2010 Combined General Meeting of Shareholders
May 27, 2010
Agenda

- Growth drivers – G. Schnepp
- A more responsive and efficient organization – O. Bazil
- Financial results – A. Burel
- A strong, competitive financial structure – G. Schnepp
- Social and environmental responsibility and corporate governance – G. Schnepp
- Presentation of resolutions – G. Schnepp
- Statutory auditors’ report – D. Descours, G. Morin
- Q & A
- Vote of resolutions – J.-L. Fourneau
Growth Drivers

Gilles Schnepp
Chairman and Chief Executive Officer
Growth Drivers

- Innovation

- Emerging countries

- 3 promising opportunities:
  - Energy efficiency
  - Digital convergence
  - Ageing population
Active Innovation Strategy

- Over 1,800 people dedicated to R&D
- Close to 5% of sales invested in R&D
- 35% of sales generated with new products

<table>
<thead>
<tr>
<th>Year</th>
<th>Spending on R&amp;D (as % of sales)</th>
<th>Investment in new products (in €m and % of investments)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2008</td>
<td>4.4%</td>
<td>66 (41%)</td>
</tr>
<tr>
<td>2009</td>
<td>4.8%</td>
<td>69 (59%)</td>
</tr>
</tbody>
</table>
Active Innovation Strategy

New product launches, including:

**Control and command**
- Arteor
- Mallia
- Digital Lighting Management
- Nereya

**Energy distribution**
- DMX³
- Alpistatic

**Voice-Data-Images**
- LCS²
- Bnet

**Cable Management**
- GTL Viadis
- Logix
Efficient Business Model

- Organic growth
- Acquisitions
- Market share
- Profitability

Emerging countries
Replicating the Legrand Business Model with Success in Emerging Countries

**Organic growth strategy**
- Innovation
- Effective segmentation of ranges

**€210m** of sales acquired in emerging countries since 2005
- 90% with #1 or #2 market position

In emerging countries, close to **42% of sales** are from products with #1 positions on their markets

**#1 positions in**
- Brazil, Russia, India, China, Mexico, Chile, Colombia, Costa Rica, Peru, Venezuela, Egypt, Morocco, Hungary, Poland, Slovakia, Turkey, etc.

Average adjusted operating margin in emerging countries in line with group average
3 Promising Opportunities

Opportunities for today

**Energy efficiency**
Buildings alone account for 40% of all energy used

**Digital convergence**
Growing needs in digital infrastructures

Opportunity for tomorrow

**Ageing of the population**

*4-fold increase* in world population over age 80 in slightly more than a generation\(^{(1)}\)

1. Source: UNO
Opportunities for Today – Energy Efficiency

Temperature management
- Up to 12% savings on heating.

Solar-cell protection & mgmt
- Secured operation of commercial and residential solar installations.

Consumption monitoring
- Energy consumption display system: up to 15% savings.

Living scenarios
- Up to 10% savings on energy consumption.

Energy distribution
- Programmable switches: up to 12% savings on heating.

Shutter control
- Up to 10% savings on heating and 80% on air-conditioning

Lighting management
- Automatic switches: up to 55% savings on lighting costs.

Airtight flush-mounting boxes
- Up to 7 kWh/m² savings per year.
Opportunities for Today – Energy Efficiency

Lighting Management

Up to 55% savings on energy

Motion detector with luminance threshold + Voluntary Switch on/off button =

Presence and luminance management with variation in a 400sq.m building

SAVINGS /YEAR €327

SAVINGS /YEAR 0.5 t.éq. CO₂

1. At green or yellow rates; at blue rate, savings are two times higher
2. Calculation in euros in accordance with the EN 15 193 standard and in CO₂ with EIME “Electricité de France” model software
3. CO₂ equivalent of all gases generating pollution (CO₂, methane, carbon monoxide, fluoride gases, etc.)
Opportunities for Today – Energy Efficiency

Sales of energy-efficient solutions as % of total sales

1999: 3.0%
2009: 6.4%

13%\(^{(1)}\) per year

1. Compound Annual Growth Rate
Opportunities for Today – Digital Convergence

Energy Management
- Monitoring, visualization and transmission of energy consumption.

Safety
- Access control, video surveillance, alarms, etc.

Commercial applications:
- hotels, offices, hospitals, etc.

Connectivity
- Copper connectors or fiber optic high-performance, HDMI connections, UBS, etc.

Infrastructures
- Enclosures, patch panels, zone boxes, wifi access point, etc.

