

LEGRAND

Société Anonyme with a share capital of €1,047,349,376
Registered Office: 128, avenue du Maréchal de Lattre de Tassigny
87000 Limoges
421 259 615 RCS Limoges
(the “Company”)

**Text of Resolutions proposed to the Combined General Meeting of
Shareholders on 22 May 2008**

ORDINARY RESOLUTIONS

First Resolution (*Approval of the Company’s financial statements at December 31, 2007*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, and being apprized of the Board of Directors’ management report on the activity and general situation of the Company in the 2007 financial year together with the Chairman of the Board’s report, of the auditor’s report on the annual financial statements, and of the auditor’s report on the Chairman’s report, shareholders approve the Company’s financial statements at December 31, 2007 as presented, which show a net profit of €449,127,557.11, together with the transactions reflected in these financial statements or summarized in the reports referred to.

Second Resolution (*Approval of the consolidated financial statements at December 31, 2007*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, and being apprized of the Board of Directors’ management report on the activity and general situation of the Company in the 2007 financial year together with the Chairman of the Board’s report, of the auditor’s report on the consolidated financial statements, and of the auditor’s report on the Chairman’s report, shareholders approve the Company’s consolidated financial statements at December 31, 2007 as presented, which show a net profit of €420,955,000 excluding minority interests, together with the transactions reflected in these financial statements or summarized in the reports referred to.

Third Resolution (Appropriation of earnings)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings and being apprized of the Board of Directors' report and of the auditor's report on the annual financial statements, the shareholders:

1. Observe that the net book profit for the financial year ended December 31, 2007 amounts to €449,127,557.11;
2. Decide to appropriate €22,456,377.86 of this net profit to the legal reserve;
3. Decide to distribute a dividend to shareholders amounting to €0.70 euro per share, making a total amount of €181,712,933.50 on the basis of the number of shares making up capital stock at December 31, 2007, this dividend being eligible in full for the 40% income-tax exemption provided for under article 158-3.2e of the French Code Général des Impôts (although shareholders who opt for a flat rate of taxation at source on dividends received (*prélèvement forfaitaire libératoire*) under article 117-4 of the French Code Général des Impôts will not benefit from this exemption);
4. Decide to appropriate the distributable income remaining to retained earnings, which amount to €688,702,623.55 following this appropriation.

The dividend of €0.70 euro per share referred to in paragraph 3 above will be made payable on June 3, 2008.

The amount of any dividends payable in respect of any shares which may be held by the Company itself or have been cancelled at the payment date will be appropriated to retained earnings.

Shareholders note that dividends paid in respect of 2004, 2005 and 2006 financial years were as follows:

Financial year	Shares with dividend entitlement	Net dividend per share
2004	759,350,900 shares with a par value of €1	€0.00
2005	269,693,376 shares with a par value of €4	€0.41
2006	266,241,719 shares with a par value of €4	€0.50

All dividends distributed in 2005 and 2006 were eligible for income-tax exemption under 158-3-2 of the French Code Général des Impôts, these exemptions being 50% in 2005, and 40% in 2006.

Shareholders further empower the Board of Directors to withdraw from retained earnings any amount necessary to pay the dividend as determined above in respect of any shares which may result from the exercise of options prior to the payment date.

Fourth Resolution (*Agreements within the scope of article L225-38 of the French Commercial Code*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings and being apprized of the auditor's special report, shareholders take due note of the conclusions of this report and of the agreements to which it refers, these having been entered into and authorized in previous financial years.

Fifth Resolution (*Commitments within the scope of article L225-42-1 of the French Commercial Code*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings and being apprized of the auditor's special report, shareholders take due note of this report and approve the commitments to which it refers.

Sixth Resolution (*Ratification of the cooption of Mr. Mattia Caprioli to the Board of Directors*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders ratify the cooption of Mr. Mattia Caprioli to the Board of Directors, his cooption having resulted from the decision taken by the Board of Directors at its meeting on July 25, 2007 for the replacement of Mr. Henry Kravis, who resigned.

Seventh Resolution (*Renewal of the term of office of Mr. Olivier Bazil*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders renew, as proposed by the Board of Directors, the term of office of Mr. Olivier Bazil as a member of the Board of Directors for a period of six years ending at the close of the General Meeting called to consider financial statements for the 2013 financial year in 2014.

Eighth Resolution (*Renewal of the term of office of Mr. Mattia Caprioli*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders renew, as proposed by the Board of Directors, the term of office of Mr. Mattia Caprioli as a member of the Board of Directors for a period of six years ending at the close of the General Meeting called to consider financial statements for the 2013 financial year in 2014.

Ninth Resolution (*Renewal of the term of office of Mr. Arnaud Fayet*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders renew, as proposed by the Board of Directors,

the term of office of Mr. Arnaud Fayet as a member of the Board of Directors for a period of six years ending at the close of the General Meeting called to consider financial statements for the 2013 financial year in 2014.

Tenth Resolution (Renewal of the term of office of Mr. Jacques Garaïalde)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders renew, as proposed by the Board of Directors, the term of office of Mr. Jacques Garaïalde as a member of the Board of Directors for a period of six years ending at the close of the General Meeting called to consider financial statements for the 2013 financial year in 2014.

Eleventh Resolution (Renewal of the term of office of Mr. Edward Gilhuly)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders renew, as proposed by the Board of Directors, the term of office of Mr. Edward Gilhuly as a member of the Board of Directors for a period of six years ending at the close of the General Meeting called to consider financial statements for the 2013 financial year in 2014.

