



Unaudited consolidated
financial information
as of September 30, 2011

2011





LEGRAND
UNAUDITED CONSOLIDATED FINANCIAL INFORMATION
SEPTEMBER 30, 2011

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Consolidated Statement of Income

<i>(in € millions)</i>	Legrand	
	9 months ended September 30,	
	2011	2010*
Revenue	3,148.3	2,873.6
Operating expenses		
Cost of sales	(1,480.5)	(1,315.1)
Administrative and selling expenses	(843.3)	(775.0)
Research and development costs	(148.2)	(138.1)
Other operating income (expense)	(44.3)	(62.0)
Operating profit	632.0	583.4
Finance costs	(70.8)	(60.3)
Financial income	11.4	8.7
Exchange gains (losses)	17.2	(33.2)
Finance costs and other financial income and expense, net	(42.2)	(84.8)
Profit before tax	589.8	498.6
Income tax expense	(200.3)	(178.5)
Profit for the period	389.5	320.1
Attributable to:		
– Legrand	388.9	319.2
– Minority interests	0.6	0.9
Basic earnings per share (<i>euros</i>)	1.481	1.217
Diluted earnings per share (<i>euros</i>)	1.432	1.181

*2010 data adjusted as described in Note 3.

Statement of Comprehensive Income

<i>(in € millions)</i>	9 months ended September 30,	
	2011	2010
Profit for the period	389.5	320.1
Actuarial gains and losses , net of deferred taxes	1.0	(6.2)
Current taxes on hedges of net investments in foreign operations	(0.7)	5.2
Translation reserves	(87.5)	73.6
Comprehensive income for the period	302.3	392.7

Consolidated Balance Sheet

<i>(in € millions)</i>	Legrand	
	September 30, 2011	December 31, 2010
ASSETS		
Current assets		
Cash and cash equivalents	495.1	232.3
Income tax receivables	16.5	18.2
Trade receivables (Note 4)	520.0	496.4
Other current assets	138.5	127.5
Inventories (Note 5)	620.5	549.1
Other current financial assets	0.7	0.6
Total current assets	1,791.3	1,424.1
Non-current assets		
Intangible assets	1,748.6	1,768.0
Goodwill	2,249.8	2,132.2
Property, plant and equipment	595.9	613.4
Other investments (Note 6)	116.2	32.3
Deferred tax assets	95.8	90.1
Other non-current assets	4.6	4.6
Total non-current assets	4,810.9	4,640.6
Total Assets	6,606.2	6,064.7

<i>(in € millions)</i>	Legrand	
	September 30, 2011	December 31, 2010
LIABILITIES AND EQUITY		
Current liabilities		
Short-term borrowings (Note 9)	338.5	216.8
Income tax payable	70.1	46.9
Trade payables	455.2	432.0
Short-term provisions	109.9	113.8
Other current liabilities	447.6	443.2
Other current financial liabilities	0.0	0.3
Total current liabilities	1,421.3	1,253.0
Non-current liabilities		
Deferred tax liabilities	635.0	633.5
Long-term provisions	99.5	91.6
Other non-current liabilities	0.5	0.7
Provisions for pensions and other post-employment benefits	130.8	136.9
Long-term borrowings (Note 8)	1,491.3	1,213.0
Total non-current liabilities	2,357.1	2,075.7
Equity		
Share capital (Note 7)	1,053.5	1,052.6
Retained earnings	1,987.2	1,810.7
Translation reserves	(220.2)	(132.7)
Equity attributable to equity holders of Legrand	2,820.5	2,730.6
Minority interests	3.3	5.4
Total equity	2,823.8	2,736.0
Total Liabilities and Equity	6,602.2	6,064.7