Digital Networks
- Commercial applications:
  - hotels, offices, hospitals, etc.
Opportunities for Today – Digital Convergence

Sales of digital infrastructures as % of total group sales

- 1999: 8%
- 2009: 13%\(^{(1)}\)

9%\(^{(2)}\) per year

\(^{(1)}\) per year

1. 22% including residential systems, lighting systems etc.
2. Compound Annual Growth Rate
Opportunities for Tomorrow – Ageing Population

- Preventing falls
  - Lighting path
  - Luminous switch
  - Automatic switch
  - Gas detector
  - Smoke detector
  - Flood detector
  - Contactless switch
  - Hand-free door entry system
  - Easy-fit socket

- Preventing home risks

- Hands-free monitoring
  - Door entry system with teleloop
  - Remote assistance control\(^{(1)}\)
  - Video control

1 In partnership with a third party company
A More Responsive and Efficient Organization

Olivier Bazil
Vice Chairman and Chief Operating Officer
Legrand: A New Step Forward

From 2009: Revamped organization
- Administration
- Production
- R&D

2002: Structural reorganization
- Front Office / Back Office
- Creation industrial divisions
- Global sourcing
Process Re-engineering

Administration

- **IT systems**: centralizing infrastructures for greater *safety* and responsiveness

- **Client communication**: use of the tools (e-communication) that are more *competitive and respectful of environment*

- **Professional trips**: Increased use of conference calls and webcasts for more *efficient, economical and frequent* corporate communications

More responsive organization

Systematic use of new technology for sustainable development
Process Re-engineering
Production

Platform rationalization\(^{(1)}\)

From
85 ranges
29 platforms

To
60 ranges
9 platforms

60-70% reduction in number of components
Increase in facility utilization rate
Reduce product update complexity & inventories

1. Example for wiring devices and home systems
Process Re-engineering

R&D

New processes in product design

From

22-month development cycle

10 projects

To

14 months

18 projects

Increase and accelerate new product launches

Deployment of eco-design
Financial Results

Antoine Burel
Chief Financial Officer
Sales in 2009

Total sales: €3,578m in 2009
- 14.9%
- 13.9% like-for-like\(^{(1)}\)

USA & Canada: €513m
- 15.5% LFL\(^{(1)}\)

France: €913m
- 8.3% LFL\(^{(1)}\)

Italy: €572m
- 20.0% LFL\(^{(1)}\)

Rest of the world: €869m
- 7.1% LFL\(^{(1)}\)

Rest of Europe: €711m
- 20.9% LFL\(^{(1)}\)

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1. At constant scope of consolidation and exchange rates
2009 Full-Year Results

Change in net sales in €m
-14.9%

Resilient adjusted EBIT margin in €m and as % of sales

Healthy free cash-flow generation in €m and as % of sales

Net Result in €m and as % of sales

2008 2009
4,202 3,578
2008 2009
16.6% 16.2%
16.2% 18.3%
430 655
2008 2009
8.3% 8.1%
350 290
2010 First-Quarter Results

Change in net sales
In €m

<table>
<thead>
<tr>
<th>1q. 2009</th>
<th>1q. 2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>901</td>
<td>912</td>
</tr>
<tr>
<td>+1.1%</td>
<td></td>
</tr>
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</table>

Strong increase in adjusted operating income (in €m and as % of sales)

<table>
<thead>
<tr>
<th>1q. 2009</th>
<th>1q. 2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>135</td>
<td>187</td>
</tr>
<tr>
<td>15.0%</td>
<td>20.5%</td>
</tr>
<tr>
<td>+38%</td>
<td></td>
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</table>

Highlights

- Emerging markets: strong rise in sales (+15.8%) and leverage effect on margins
- Success of new products: Arteor, Céliane, LCS², etc.
- Close to 5% of sales invested in R&D
2010 Objectives

Legrand has set its 2010 target for adjusted operating margin at over 18%.

1. See press release announcing 2010 first-quarter results on May, 6th 2010 for full text
A strong, Competitive Financial Structure

Gilles Schnepp
Chairman and Chief Executive Officer
Stock Performance

Share prices over 12 months (1)

Strong cumulated return since listing

€100 invested at the time of the IPO are today worth, assuming reinvestment of dividends, €132, despite crisis.

