILITY

The Issuer accept(s) responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

J. VITULO


By:

Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the official list of the Luxembourg Stock Exchange and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 29 November 2010.

2 RATINGS

Ratings:

The Notes to be issued have been rated:

The ratings for the Issuer's outstanding unsubordinated unsecured debt are as follows:

S & P: BBB- (negative outlook)

Moody's: Baa3 (negative outlook)

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 REASONS FOR THE OFFER

Reasons for the offer:

The net proceeds from this issue of Notes will be used by the Issuer for general corporate purposes, including the refinancing of outstanding debt.

5 Fixed Rate Notes only – YIELD

Indication of yield:

5.417 per cent. per annum. The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 OPERATIONAL INFORMATION

ISIN Code:

XS0562783034

Common Code:

056278303

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s):

Not Applicable

Delivery:

Delivery against payment

Names and addresses of initial Paying Agent(s):

Not Applicable

ANNEX 1

COUPON ADJUSTMENT PROVISION

- (a) The Fixed Coupon Amount payable on the Notes will be subject to adjustment in the event of a Step Up Rating Change or a Step Down Rating Change, as the case may be (each as defined below).
- (b) If any Rating Agency (as defined below) publicly announces a downgrade in the rating of the Issuer's long term senior unsecured debt below BBB- in the case of Standard & Poor's Rating Services or Baa3 in the case of Moody's Investor Services Inc. (each a "**Step Up Rating Change**") the Rate of Interest shall be increased by 1.25 per cent. per annum from the first Interest Payment Date following the date of such Step Up Rating Change until the Maturity Date (subject to the provisions of paragraph (c) below).
- (c) If following a Step Up Rating Change, one or both Rating Agencies publicly announce an upgrade in the rating of the Issuer's long term senior unsecured debt as the result of which both such ratings equal or are higher than BBB- in the case of Standard & Poor's and Baa3 in the case of Moody's Investor Services Inc. (a "**Step Down Rating Change**"), the Rate of Interest shall be decreased by 1.25 per cent. per annum from the first Interest Payment Date following the date of such Step Down Rating Change until the Maturity Date.
- (d) Only the first Step Up Rating Change (if any) and the first Step Down Rating Change (if any) shall give rise to a Fixed Coupon Amount adjustment.
- (e) The Issuer shall use its best endeavours to maintain ratings of its long term senior unsecured debt by both Rating Agencies. In the event that either Rating Agency fails or ceases to assign a rating to the Issuer's long term senior unsecured debt, the Issuer shall use its best efforts to obtain a rating of its long term senior unsecured debt from a substitute rating agency that shall be any other rating agency of international standing and references in this clause to Moody's Investor Services Inc. and Standard & Poor's Rating Services, as the case may be and to the equivalent rating thereof shall be to such substitute rating agency and equivalent rating thereof. In the event that such rating is not obtained from a substitute rating agency, then for the purposes of the foregoing Fixed Coupon Amount adjustment, the ratings assigned by the remaining Rating Agency shall be deemed also to be the rating assigned by the other Rating Agency.
- (f) The Issuer shall notify each Rating Change to the Principal Paying Agent.
- (g) The following terms shall, for the purposes of this Item, have the following meanings:
 - "**Rating Agency**" shall mean Moody's Investors Service Inc. or, as applicable, Standard & Poor's Rating Services; and
 - "**Rating Change**" means either a Step Up Rating Change or a Step Down Rating Change.