Consolidated Statement of Cash Flows

<i>(in € millions)</i>	Legrand	
	9 months ended September 30,	
	2011	2010
Profit for the period	389.5	320.1
Reconciliation of profit for the period to net cash of operating activities:		
– Depreciation expense	80.9	85.7
– Amortization expense	27.9	34.4
– Amortization of development costs	19.3	17.9
– Amortization of finance costs	0.6	1.6
– Impairment of goodwill	0.0	0.0
– Changes in deferred taxes	2.6	5.1
– Changes in other non-current assets and liabilities	32.8	17.0
– Exchange (gains)/losses, net	(7.9)	23.5
– Other adjustments	0.3	1.1
(Gains)/losses on sales of assets, net	(2.1)	(2.1)
Changes in operating assets and liabilities:		
– Inventories	(75.4)	(94.1)
– Trade receivables	(27.6)	12.4
– Trade payables	23.4	62.5
– Other operating assets and liabilities	2.4	55.3
Net cash of operating activities	466.7	540.4
Net proceeds from sales of fixed and financial assets	7.3	6.1
Capital expenditure	(70.2)	(47.9)
Capitalized development costs	(21.4)	(21.4)
Changes in non-current financial assets and liabilities	0.4	0.2
Acquisitions of subsidiaries, net of cash acquired	(161.2)	(242.7)
Investments in non-consolidated entities	(125.5)	0.0
Net cash of investing activities	(370.6)	(305.7)
– Proceeds from issues of share capital and premium (Note 7)	2.6	0.4
– Net sales (buybacks) of shares and transactions under the liquidity contract (Note 7)	(2.2)	2.2
– Dividends paid to equity holders of Legrand	(231.4)	(183.7)
– Dividends paid by Legrand subsidiaries	0.0	(0.1)
– Proceeds from new borrowings and drawdowns	542.7	303.3
– Repayment of borrowings	(102.4)	(187.5)
– Debt issuance costs	(2.8)	(2.6)
– Increase (reduction) in bank overdrafts	(33.9)	(159.3)
Net cash of financing activities	172.6	(227.3)
Effect of exchange rate changes on cash and cash equivalents	(5.9)	8.4
Increase in cash and cash equivalents	262.8	15.8
Cash and cash equivalents at the beginning of the period	232.3	173.5
Cash and cash equivalents at the end of the period	495.1	189.3
Items included in cash flows :		
– Free cash flow (Note 10)	382.4	477.2
– Interest paid during the period	53.4	41.2
– Income taxes paid during the period	151.2	85.9

NOTES

1) Introduction

This unaudited consolidated financial information of Legrand is presented for a nine-month period ending September 30, 2011. This unaudited consolidated financial information should be read in accordance with consolidated financial statements for the year ended December 31, 2010 such as established in the “document de référence” deposited under visa no D.11-0375 with the French security regulator (Autorité des Marchés Financiers) on April 27, 2011.

2) Changes in the scope of consolidation

The contributions to the consolidated balance sheets and income statements of companies acquired since January 1, 2010 were as follows:

2010	December 31
Inform	6 months' profit
Indo Asian Switchgear	4 months' profit

2011	March 31	June 30	September 30
Inform	3 months' profit	6 months' profit	9 months' profit
Indo Asian Switchgear	3 months' profit	6 months' profit	9 months' profit
Meta System Energy	3 months' profit	6 months' profit	9 months' profit
Electrorack	3 months' profit	6 months' profit	9 months' profit
Intervox Systèmes		6 months' profit	9 months' profit
Middle Atlantic Products Inc			4 months' profit

Companies consolidated in the first nine-months of 2011 on the basis presented in the above tables contributed €130.4 million to consolidated revenue and €7.4 million to consolidated profit for the year.

The main acquisitions made in the first nine-months of 2011 were as follows:

- In January, the Group acquired all outstanding shares of Electrorack, specialized in Voice-Data-Image (VDI) cabinets for datacenters in the United States. Based in Anaheim, California, Electrorack employs more than 90 people.

- In February, Legrand acquired all outstanding shares of Intervox Systèmes, a French leader in connected security systems.

- In June, the Group acquired all outstanding shares of Middle Atlantic Products Inc., North America's leader in audio and video enclosures. Middle Atlantic Products Inc. has operations in New Jersey, Illinois, California and Canada and employs a workforce of 520 people.