1. 10-day mobile average
Strong Financial Structure

Reduction in net debt in €bn

<table>
<thead>
<tr>
<th>Date</th>
<th>Net Debt (€bn)</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/31/2008</td>
<td>1.9</td>
</tr>
<tr>
<td>12/31/2009</td>
<td>1.3</td>
</tr>
</tbody>
</table>

-28% decrease from 1.9 to 1.3

Long-term financing capacity

100% of net debt backed up by credit lines due in 2013 at the earliest

€1,3bn of available funds at March 31, 2010
Dividend Proposal for 2009

Almost steady adjusted operating margins in 2009

Strong free cash-flow generation

Dividend per share maintained at €0.70\(^{(1)}\)

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1. Subject to the approval of the General Meeting of shareholders on May 27, 2010. Ex date: June 2, 2010. Payment date: June 7, 2010
Social and environmental commitments and corporate governance

Gilles Schnepp
Chairman & CEO
MAIN SUSTAINABILITY CHALLENGES FOR THE GROUP

2009 RESULTS AT A GLANCE

SOCIAL

- Invest in employees
  72% of management staff had an individual review
- Develop access to electricity
  10 projects sponsored across three continents (Africa, Asia, South America)
- Act for Assisted Living
  Over 100 product lines specially adapted or adaptable to seniors

ENVIRONMENT

- Limit the environmental impact of the operations
  84% of sites certified ISO 14001
- Accelerate the development of products with high environmental performance
  70% of R&D centres apply eco-design principles
- Develop and promote energy efficiency
  64% rise in sales of products dedicated to improving energy efficiency since 2002

GOVERNANCE

- Apply the ethical commitments in day-to-day operations
  60 ethics representatives make sure the Charter of Fundamental Principles is applied
- Include suppliers in the sustainable development process
  57% of purchasing turnover is placed with strategic suppliers endorsing the Global Compact’s principles
Social – Invest in employees

- **Reinforce management of competencies:**
  - Focus on career management and staff mobility
  - Individual review for 72% of managers
  - Average of 16 hours training / employee

- **Combat discrimination and favor diversity:**
  - Respect for people and a commitment to diversity is part of our code of ethics
  - Appointment of a diversity manager

- **Prevent accidents and ensure safety:**
  - *Esculape* project based on ILO OSH 2001
  - Preventing stress at work is part of the program
  - 85% of the workforce is represented by a Health and Safety Committee
Environment – Accelerate the development of products with high environmental performance

- **Substance management (RoHS, REACH, etc.):**
  - Ensure traceability and substitutions where appropriate

- **Eco-design approach:**
  - Reduce the impact of products throughout their life cycle
  - 70% of units research apply eco-design approach

- **Product Environmental Profile:**
  - Provide customers with transparent information on product features
  - 25% of total sales in France, Italy and the USA are products covered by a PEP

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**Eco-design example**
Efficient structure ensures effective corporate governance

Board of Directors

- 7 meetings in 2009 (attendance rate: 86%)

Honorary Chairman
- François Grappotte

Chairman
- Gilles Schnepf

Vice-Chairman
- Olivier Bazil

Legrand

Directors named at Wendel’s proposal
- Frédéric Lemoine
- Ernest-Antoine Seillière
- Patrick Tanguy*

Directors named at KKR’s proposal
- Mattia Caprioli
- Jacques Garaïalde
- Edward A. Gilhuly

Independent Directors
- Gérard Lamarche
- Thierry de La Tour d’Artaise

* Subject to the ratification by the present General Meeting of his appointment
Efficient structure ensures effective corporate governance

The Board of Directors has set up 3 specialized committees:

➢ **Strategy Committee**
  - Annual budget and targets for economic income
  - Acquisition opportunities and processes

➢ **Audit Committee**
  - Quarterly, half-yearly and annual financial statements
  - Internal and external control procedures
  - Risk management
  - Relations with statutory auditors

➢ **Nominating and Compensation Committee**
  - Proposal of directors for appointment to the Board
  - Proposals to the Board of Directors on executive directors’ compensation in accordance with the Afep/Medef code of corporate governance and on the advice of an outside consultant
  - Stock-option and free-share plans
Stock-option and free-share plans based on targets set at the beginning of the year

In respect of 2007 2008 2009

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of beneficiaries</td>
<td>1,106</td>
<td>924</td>
<td>1,313</td>
</tr>
<tr>
<td>Stock options</td>
<td>2,015,239</td>
<td>1,185,812</td>
<td>3,254,726</td>
</tr>
<tr>
<td>Free shares</td>
<td>654,058</td>
<td>288,963</td>
<td>896,556</td>
</tr>
</tbody>
</table>

➢ In respect of 2009, a rise in the number of beneficiaries reflecting international deployment, particularly in emerging economies

