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LEGRAND

Société Anonyme with share capital of €1,053,127,924
Registered Office: 128, avenue du Maréchal de Lattre de Tassigny
87000 Limoges
421 259 615 RCS Limoges
(the “Company”)

Proposed resolutions for the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 26, 2011

RESOLUTIONS FOR THE ORDINARY GENERAL MEETING

First Resolution (Approval of the Company's financial statements as at December 31, 2010)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, and being apprised of the Board of Directors' management report on the activity and general situation of the Company in the 2010 financial year, of the Chairman of the Board's report as scheduled to the management 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, 2010 as presented, which show a net profit of €77,329,415.68, 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, 2010)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, and being apprised of the Board of Directors' management report on the activity and general situation of the group in the 2010 financial year together with the auditors' report on the consolidated financial statements, shareholders approve the Company's consolidated financial statements at December 31, 2010 as presented, which show a net profit of €418.3 million 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 apprised of the Board of Directors' report and of the auditors' report on the annual financial statements, the shareholders:

1. Observe that the net book profit for the financial year ended December 31, 2010 amounts to €77,329,415.68;
2. Decide to appropriate €3,866,470.78 of this net profit to the legal reserve;
3. Observe that, after this appropriation of €3,866,470.78 to the legal reserve and considering retained earnings from previous years amounting to €620,703,167.84, the amount available for distribution in respect of the 2010 financial year is €694,166,112.74;
4. Decide to distribute a dividend to shareholders amounting to €0.88 euro per share, making a total amount of €230,877,865.68 on the basis of the number of shares making up capital stock at December 31, 2010 and after deduction of own shares held at this date (this total being subject to upward adjustment for dividends that may be due on shares issued after December 31, 2010); and

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5. Decide to appropriate the distributable income remaining to retained earnings.

If the number of shares entitled to a dividend changes from the 263,161,346 shares making up capital stock at December 31, 2010, the total amount to be distributed as dividends shall be adjusted accordingly and the amount appropriated to retained earnings shall be determined on the basis of dividends actually paid.

The dividend of €0.88 euro per share referred to in paragraph 4 above will be made payable from June 3, 2011.

No dividends will be due on any shares that may be held by the Company itself or have been cancelled at the payment date.

Shareholders confer on the Board of Directors all necessary powers to determine, considering in particular the number of own shares held by the Company at the payment date and the number of shares canceled before that date, the total amount of the dividend and, by the same token, the amount of distributable income to be appropriated to retained earnings.

The dividend is eligible in full for the 40% income-tax exemption provided for under article 158-3.2 of the French *Code Général des Impôts*. Shareholders who opt for a flat rate of taxation at source on dividends received (*prélèvement forfaitaire libératoire*) under article 117-4 of the *Code Général des Impôts* will not benefit from this exemption.

Shareholders note that dividends paid in respect of the 2007, 2008 and 2009 financial years were as follows:

Financial year	Shares with dividend entitlement	Net dividend per share
2007	256,059,171 shares with a par value of €4	€0.70
2008	261,157,772 shares with a par value of €4	€0.70
2009	262,451,948 shares with a par value of €4	€0.70

All dividends distributed in respect of the 2007, 2008 and 2009 financial years were eligible for the 40% income-tax exemption under 158-3-2 of the French *Code Général des Impôts*.

Fourth Resolution (*Agreements within the scope of article L.225-38 of the French Commercial Code*)

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

Fifth Resolution (*Renewal of the mandate of one of the statutory auditors*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders note that the mandate of Deloitte & Associés as statutory auditor expires this day.

Shareholders decide to renew the mandate of Deloitte & Associés, the registered address of which is 185, avenue Charles de Gaulle, 92524 Neuilly-sur-Seine Cedex, as statutory auditor for a period of six years from this day, ending at the date of the ordinary general meeting of shareholders called to consider financial statements for the financial year ending December 31, 2016.