- In July, the Group completed the acquisition of 100% of the shares of SMS, the market leader in uninterruptible power supply (UPS) systems in Brazil. SMS operates in the Sao Paulo area and the north of Brazil, with three production sites and a workforce of over 1,100 people.

In all, acquisitions of subsidiaries (net of cash acquired) and acquisitions of minority interests and investments in non-consolidated entities came to a total of €286.7 million in the first nine-months of 2011 (versus €242.7 million in the first nine-months of 2010).

3) Accounting policies

To improve compliance with the latest IFRSs, certain income statement items have been reclassified.

Statutory and discretionary profit-shares, previously recognized in other operating expense, have been reallocated to employee benefits expense accounted for by function (under cost of sales, administrative and selling expenses, or research and development costs)

In the same way, the research tax credit has been transferred from 'other operating income' to 'research and development costs'.

None of these reclassifications had any impact on the Group's operating profit or profit for the period.

The following table shows the reconciliation between the reported and the adjusted statements of income for the 9 months ended September 30, 2010.

9 months ended September 30, 2010	Reported	Reclassifications	Adjusted
Revenue	2,873.6		2,873.6
Operating expenses			
Cost of sales	(1,304.1)	(11.0)	(1,315.1)
Administrative and selling expenses	(761.5)	(13.5)	(775.0)
Research and development costs	(138.7)	0.6	(138.1)
Other operating income (expense)	(85.9)	23.9	(62.0)
Operating profit	583.4	0.0	583.4
Finance costs	(60.3)		(60.3)
Financial income	8.7		8.7
Exchange gains (losses)	(33.2)		(33.2)
Finance costs and other financial income and expense, net	(84.8)		(84.8)
Profit before tax	498.6		498.6
Income tax expense	(178.5)		(178.5)
Profit for the period	320.1		320.1

In as much as the above adjustments did not have a material impact on the balance sheet, the balance sheet for 2010 is presented as reported.

4) Trade receivables

Trade receivables are as follows:

<i>(in € millions)</i>	September 30, 2011	December 31, 2010
Trade accounts receivable	534.3	466.5
Notes receivable	49.7	89.2
	584.0	555.7
Less impairment	(64.0)	(59.3)
	520.0	496.4

5) Inventories

Inventories are as follows:

<i>(in € millions)</i>	September 30, 2011	December 31, 2010
Purchased raw materials and components	241.1	222.3
Sub-assemblies, work in progress	99.0	90.0
Finished products	385.7	336.6
	725.8	648.9
Less impairment	(105.3)	(99.8)
	620.5	549.1

6) Other investments

<i>(in € millions)</i>	September 30, 2011	December 31, 2010
Other investments	116.2	32.3

Change in other investments at September 30, 2011 was mainly attributable to Meta System Energy, which was acquired in fourth-quarter 2010 and consolidated from January 1, 2011 on the one hand and on the other hand, the acquisition of SMS in the third quarter of 2011.

7) Share capital and earnings per share

Share capital as of September 30, 2011 amounted to €1,053,539,740 represented by 263,384,935 ordinary shares with a par value of €4 each, for 328,959,392 voting rights.

a) Changes in share capital

	Number of shares	Par value	Share capital (euros)	Premiums (euros)
As of December 31, 2010	263,161,346	4	1,052,645,384	1,069,831,301
Shares granted under the 2009 plan	120,635	4	482,540	(482,540)
Exercise of options under the 2007 plan	100,965	4	403,860	2,140,458
Exercise of options under the 2008 plan	414	4	1,656	6,864
Exercise of options under the 2010 plan	1,575	4	6,300	28,066
As of September 30, 2011	263,384,935	4	1,053,539,740	1,071,524,149

Share capital consists exclusively of ordinary shares, each with a par value of €4.

Fully paid-up shares held in registered form in the name of the same shareholder for at least two years carry double voting rights.