➢ Sharp variations linked to success in meeting annual targets:
  ▪ 2008: low allocations as results fell short of targets
  ▪ 2009: higher allocations as results exceeded targets
Principles for executive directors’ compensation

In respect of 2010:
- Fixed salary unchanged
- Bonus:
  - target bonus from 133% to 100%
  - modification of criteria in accordance with Afep/Medef code of corporate governance

<table>
<thead>
<tr>
<th>Gilles Schnepp</th>
<th>2009</th>
<th>2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed salary</td>
<td>€550,000</td>
<td>€550,000</td>
</tr>
<tr>
<td>Target bonus</td>
<td>133% of fixed salary</td>
<td>100% of fixed salary</td>
</tr>
<tr>
<td>Based on:</td>
<td>70% - Economic income target, 30% - Individual performance</td>
<td>50% - Economic income target, 20% - Sales growth, 15% - Acquisitions, 15% - Other criteria, in particular sustainable development</td>
</tr>
</tbody>
</table>
Compensation linked to performance

**Gilles Schnepp**

<table>
<thead>
<tr>
<th></th>
<th>€</th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed salary</td>
<td></td>
<td>498,000</td>
<td>550,000</td>
<td>550,000</td>
<td>550,000</td>
</tr>
<tr>
<td>Bonus (1)</td>
<td></td>
<td>597,600</td>
<td>392,500</td>
<td>392,500</td>
<td>(3)</td>
</tr>
<tr>
<td>Attendance fees</td>
<td></td>
<td>20,000</td>
<td>20,000</td>
<td>20,000</td>
<td>(3)</td>
</tr>
<tr>
<td>Benefits in kind (2)</td>
<td></td>
<td>3,808</td>
<td>3,919</td>
<td>3,805</td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td>1,119,408</td>
<td>966,419</td>
<td>966,305</td>
<td></td>
</tr>
<tr>
<td>Number of stock options</td>
<td></td>
<td>72,583</td>
<td>48,300</td>
<td>134,351</td>
<td>(3)</td>
</tr>
<tr>
<td>Number of free shares</td>
<td></td>
<td>24,194</td>
<td>12,075</td>
<td>38,373</td>
<td>(3)</td>
</tr>
</tbody>
</table>

(1) Due for the year and paid the following year
(2) Company car and cell phone
(3) To be determined at the beginning of 2011

➢ At Mr. Schnepp’s request, his total compensation is unchanged from 2008

➢ At Mr. Schnepp’s request, allocations of stock options and free shares were held to the same ratio as applied to all plan beneficiaries
Presentation of resolutions
Resolutions relating to the approval of the financial statements, the appropriation of earnings and the distribution of dividend

No. 1: Approval of the Company’s financial statements at December 31, 2009

No. 2: Approval of the consolidated financial statements at December 31, 2009

No. 3: Appropriation of earnings
Resolution relating to agreements within the scope of article L.225-38 of the French commercial code

No. 4: Agreements within the scope of article L.225-38 of the French commercial code
Resolutions relating to the renewal of the mandates of a statutory auditor and a deputy statutory auditor

No. 5: Renewal of the mandate of one of the statutory auditors

No. 6: Renewal of the mandate of one of the deputy statutory auditors
Resolutions relating to share buybacks

No. 7: Approval of a share buyback program

No. 9: Authorization to cancel shares purchased pursuant to the share buyback program
Resolution relating to the appointment of a Director

No. 8: Appointment of a Director
Resolutions relating to financial delegations

No. 10: Delegation of powers to the Board of Directors for the purpose of issuing shares or securities providing access to the Company’s equity or entitlement to debt securities, with preferred subscription rights maintained

No. 11: Delegation of powers to the Board of Directors for the purpose of issuing, by means of public offers, shares or securities providing access to the Company’s equity or entitlement to debt securities, with preferred subscription rights waived

No. 12: Delegation of powers to the Board of Directors for the purpose of issuing, by means of an offer within the scope of section II of article L. 411-2 of France’s Code monétaire et financier (private placement), shares or securities providing access to the Company’s equity or entitlement to debt securities, with preferred subscription rights waived

No. 13: Power to increase issue amounts in the event of excess demand

No. 14: Powers conferred on the Board of Directors to set, in accordance with the conditions provided for by the General Meeting, the issue price in the event of the issues of shares or securities providing access to the Company’s shares, with preferred subscription rights waived