Sixth Resolution (*Renewal of the mandate of one of the deputy statutory auditors*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders note that the mandate of Cabinet BEAS as a deputy statutory auditor expires this day.

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Shareholders decide to renew the mandate of Cabinet BEAS, whose address is 9 Villa Houssay, 92524 Neuilly-sur-Seine Cedex, as a deputy statutory auditor for a period of six years from this day, ending at the date of the ordinary general meeting of shareholders called to consider financial statements for the financial year ending December 31, 2016.

Seventh Resolution (Authorization granted to the Board of Directors to allow the Company to purchase, sell or transfer its own shares)

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

- Authorize the Board of Directors, in accordance with article L.225-209 of the French Code of Commerce, to purchase, or to have purchased, Company shares representing at most 10% of the Company's capital stock at the date of this meeting, it being noted that, when shares are bought to ensure the market liquidity of Legrand shares under the conditions described herein below, the number taken into account for the calculation of this limit of 10% will be the number of shares bought less the number of shares sold during the validity of this authorization;
- Provide that shares may be bought, sold or transferred 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 (AMF);
 - 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 employee share-ownership initiatives undertaken in accordance with articles L.3332-1 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, 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;
 - delivering shares on the exercise of rights attached to securities providing immediate or future access, through redemption, conversion, exchange, presentation of a warrant or in any other manner, to the equity of the Company;
 - canceling all or some of the shares so purchased, on condition that the ninth resolution below be adopted;
 - engaging in other practices as may be permitted or recognized by law or by the Financial Markets Authority, or pursuing any other objective complying with applicable law and regulation.

The purchase, sale, transfer or exchange of shares may be effected, directly or indirectly, on one or several occasions, by any means and at any time, except at such times as Company shares may be the object of a tender offer. It may be carried out on any market or through a private transaction, trading in blocks of shares or public tender offers, through the use of any financial instruments or derivatives, notably option-based mechanisms, such as the purchase or sale of buy or sell options.

The price paid for purchases may not exceed €40 per share (excluding fees), it being noted that this maximum price will be adjusted as necessary to reflect capital transactions, in particular incorporation of reserves or free share allotments and/or share splits or reverse splits.

The maximum amount allowed for the implementation of the share buy-back program is €500 million.

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

The shares purchased and held by the Company will be deprived of voting rights and will not carry entitlement to the payment of a dividend.

This authorization is valid for 18 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.

Shareholders confer on the Board of Directors all powers, and the right to delegate those powers in accordance with applicable provisions of the law, to decide on the use of this authorization, 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.

Eighth Resolution (Determination of directors' fees to be allocated to members of the Board of Directors)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, and having been apprised of the report of the Board of Directors, the shareholders set at a maximum €600,000 the amount of directors' fees to be allocated to the Board of Directors for the financial year beginning January 1, 2011 and for each of the following years, until decided otherwise.

Ninth Resolution (Appointment of a Director)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders approve the appointment of Ms. Eliane Chevalier as Director of the Company for a four-year term ending at the close of the General Meeting to be called in 2015 to approve the accounts for the financial year ending December 31, 2014.

RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING

Tenth 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 apprised of the Board of Directors' report and the auditor's special report, the shareholders, having noted the adoption of the seventh 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 seventh 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 the 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 to implement the present authorization, to effect and recognize such reduction of capital, 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, and, with the right to delegate this power, 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 26 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.

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Eleventh 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)*

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprised of the Board of Directors' report and the auditor's special report, shareholders authorize the Board of Directors to grant employees and/or executive directors of the Company and associated companies, within the meaning of article L.225-180 of the French Commercial Code, or certain of these employees or executive directors, options for the subscription to new shares or for the purchase of existing shares in compliance with the provisions of articles L. 225-177 to L 225-186-1 of the French Commercial Code.

