

■ PB FINELECTRIC BV (NETHERLANDS)

PB Finelectric BV is a simplified joint stock company formed under Dutch law, with its registered office at Van Salmstraat 76, 5281 RS Boxtel. The primary purpose of PB Finelectric BV is to take equity stakes in other companies. PB Finelectric BV was formed

and entered the Group's scope of consolidation on December 19, 1991. PB Finelectric BV is 75% owned by Bticino SpA with the remaining 25% held by Legrand France.

9.2 - SHARE CAPITAL

Unless otherwise indicated, the information presented in this section is dated Thursday, December 31, 2015.

9.2.1 - Subscribed share capital and share capital authorized but not issued

Taking into account the number of shares as at December 31, 2015, the Company's share capital amounts to €1,067,722,408, divided into 266,930,602 shares with a par value of €4 each.

The Company's shares are fully paid up and all of the same class. The shares may be held in registered or bearer form, at the option of the shareholder. They may be registered on individual shareholder accounts in accordance with applicable laws and regulations.

■ 9.2.1.1 DELEGATIONS AND FINANCIAL AUTHORIZATIONS CURRENTLY IN FORCE

At the date of this Registration Document, the Company's Board of Directors was granted the following financial authorizations by the shareholders at the Shareholders' General Meetings:

Authorizations and delegations granted by the Shareholders' General Meeting	Duration of the delegation Expiry date	Terms and conditions of the delegation	Use of the delegation during the 2015 financial year
General Shareholders' Meeting of May 24, 2013			
Authorization for the purpose of granting one or more allotments of options for the subscription or purchasing of shares to employees and/or executive directors (Resolution 8)	38 months Sunday, July 24, 2016	Limit: 1.5% of the share capital at the date of the allotment decision; it being noted that this limit is an overall limit for the options granted pursuant to this authorization and the shares granted pursuant to Resolution 9	Nil
Authorization for the free allotment of existing or new shares to employees and/or corporate officers (Resolution 9)	38 months Sunday, July 24, 2016	Limit: 1.5% of the share capital at the date of the allotment decision; it being noted that this limit is an overall limit for the free shares allotted pursuant to this authorization and the options granted pursuant to Resolution 8	382,756 shares awarded ⁽¹⁾

(1) The initial award was 390,844 shares. Following the adjustment made with consideration to the payment modalities of the dividend as decided by the General Shareholder's Meeting, on May, 29th 2015, in order to take into account the impact of this operation on the interests of the beneficiaries of the performance shares, the award amounted to 392,333 shares. Then, the amount has been reduced to 382,756 shares after the decision of Mr. Gilles Schnepf to renounce to a part of the shares allotted during the 2015 financial year, which decision has been noted by the Board of Directors on March, 17th 2016.

Authorizations and delegations granted by the Shareholders' General Meeting	Duration of the delegation Expiry date	Terms and conditions of the delegation	Use of the delegation during the 2015 financial year
General Shareholders' Meeting of Tuesday, May 27, 2014			
Authorization for the purpose of reducing the share capital by cancellation of shares (Resolution 11)	26 months Wednesday, July 27, 2016	Limit: 10% of the share capital at May 27, 2014, per 24-month period	Cancellation of 400,000 shares
Issue of ordinary shares or securities providing access to Company's ordinary shares or entitlement to debt securities, with preferred subscription rights maintained (Resolution 12)	26 months Wednesday, July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €200 million (this amount is included in the overall nominal limit for capital increases through the issuance of shares or securities convertible to equity of €200 million (the "Overall Capital Increase Limit")) Overall nominal amount of bonds and other debt securities likely to be issued pursuant to this delegation: may not exceed €2 billion (this amount is included in the overall limit for debt securities of €2 billion (the "Overall Debt Securities Limit"))	Nil
Issue, by public offering, of ordinary shares or securities providing access to ordinary shares or entitlement to debt securities, with preferred subscription rights waived (Resolution 13)	26 months Wednesday, July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million (this nominal amount is included in the nominal limit of €100 million set by Resolution 14 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this delegation: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by Resolution 14 and in the Overall Debt Securities Limit)	Nil
Issue, by means of an offer within the scope of Article L. 411-2 II of the French Monetary and Financial Code (private placement), of shares or securities convertible to equity or entitlement to debt securities with cancellation of subscription rights (Resolution 14)	26 months Wednesday, July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million or the legal limit, i.e. 20% of the Company's share capital (this nominal amount is included in the nominal limit of €100 million set by Resolution 13 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this delegation: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by Resolution 13 and in the Overall Debt Securities Limit)	Nil
Increase in the issue amounts, made with preferred subscription rights maintained or waived in the event of excess demand (Resolution 15)	26 months Wednesday, July 27, 2016	Deadline: within thirty days from the closing date for subscriptions Limit: 15% of the initial offering Price: same price as that determined for the initial offering Compliance with the upper limits applicable to each type of issue decided pursuant to Resolutions 12, 13 or 14	Nil
Capital increase through incorporation of reserves, profits, premiums or other items (Resolution 16)	26 months Wednesday, July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million, it being noted that this limit is independent of any of the other limits on issuance of shares and other securities pursuant to delegations or authorizations conferred by the Shareholders' General Meeting of May 27, 2014	Nil