Twelfth Resolution (Renewal of the term of office of Mr. François Grappotte)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders renew, as proposed by the Board of Directors, the term of office of Mr. François Grappotte as a member of the Board of Directors for a period of six years ending at the close of the General Meeting called to consider financial statements for the 2013 financial year in 2014.

Thirteenth Resolution (Renewal of the term of office of Mr. Jean-Bernard Lafonta)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders renew, as proposed by the Board of Directors, the term of office of Mr. Jean-Bernard Lafonta as a member of the Board of Directors for a period of six years ending at the close of the General Meeting called to consider financial statements for the 2013 financial year in 2014.

Fourteenth Resolution (Renewal of the term of office of Mr. Gilles Schnepf)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders renew, as proposed by the Board of Directors, the term of office of Mr. Gilles Schnepf as a member of the Board of Directors for a period of six years ending at the close of the General Meeting called to consider financial statements for the 2013 financial year in 2014.

Fifteenth Resolution (Renewal of the term of office of Mr. Ernest-Antoine Seillière)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders renew, as proposed by the Board of Directors, the term of office of Mr. Ernest-Antoine Seillière as a member of the Board of Directors for a period of six years ending at the close of the General Meeting called to consider financial statements for the 2013 financial year in 2014.

Sixteenth Resolution (Approval of a share buyback program)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings and being apprized of the Board of Directors' report, shareholders:

- Authorize the Board of Directors, in accordance with articles L.225-209 and following of the French Code of Commerce and Chapter II of the European Commission Regulation (EC) no. 2273/2003, dated December 22, 2003, to purchase, or to have purchased, Company shares representing at most 10% of the Company's capital stock at the date of this Meeting;
- Provide that shares may be bought, sold or transferred in accordance with the legal texts referred to above, and with the practices allowed by France's Financial Markets Authority, for the purposes of:
 - ensuring the liquidity and active operation of the market in Company shares by the intermediary of an investment services provider, acting independently under a liquidity contract in compliance with the Code of Practice recognized by France's Financial Markets Authority;
 - implementing any and all Company stock-option plans in accordance with articles L.225-177 and following of the French Code of Commerce, any and all free share allotments pursuant to a Company or group employee share-ownership program in accordance with articles L.443-1 and following of the French Labor Code (*Code du travail*), any and all free share allotments pursuant to articles L.225-197-1 and following of the French Code of Commerce, and any and all share allotments for the purpose of profit-sharing, as well as providing cover for such transactions in accordance with the conditions established by market authorities and at such times as the Board of Directors or the person acting on its behalf takes action;
 - holding and subsequently transferring shares by way of exchange or payment relating to business acquisitions, subject to the limits established under applicable regulations;
 - delivering shares on the exercise of rights attached to securities providing immediate or future access to the equity of the Company;
 - canceling all or some of the shares so purchased, subject to the adoption of the Seventeenth Resolution presented to this Meeting;
 - carrying out such other practices as may be permitted or recognized by law or by the Financial Markets Authority, or pursuing any other objective in compliance with applicable law and regulation.

The purchase, sales and transfer of shares may be effected, on one or several occasions by any means, whether on the market or through a private transaction, including in particular trading in blocks of shares or public tender offers, the use of option-based mechanisms, the use of derivatives, and the purchase of options or other securities in compliance with applicable regulations. The price paid for purchases may not exceed €36 per share and the maximum amount allowed for the implementation of the share buy-back program is €650 million.

The application of this resolution may not at any time result in the number of own shares held by the Company rising above 10% of the total number making up capital stock.

Shareholders empower the Board of Directors to adjust the maximum purchase price per share indicated above in order to take into account the impact on the value of shares of any change in the nominal value per share, capital increase by incorporation of reserves, free-share allotments, share split or reverse split, distribution of reserves or other assets, amortization of capital, or any other operation affecting shareholders' equity.

This authorization is valid for eighteen months from the date of this general meeting of shareholder and deprives previous authorization for the same purpose of their effect to the extent not used.

Shareholders confer on the Board of Directors all powers, and the right to delegate those powers, to decide on the use of authorizations under this Resolution, to place orders on the stock exchange, to enter into any agreements, make any declarations to the Financial Markets Authority or any other body, to effect any formalities, and in a general way to do all that may be necessary.

EXTRAORDINARY RESOLUTIONS

Seventeenth Resolution (*Authorization to cancel shares purchased pursuant to the share buyback program*)

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special report, shareholders, having noted the adoption of the Sixteenth Resolution put to this meeting, authorize the Board of Directors, in accordance with article L.225-209 of the French Code of Commerce, to cancel, at its sole initiative and on one or several occasions, all or some of the Company shares purchased pursuant to the Sixteenth Resolution of this general meeting or to previous or subsequent share buyback programs and to reduce the capital stock of the Company by the total nominal amount of the shares thus cancelled, within a limit of 10% of the share capital at the date of this meeting in any period of 24 months.

Shareholders confer on the Board of Directors all powers, and the right to delegate those powers, to effect and recognize such reduction of capital and to declare that the reduction has been carried out, to allocate the difference between the price paid for the cancelled shares and their nominal amount to any reserves or premiums, to effect the related amendment of Company articles, to make all necessary declarations to the Financial Markets Authority, to effect all other formalities and in a general way to do all that may be necessary.

This authorization is granted for a period of twenty-six months from the date of this general meeting of shareholders and deprives previous authorizations for the same purpose of their effect to the extent not used.

Eighteenth Resolution (Powers relating to formalities)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders confer on holders of an original, an official extract or a copy of the minutes of the present meeting all powers necessary to effect all legally required filing, formalities and publications.

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