The options for subscription to or purchase of shares are to be granted subject to the following conditions:

- option plans are to have a maximum duration of 10 years from the date of grant by the Board of Directors, it being however provided that in the event that the executive directors remain in office beyond this period of ten years, the plans will be extended to expire three months after they cease to hold office as regards the portion granted to the same directors and for which the Board of Directors has determined, in accordance with the provisions of article L. 225-185 paragraph 4 of the French Commercial Code, that they may not be exercised as long as the grantees remain in office;
- the total number of options granted pursuant to this resolution may not carry entitlements to the subscription to or purchase of shares representing more than 4% of the share capital of the Company on the day the options are granted, it being provided that this limit applies to the total of options granted in application of the present resolution and free shares allocated under the twelfth resolution;
- the number of options granted to the Company's executive directors may not make up more than 10% of the total granted by the Board of Directors pursuant to the present resolution over the period of 26 months;
- the subscription and purchase price per Company share under any of the option plans will be set by the Board of Directors on the day of allocation and may not be lower than 100% of the average price for Legrand shares on the NYSE Euronext Paris market in the twenty trading days preceding the day on which options are granted; prices for purchase options must also comply with the provisions of article L. 225-179 paragraph 2 of the Commercial Code;

Shareholders confer on the Board of Directors all powers, which it may in turn delegate in accordance with the provisions of law, to determine other terms and conditions relating to the allocation and exercise of options, the list of grantees or categories of grantees, the number of shares each grantee may subscribe to or purchase and the periods and dates for the exercise of options and the sale of resulting shares, as well as to suspend, for a period not exceeding the maximum defined by applicable law and regulation, the exercise of options in the event of corporate actions or financial transactions entailing the exercise of rights attached to shares.

Shareholders confer on the Board of Directors all powers, and the right to delegate those powers in accordance with applicable provisions of the law, to recognize capital increases that result from subscription to shares by exercise of subscription options, to effect the related amendment of Company articles and, at its sole discretion and as it sees fit, to charge expenses relating to capital increases to the premiums on these transactions and to draw from the same amounts the sums required for appropriation to the legal reserve, to effect all formalities necessary for the admission to trading of the shares so issued, make all necessary declarations to such bodies as may be concerned, and in a general way to do all that may be necessary.

Shareholders expressly recognize and determine that this delegation entails the waiver, in favor of the option grantees, of shareholders' preferred rights to subscribe to the new shares issued as options are exercised.

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Should the Company undertake, after the allocation of options, financial operations and in particular those affecting capital, the Board of Directors will take all necessary measures to protect the interests of grantees of options as provided by law and regulations.

This authorization is given for a period of 26 months and can be used on one or several occasions. It deprives previous authorizations for the same purpose of their effect to the extent not used.

Twelfth Resolution (*Authorization granted to the Board of Directors for the purpose of making free share allotments*)

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprised of the Board of Directors' report and the auditor's special report, and in accordance with the provisions of articles L. 225-197-1 and following of the French Commercial Code, in particular article L. 225-197-6, shareholders:

1. authorize the Board of Directors to make free allotments, on one or several occasions, of existing Company shares or shares to be issued by the Company;
2. determine that the beneficiaries of such allotments must be employees and/or executive directors of the Company or associated companies as defined under L. 225-197-2 of the French Commercial Code;
3. decide that the Board of Directors will determine the identity of the beneficiaries of the allotments, the conditions for allotments and, as the case may be, requirements for allotments of free shares;
4. determine that the total number of shares issued or to be issued and available for free allotment pursuant to this resolution may not exceed 4% of the share capital of the Company at the date of the decision to make the allotment, this limit being understood to apply to the total number of options granted pursuant to the eleventh resolution and free shares allocated pursuant to the present resolution;
5. decide that the number of free shares allotted to executive directors may not exceed 10% of the total of free allotments made by the Board of Directors, pursuant to the present resolution, over the period of 26 months from the date of this meeting;
6. decide that grantees will acquire unconditional ownership of shares at the close of a vesting period to be set by the Board of Directors, lasting between two and four years, inclusive, depending on the grantees concerned;
7. decide that the grantees are to be required to hold shares for a period, to be set by the Board of Directors, of at least two years after shares have vested if the vesting period is less than 4 years, the Board being empowered to reduce this required holding period or waive it where the vesting period referred to in point 6 above is equal to 4 years, making shares freely transferable immediately on vesting;
8. decide that, as an exception to the above, should a grantee be the victim of a disability in the second or the third category referred to in article L. 341-4 of the French *Code de la Sécurité Sociale* or amounting to complete disability under the applicable national law, the Board of Directors may provide that the shares vest before the expiration of the vesting period;
9. authorize the Board of Directors to effect as appropriate during the vesting period, adjustments to the number of free shares allotted to allow for changes in the Company's share capital and thereby preserve the rights of grantees;
10. decide further that the Board of Directors is to determine the duration of the vesting and

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required holding periods within the limits set by this meeting together with requirements and conditions for the holding of shares during the required period, and is to draw on the reserves, profits or premiums the Company is free to dispose of for the purpose of paying up the shares to be provided to grantees;

11. observe that in cases of free allotments of shares yet to be issued, this authorization will entail, at the end of the vesting period, a capital increase by way of incorporation of reserves, profits or share premiums in favor of the grantees of these shares and thus further entails the waiver in favor of the same grantees of shareholders' preferred rights to subscription and to the portion of the reserves, profit or premiums so incorporated, the capital increase taking full effect, without further process, on vesting of shares.

This authorization is granted for a period of 26 months from the date of this meeting and deprives all previous authorizations for the same purpose of their effect to the extent not used.

Shareholders confer all necessary powers on the Board of Directors, which may in turn delegate these powers as provided by law, and in particular determine, as appropriate, conditions for allocation, the identity or category of grantees, to put this delegation of powers into effect, and in particular to determine the dates and conditions of allotments, and, in a general way to take such action and enter into such agreements as may be conducive to the satisfactory performance of allotments, recognize any and all capital increases resulting from allotments pursuant to this resolution, and make related amendments to Company articles, and, in a general way, to effect all formalities regarding the issue, listing and financial servicing of securities issued pursuant to the present resolution and do everything that may be useful and necessary under laws and regulations in effect.

Thirteenth 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)*

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprised of the Board of Directors' report and the auditor's special report, shareholders, in accordance with the provisions of articles L.3332-1 and following of the Labor Code (*Code du Travail*) and of articles L.225-129-6, L.225-138-1, L.228-91 and L.228-92 of the French Code of Commerce:

1. Delegate to the Board of Directors the power to issue, on one or several occasions, shares and/or securities giving access to the Company's share capital in favor of the employees of the Company and of the French or foreign companies connected to the Company within the meaning of article L.3344-1 of the French Labor Code, insofar as these employees participate in employee share-ownership programs of the Company or of the group, or in any other plan within the scope of articles L. 3332-1 and following of the Labor Code or any analogous law or regulation allowing a reserved capital increase under equivalent conditions;
2. Authorize the Board of Directors, in connection with such capital increase or increases, to allot shares or other securities giving access to the share capital without consideration, in particular in lieu of the discount provided for in point 4 below and/or of any supplement granted to employees, subject to the limits provided for in article L.3332-21 of the French Labor Code;
3. Determine that the total nominal amount of capital increases pursuant to this delegation of powers may not exceed €25 million, it being noted that this limit is before any adjustments made in accordance with applicable legislative and regulatory provisions and, as the case may be, of contractual stipulations providing for other adjustments to preserve the rights of holders of securities that give rights to shares of the Company;
4. Decide that the issue price of the new shares will be equal to the average opening price for Company shares over the 20 trading days preceding the date on which the opening date for subscription is decided on, less the maximum discount allowed by law at the date of the