Authorizations and delegations granted by the Shareholders' General Meeting	Duration of the delegation Expiry date	Terms and conditions of the delegation	Use of the delegation during the 2015 financial year
Issues of shares or securities providing access to the Company's share capital in favor of participants in employee share-ownership programs of the Company or Group, with preferred subscription rights waived (Resolution 17)	26 months Wednesday, July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €25 million (this amount is included in the nominal limit of €100 million set by Resolutions 13 and 14 and in the Overall Capital Increase Limit)	Nil
Issues of shares or securities providing access to share capital as consideration for contributions in kind to the Company with preferred subscription rights waived (Resolution 18)	26 months Wednesday, July 27, 2016	5% of the share capital at the issue date Total nominal amount of capital increases pursuant to this delegation: included in the nominal limit of €100 million set by Resolutions 13 and 14 and in the Overall Capital Increase Limit Total nominal amount of debt securities issued pursuant to this delegation: may not exceed €500 million (this total nominal amount is included in the limit of €1 billion set by Resolutions 13 and 14 and in the Overall Debt Securities Limit)	Nil
General Shareholders' Meeting of May 29, 2015			
Authorization for the purpose of allowing the Company to trade its own shares (Resolution 9)	18 months Tuesday, November 29, 2016	Limit: 10% of the share capital at Friday, May 29, 2015 Maximum amount allocated: €1,000 million Maximum purchase price per share: €70	€68,503,940

9.2.1.2 DELEGATIONS AND FINANCIAL AUTHORIZATIONS SUBMITTED TO THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MAY 27, 2016

At the Shareholders' General Meeting to be held on May 27, 2016, shareholders will be asked to renew the following authorizations and financial delegations (see the draft resolutions in Appendix 4 of this Registration Document):

Authorization/delegation	Duration and expiration date	Terms and conditions of the delegation	Maximum nominal amount
Authorization for the purpose of allowing the Company to trade its own shares (Resolution 11)	18 months Monday, November 27, 2017	Limit: 10% of the share capital at Friday, May 27, 2016 Maximum amount allocated: €1,000 million Maximum purchase price per share: €75	
Authorization for the purpose of reducing the share capital by cancellation of shares (Resolution 12)	18 months Monday, November 27, 2017	Limit: 10% of the share capital at Friday, May 27, 2016	
Authorization for the free allotment of existing or new shares to employees and/or corporate officers (Resolution 13)	38 months Saturday, July 27, 2019	Limit: 1.5% of the share capital at the date of the allotment decision	
Issue of shares or securities with preferred subscription rights (Resolution 14)	26 months Friday, July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €200 million (this amount is included in the overall nominal limit for capital increases through the issuance of shares or securities convertible to equity of €200 million (the "Overall Capital Increase Limit") Overall nominal amount of bonds and other debt securities likely to be issued pursuant to this delegation: may not exceed €2 billion (this amount is included in the overall nominal limit for debt securities of €2 billion (the "Overall Debt Securities Limit"))	

Authorization/delegation	Duration and expiration date	Terms and conditions of the delegation Maximum nominal amount
Issue, by public offering, of shares or complex securities, with preferred subscription rights waived (Resolution 15)	26 months Friday, July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million (this nominal amount is included in the nominal limit of €100 million set by Resolution 16 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this delegation: may not exceed €1 billion (this amount is included in the limit of €1 billion set by Resolution 16 and in the Overall Debt Securities Limit)
Issue, by means of an offer within the scope of Article L. 411-2 II of the French Monetary and Financial Code (private placement), of shares or complex securities, with preferred subscription rights waived (Resolution 16)	26 months Friday, July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million or the legal limit, i.e. 20% of the Company's share capital (this nominal amount is included in the nominal limit of €100 million set by Resolution 15 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this delegation: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by Resolution 15 and in the Overall Debt Securities Limit)
Increase in issue amounts, with or without preferred subscription rights, in the event of excess demand (Resolution 17)	26 months Friday, July 27, 2018	Deadline: within thirty days from the closing date for subscriptions Limit: 15% of the initial offering Price: same price as that determined for the initial offering Compliance with the upper limits applicable to each type of issue decided pursuant to Resolutions 14, 15 or 16
Capital increase through incorporation of reserves, profits, premiums or other items (Resolution 18)	26 months Friday, July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million, it being noted that this limit is independent of any of the other limits on issuance of shares and other securities pursuant to delegations or authorizations conferred by the Shareholders' General Meeting of May 27, 2016
Issue of shares or complex securities for members of a Company or Group employee share-ownership program, with preferred subscription rights waived (Resolution 19)	26 months Friday, July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €25 million (this amount is included in the nominal limit of €100 million set by Resolutions 15 and 16 and in the Overall Capital Increase Limit)
Issue of shares or complex securities as consideration for contributions in kind to the Company with preferred subscription rights waived (Resolution 20)	26 months Friday, July 27, 2018	5% of the share capital at the issue date Total nominal amount of capital increases pursuant to this delegation: included in the nominal limit of €100 million set by Resolutions 15 and 16 and in the Overall Capital Increase Limit Total nominal amount of debt securities issued pursuant to this delegation: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by Resolutions 15 and 16 and in the Overall Debt Securities Limit)