No. 15: Delegation of powers to the Board of Directors for the purpose of capital increases through incorporation of reserves, profit, premiums or other items for which this is allowable

No. 16: Delegation of powers to the Board of Directors for the purpose of issuing shares or securities giving access to the Company’s share capital in favor of participants in employee share-ownership programs of the Company or group

No. 17: Delegation of powers to the Board of Directors for the purpose of issuing shares or other securities providing access to share capital as consideration for contributions in kind to the Company

No. 18: Total limit on delegations of power under the tenth, eleventh, twelfth, thirteenth, fourteenth, sixteenth and seventeenth resolutions
Resolutions relating to allotment of options for the purchase of or subscription to shares and allotment of free shares

No. 19: Authorization granted to the Board for the purpose of making one or several allotments of options for the purchase of or subscription to shares

No. 20: Authorization granted to the Board of Directors for the purpose of making free share allotments
Resolution relating to the amendment of Company articles

No. 21: Amendment of article 9.1 of Company articles

No. 22: Powers to effect formalities
Reports of the Statutory Auditors

Dominique Descours, Deloitte et Associés
Gérard Morin, PricewaterhouseCoopers
Reports of the Statutory Auditors

For the Ordinary General Meeting:
- on consolidated financial statements and the Company’s financial statements
- on the report of the Chairman of the Board of Directors on corporate governance and internal controls

For the Extraordinary General Meeting:
- on capital stock reduction by cancellation of shares purchased
- on issuance of shares or securities with preferred subscription rights maintained and/or waived
- on issuance of shares or securities in favor of participants in employee share-ownership programs of the Company or group
- on allotments of options for the purchase of or subscription to shares to the employees and executive directors
- on allotments of existing shares or shares to be issued to the employees and executive directors
Questions from the floor
Vote on resolutions
Vote on the first resolution

Approval of the Company’s financial statements at December 31, 2009
Vote on the second resolution

Approval of the consolidated financial statements at December 31, 2009
Vote on the third resolution

Appropriation of earnings
Vote on the fourth resolution

Agreements within the scope of article L.225-38 of the French Commercial Code
Vote on the fifth resolution

Renewal of the mandate of one of the statutory auditors
Vote on the sixth resolution

Renewal of the mandate of one of the deputy statutory auditors
Vote on the seventh resolution

Approval of a share buyback program
Vote on the eighth resolution

Appointment of a Director
Vote on the ninth resolution

Authorization to cancel shares purchased pursuant to the share buyback program
Vote on the tenth resolution

Delegation of powers to the Board of Directors for the purpose of issuing shares or securities providing access to the Company’s equity or entitlement to debt securities, with preferred subscription rights maintained
Vote on the eleventh resolution

Delegation of powers to the Board of Directors for the purpose of issuing, by means of public offers, shares or securities providing access to the Company’s equity or entitlement to debt securities, with preferred subscription rights waived
Vote on the twelfth resolution

Delegation of powers to the Board of Directors for the purpose of issuing, by means of an offer within the scope of section II of article L.411-2 of France’s Code monétaire et financier (private placement), shares or securities providing access to the Company’s equity or entitlement to debt securities, with preferred subscription rights waived
Vote on the thirteenth resolution

Power to increase issue amounts in the event of excess demand
Vote on the fourteenth resolution

Powers conferred on the Board of Directors to set, in accordance with the conditions provided for by the General Meeting, the issue price in the event of the issues of shares or securities providing access to the Company’s shares, with preferred subscription rights waived
Vote on the fifteenth resolution

Delegation of powers to the Board of Directors for the purpose of capital increases through incorporation of reserves, profit, premiums or other items for which this is allowable
Vote on the sixteenth resolution

Delegation of powers to the Board of Directors for the purpose of issuing shares or securities giving access to the Company’s share capital in favor of participants in employee share-ownership programs of the Company or group
Vote on the seventeenth resolution

Delegation of powers to the Board of Directors for the purpose of issuing shares or other securities providing access to share capital as consideration for contributions in kind to the Company
Vote on the eighteenth resolution

Total limit on delegations of power under the tenth, eleventh, twelfth, thirteenth, fourteenth, sixteenth and seventeenth resolutions
Vote on the nineteenth resolution

Authorization granted to the Board for the purpose of making one or several allotments of options for the purchase of or subscription to shares
Vote on the twentieth resolution

Authorization granted to the Board of Directors for the purpose of making free share allotments
Vote on the twenty-first resolution

Amendment of article 9.1 of Company articles
Vote on the twenty-second resolution

Powers to effect formalities
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