In the first nine-months of 2011, 223,589 shares were issued under the 2007, 2008 and 2010 stock option plans and the 2009 share grant plan, resulting in a €0.9 million capital increase with a €1.7 million premium.

b) Share buyback program and transactions under the liquidity contract

Share buyback program

As of September 30, 2011, the Group held 332,323 shares under the program, acquired at a total cost of €6,969,708. These shares are being held for the following purposes:

- For allocation upon exercise of share grant (327,402 shares purchased at a cost of €6,847,077).
- For allocation to employees who choose to re-invest their profit-shares in Legrand stock through a corporate mutual fund (4,921 shares purchased at a cost of €122,631).

During the first nine-months of 2011, 24,334 shares acquired at a cost of €701,601 that were allocated to the corporate mutual fund were transferred to the fund.

Also during the period, 250,978 shares were allocated to employees under share grant plans

Liquidity contract

On May 29, 2007, the Group appointed a financial institution to maintain a liquid market for its ordinary shares on the NYSE Euronext™ Paris market under a liquidity contract complying with the Code of Conduct issued by the AMAFI (French Financial Markets Association) approved by the AMF on March 22, 2005.

As of September 30, 2011, the Group held 341,000 shares under this contract, purchased at a total cost of €8,378,154.

The number of shares held under the liquidity contract increased by a net 148,500 in the first nine-months of 2011. These transactions led to a net cash out of €2,937,644.

8) Long-term borrowings

Long-term borrowings can be analyzed as follows:

<i>(in € millions)</i>	September 30, 2011	December 31, 2010
Facility Agreement	135.2	227.2
8 ½% debentures	290.3	292.0
Bonds	708.6	300.0
Bank borrowings	282.5	282.5
Other borrowings	79.9	114.3
	1,496.5	1,216.0
Debt issuance costs	(5.2)	(3.0)
	1,491.3	1,213.0

9) Short-term borrowings

<i>(in € millions)</i>	September 30, 2011	December 31, 2010
Facility Agreement	222.0	87.1
Other borrowings	116.5	129.7
	338.5	216.8

10) Information by geographical segment

Legrand is the global specialist in electrical end digital building infrastructures. The following information by geographical segment corresponds to the Group's consolidated reporting system.

9 months ended September 30, 2011 (in € millions)	Geographical segments					Items not allocated to segments	Total
	France	Europe Italy	Others	USA/ Canada	Rest of the world		
Revenue to third parties	833.8	516.8	582.7	464.9	750.1		3,148.3
Cost of sales	(290.8)	(204.2)	(346.3)	(224.4)	(414.8)		(1,480.5)
Administrative and selling expenses, R&D costs	(334.6)	(141.6)	(146.8)	(166.0)	(202.5)		(991.5)
Other operating income (expense)	(17.6)	1.6	(20.6)	2.6	(10.3)		(44.3)
Operating profit	190.8	172.6	69.0	77.1	122.5		632.0
- of which acquisition-related amortization and costs*	(7.5)	(2.4)	(2.1)	(7.9)	(4.6)		(24.5)
- of which goodwill impairment							0.0
Adjusted operating profit	198.3	175.0	71.1	85.0	127.1		656.5
- of which depreciation expense	(27.7)	(17.9)	(10.7)	(6.8)	(17.1)		(80.2)
- of which amortization expense	(2.6)	(2.6)	(0.7)	(0.9)	(0.8)		(7.6)
- of which amortization of development costs	(13.8)	(4.6)	0.0	(0.8)	(0.1)		(19.3)
- of which restructuring costs	(4.9)	(0.5)	(10.2)	0.6	(1.2)		(16.2)
Exchange gains (losses)						17.2	17.2
Finance costs and other financial income and expense						(59.4)	(59.4)
Income tax expense						(200.3)	(200.3)
Minority interest and share of (loss)/profit of associates						0.6	0.6
Net cash provided by operating activities						466.7	466.7
Net proceeds from sales of fixed and financial assets						7.3	7.3
Capital expenditure	(16.6)	(18.1)	(7.9)	(4.1)	(23.5)		(70.2)
Capitalized development costs	(13.6)	(5.3)	0.0	(1.4)	(1.1)		(21.4)
Free cash flow**						382.4	382.4
Total assets						6,602.2	6,602.2
Segment liabilities	355.1	203.9	119.7	107.7	226.3		1,012.7

*Acquisition-related amortization concerns the amortization of intangible assets remeasured as part of the purchase price allocation process.