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- Board's decision, it being understood that the Board may reduce this discount if it considers it appropriate, in particular to comply with applicable national law;
5. Waive, in favor of the aforementioned participants in employee share-ownership plans, the preferred subscription rights of shareholders in respect of the shares or securities which may be issued pursuant to this authorization, and renounce all claims on such shares as may be allotted without consideration pursuant to this resolution;
 6. Confer on the Board of Directors all powers, which it may in turn delegate in accordance with the provisions of law, that may in particular be necessary to:
 - determine which participants in employee share-ownership plans may benefit from the offer to subscribe,
 - decide whether subscriptions should be through an investment fund or directly,
 - grant employees time to pay for their shares,
 - determine terms and conditions for participation in the company employee share-ownership program ("*plan d'épargne d'entreprise*") or cross-company employee share-ownership program ("*plan partenarial d'épargne salariale volontaire*"), and establish or amend the regulations of such plans,
 - determine the opening and closing dates for subscription and the issue price of the securities,
 - define all features of securities providing access to the share capital of the Company,
 - decide on the number of new shares or other securities to be issued,
 - recognize resulting capital increases,
 - effect all necessary acts and formalities, either directly or through an agent,
 - make required amendments to Company articles and, in a general way, do everything that may be useful and necessary in respect of applicable laws and regulations.

This delegation of powers conferred on the Board of Directors is valid for a period of 26 months from the date of this General Meeting and supersedes that provided for in the sixteenth resolution adopted in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings at the Combined Ordinary and Extraordinary General Meeting of May 27, 2010 insofar as this has not already been used.

Fourteenth Resolution (Amendment of Company articles concerning declaration of breaches of ownership thresholds)

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings, and having been apprised of the Board of Directors' report, shareholders decide to amend article 8.2 of Company articles so that it henceforth reads as follows:

"8.2 Share ownership thresholds

In addition to the legal provisions applicable in this area, any natural or legal person that directly or indirectly (including through a company controlled within the meaning of Article L. 233-3 of the Commercial Code), alone or in concert, and in any way whatever, comes to hold 2% of the share capital or voting rights (the total number of voting rights to be used as the denominator being calculated on the basis of all the equities to which voting rights are attached, including equities whose voting rights have been suspended) must inform the Company of this by registered letter with proof of receipt requested addressed to the registered office, within a period of four stock exchange days from the date this threshold is attained, independently of the date of registration of such shares in any account, and must specify the total number of shares and securities giving access to the share capital and the number of voting rights that are owned,

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directly or indirectly, alone or in concert. Notice must be given in the same manner and within the same period when a holding is reduced to below this 2% threshold.”

The rest of this article remains unchanged.

Fifteenth Resolution *(Amendment of Company articles to empower Board of Directors to appoint censeurs (advisers))*

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings, and having been apprised of the Board of Directors’ report, shareholders decide to insert after article 10, a new article as follows:

“Article 11 — Censeurs

The Board of Directors may, at the proposal of the Chairman, appoint one or more censeurs (advisers), who are natural or legal persons chosen from among its shareholders or otherwise.

The Board defines their mission as provided by law and Company articles. Censeurs may take part in the work of committees set up by the Board of Directors.

The Board of Directors determines the length of their term of office, which can be terminated at any time. Censeurs may be re-appointed.

Censeurs are called to meetings of the Board of Directors, in which they participate in an advisory capacity, but their absence does not affect the validity of Board deliberations.

The terms and conditions of compensation for one or more censeurs are determined by the Board of Directors, which can pay them part of the directors’ fees that the Ordinary General Meeting of Shareholders allocates to Board members.

Censeurs are bound by the same rules of confidentiality as directors.”

The existing articles 11 to 17 are renumbered to reflect this change.

RESOLUTION FOR THE ORDINARY GENERAL MEETING

Sixteenth Resolution *(Powers to effect 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 filings, formalities and publications.