** Free cash flow is defined as the sum of net cash provided by operating activities and net proceeds from sales of fixed and financial assets minus capital expenditure and capitalized development costs.

9 months ended September 30, 2010 (in € millions)	Geographical segments					Items not allocated to segments	Total
	France	Europe Italy	Others	USA/ Canada	Rest of the world		
Revenue to third parties	778.9	478.4	517.9	439.6	658.8		2,873.6
Cost of sales (a)	(262.9)	(183.5)	(306.6)	(215.9)	(346.2)		(1,315.1)
Administrative and selling expenses, R&D costs (a)	(309.8)	(133.1)	(134.7)	(160.6)	(174.9)		(913.1)
Other operating income (expense) (a)	(19.8)	(3.6)	(10.2)	(5.6)	(22.8)		(62.0)
Operating profit	186.4	158.2	66.4	57.5	114.9		583.4
- of which amortization and costs related to acquisitions (b)	(9.8)	(3.8)	(2.9)	(7.9)	(5.2)		(29.6)
- of which goodwill impairment							0.0
Adjusted operating profit	196.2	162.0	69.3	65.4	120.1		613.0
- of which depreciation expense	(32.1)	(17.4)	(11.3)	(9.0)	(15.2)		(85.0)
- of which amortization expense	(1.9)	(3.8)	(0.8)	(0.9)	(0.5)		(7.9)
- of which amortization of development costs	(13.4)	(3.2)	(0.2)	(1.0)	(0.1)		(17.9)
- of which restructuring costs	(4.4)	(1.2)	(14.5)	(0.7)	(6.5)		(27.3)
Exchange gains (losses)						(33.2)	(33.2)
Finance costs and other financial income and expense						(51.6)	(51.6)
Income tax expense						(178.5)	(178.5)
Minority interest and share of (loss)/profit of associates						0.9	0.9
Net cash provided by operating activities						540.4	540.4
Net proceeds from sales of fixed and financial assets						6.1	6.1
Capital expenditure	(13.0)	(12.1)	(5.9)	(4.0)	(12.9)		(47.9)
Capitalized development costs	(13.9)	(5.1)	0.0	(1.8)	(0.6)		(21.4)
Free cash flow*						477.2	477.2
Total assets						5,964.5	5,964.5
Segment liabilities	343.1	201.1	104.4	111.0	190.9		950.5

* Free cash flow is defined as the sum of net cash provided by operating activities and net proceeds from sales of fixed and financial assets minus capital expenditure and capitalized development costs.

(a) Data adjusted as described in Note 3.

(b) Acquisition-related amortization concerns the amortization of intangible assets revalued as part of the purchase price allocation process.

Adjustments that have an impact on lines (a) and (b) are shown below:

9 months ended September 30, 2010 (in € millions)	Geographical segments					Items not allocated to segments	Total
	France	Europe Italy	Others	USA/ Canada	Rest of the world		
Cost of sales	(9.4)			(0.7)	(0.9)		(11.0)
Administrative and selling expenses, R&D costs	(9.9)			(1.7)	(1.3)		(12.9)
Other operating income (expense)	19.3			2.4	2.2		23.9
Operating profit	0.0	0.0	0.0	0.0	0.0		0.0
- of which amortization and costs related to acquisitions	(1.2)	(0.2)	(1.6)	(2.1)	(4.6)		(9.7)
Adjusted operating profit	1.2	0.2	1.6	2.1	4.6		9.7
- of which amortization expense			1.0	1.7	4.6		7.3

11) Quarterly data – non-audited

a) Quarterly revenue by geographical segment (billing region) – unaudited

<i>(in € millions)</i>	1 st quarter 2011	1 st quarter 2010
France	284.2	253.7
Italy	187.6	168.7
Rest of Europe	187.1	166.1
USA/Canada	139.3	128.4
Rest of the world	238.2	194.8
Total	1,036.4	911.7

<i>(in € millions)</i>	2 nd quarter 2011	2 nd quarter 2010
France	299.0	282.7
Italy	180.6	163.4
Rest of Europe	194.6	174.0
USA/Canada	144.9	153.5
Rest of the world	252.3	224.8
Total	1,071.4	998.4

<i>(in € millions)</i>	3 rd quarter 2011	3 rd quarter 2010
France	250.6	242.5
Italy	148.6	146.3
Rest of Europe	201.0	177.8
USA/Canada	180.7	157.7
Rest of the world	259.6	239.2
Total	1,040.5	963.5

b) Quarterly income statements – unaudited

<i>(in € millions)</i>	1st quarter 2011	1st quarter 2010*
Revenue	1,036.4	911.7
Operating expenses		
Cost of sales	(474.7)	(414.5)
Administrative and selling expenses	(286.9)	(252.6)
Research and development costs	(50.9)	(45.3)
Other operating income (expense)	(14.1)	(18.8)
Operating profit	209.8	180.5
Finance costs	(21.3)	(18.0)
Financial income	3.4	2.5
Exchange gains (losses)	6.0	(25.4)
Finance costs and other financial income and expense, net	(11.9)	(40.9)
Profit before tax	197.9	139.6
Income tax expense	(70.2)	(48.7)
Profit for the period	127.7	90.9
Attributable to:		
- Equity holders of Legrand	127.5	90.3
- Minority interests	0.2	0.6

* Data adjusted as described in Note 3.

<i>(in € millions)</i>	2nd quarter 2011	2nd quarter 2010*
Revenue	1,071.4	998.4
Operating expenses		
Cost of sales	(506.3)	(450.1)
Administrative and selling expenses	(283.8)	(267.6)
Research and development costs	(48.6)	(48.7)
Other operating income (expense)	(17.0)	(25.7)
Operating profit	215.7	206.3
Finance costs	(25.2)	(20.9)
Financial income	8.7	3.5
Exchange gains (losses)	4.7	(27.1)
Finance costs and other financial income and expense, net	(11.8)	(44.5)
Profit before tax	203.9	161.8
Income tax expense	(64.8)	(59.7)
Profit for the period	139.1	102.1
Attributable to:		
- Equity holders of Legrand	138.9	102.3
- Minority interests	0.2	(0.2)

* Data adjusted as described in Note 3.

<i>(in € millions)</i>	3rd quarter 2011	3rd quarter 2010*
Revenue	1,040.5	963.5
Operating expenses		
Cost of sales	(499.5)	(450.5)
Administrative and selling expenses	(272.6)	(254.8)
Research and development costs	(48.7)	(44.1)
Other operating income (expense)	(13.2)	(17.5)
Operating profit	206.5	196.6
Finance costs	(24.3)	(21.4)
Financial income	(0.7)	2.7
Exchange gains (losses)	6.5	19.3
Finance costs and other financial income and expense, net	(18.5)	0.6
Profit before tax	188.0	197.2
Income tax expense	(65.3)	(70.1)
Profit for the period	122.7	127.1
Attributable to:		
- Equity holders of Legrand	122.5	126.6
- Minority interests	0.2	0.5

* Data adjusted as described in Note 3.

12) Subsequent events

In October 2011, the Group signed a joint venture agreement with Megapower, Malaysian's leader in plastic cable management. The Group has a 49% interest in the entity with a control to be taken over within the two and a half years to come, completed with an option to purchase minority stakes in the medium term. Based near Kuala Lumpur, Megapower employs a workforce of 160 people.

In October 2011, the Group repaid and canceled Tranche B of its 2006 credit agreement and concluded with six banks a €900 million credit agreement consisting of a new revolving multicurrency facility utilizable through drawdowns. This credit has a five-year term that can be extended for two successive one-year periods.



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