

LEGRAND UNAUDITED CONSOLIDATED FINANCIAL INFORMATION SEPTEMBER 30, 2014

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Consolidated Statement of Income

	Legra	nd
	9 months en	ded September 30,
(in € millions)	2014	2013
Revenue	3,323.9	3,318.6
Operating expenses		
Cost of sales	(1,611.3)	(1,596.4)
Administrative and selling expenses	(900.4)	(884.5)
Research and development costs	(143.1)	(145.7)
Other operating income (expense)	(31.1)	(45.0)
Operating profit	638.0	647.0
Financial expense	(63.9)	(64.1)
Financial income	6.2	4.8
Exchange gains (losses)	1.4	(2.1)
Total net financial expense	(56.3)	(61.4)
Profit before tax	581.7	585.6
Income tax expense	(182.3)	(181.5)
Profit for the period	399.4	404.1
Attributable to:		
– Legrand	398.3	402.1
- Minority interests	1.1	2.0
Basic earnings per share (euros)	1.499	1.519
Diluted earnings per share (euros)	1.479	1.496

Statement of Comprehensive Income

	Legrand	
	9 months end	ed September 30,
(in € millions)	2014	2013
Profit for the period	399.4	404.1
Items that may be reclassified subsequently to profit		
or loss		
Translation reserves	128.0	(139.8)
Income tax relating to components of other		
comprehensive income	9.0	(2.8)
Actuarial gains and losses after deferred taxes	(9.8)	4.2
Comprehensive income for the period	526.6	265.7
Attributable to:		
– Legrand	525.1	264.7
– Minority interests	1.5	1.0



Consolidated Balance Sheet

	Legran	d
(in € millions)	September 30, 2014	December 31, 2013
ASSETS		
Current assets		
Cash and cash equivalents	451.6	602.8
Marketable securities	3.1	3.0
Income tax receivables	50.8	45.9
Trade receivables (Note 3)	561.6	474.3
Other current assets	154.5	138.5
Inventories (Note 4)	681.7	620.9
Other current financial assets	0.9	0.0
Total current assets	1,904.2	1,885.4
Non-current assets		
Intangible assets	1,832.1	1,821.1
Goodwill	2,593.2	2,411.7
Property, plant and equipment	555.7	560.6
Other investments	0.9	0.8
Deferred tax assets	98.4	94.5
Other non-current assets	2.8	2.5
Total non-current assets	5,083.1	4,891.2
Total Assets	6,987.3	6,776.6

	Legrand	
(in € millions)	September 30, 2014	December 31, 2013
LIABILITIES AND EQUITY		
Current liabilities		
Short-term borrowings (Note 5)	68.8	86.9
Income tax payable	39.5	24.5
Trade payables	478.5	468.8
Short-term provisions	89.5	99.9
Other current liabilities	440.7	441.8
Other current financial liabilities	0.5	0.1
Total current liabilities	1,117.5	1,122.0
Non-current liabilities		
Deferred tax liabilities	659.8	661.8
Long-term provisions	111.3	100.4
Other non-current liabilities	0.7	0.4
Provisions for post-employment benefits	172.7	156.7
Long-term borrowings (Note 5)	1,501.7	1,486.6
Total non-current liabilities	2,446.2	2,405.9
Equity		
Share capital (Note 6)	1,064.8	1,062.4
Retained earnings	2,622.7	2,575.8
Translation reserves	(273.2)	(400.8)
Equity attributable to equity holders of Legrand	3,414.3	3,237.4
Minority interests	9.3	11.3
Total equity	3,423.6	3,248.7
Total Liabilities and Equity	6,987.3	6,776.6

Consolidated Statement of Cash Flows

9 months ended S	
9 months ended September	
2014	2013
399.4	404.1
69.9	73.1
28.3	28.9
18.8	19.2
1.5	1.4
0.0	0.0
(2.1)	(11.3)
17.3	21.8
9.3	(0.1)
	0.2
	(1.3)
	(110)
(16.0)	(71.5)
	(76.4)
	26.0
	16.5
·	430.6
	4.1
	(62.3)
	(20.2)
	(2.8)
	(138.5)
· · · · · · · · · · · · · · · · · · ·	(219.7)
30.4	22.4
	(27.6)
	(265.1)
(2.1)	(3.8)
0.1	1.4
(7.4)	(9.3)
(1.1)	0.0
(26.5)	(5.9)
(28.9)	(1.7)
(409.3)	(289.6)
14.6	(11.1)
	(89.8)
= = =	494.3
	404.5
345.9	352.2
69.9	69.1
	UJ. I
	399.4 69.9 28.3 18.8 1.5 0.0 (2.1) 17.3 9.3 0.6 0.4 (16.0) (56.9) (16.9) (29.2) 424.4 1.2 (59.0) (20.7) 0.4 (102.8) (180.9) 30.4 (94.5) (279.3) (2.1) 0.1 (7.4) (1.1) (26.5) (28.9) (409.3) 14.6 (151.2) 602.8 451.6

^{*}Normalized free cash flow is presented in Note 7.



Note 1 - Introduction

This unaudited consolidated financial information of Legrand is presented for a nine-month period ending September 30, 2014. This unaudited consolidated financial information should be read in accordance with consolidated financial statements for the year ended December 31, 2013 such as established in the Registration document (Document de référence) deposited under visa no D.14-0274 with the French security regulator (Autorité des Marchés Financiers) on April 2, 2014.

All the amounts are presented in millions of euros unless otherwise indicated. Some totals may include rounding differences.

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretation Committee (IFRIC) interpretations adopted by the European Union and applicable or authorized for early adoption from January 1, 2014.

None of the IFRSs issued by the International Accounting Standards Board (IASB) that have not been adopted for use in the European Union are applicable to the Group.

The Group has decided not to apply IFRIC 21 in early 2014, as this interpretation is not expected to impact significantly the Group's financial statements. Such application should only have a timing impact between quarters in the recognition of certain levies but should be neutral on a full year basis.

Note 2 - Changes in the scope of consolidation

The contributions to the Group's consolidated financial statements of companies acquired since January 1, 2013 were as follows:

2013	March 31	June 30	September 30	December 31
Daneva	Balance sheet only	6 months' profit	9 months' profit	12 months' profit
Seico	Balance sheet only	5 months' profit	8 months' profit	11 months' profit
S2S		Balance sheet only	Balance sheet only	8 months' profit
Adlec Power			Balance sheet only	5 months' profit
Tynetec			Balance sheet only	5 months' profit



2014	March 31	June 30	September 30
Daneva	3 months' profit	6 months' profit	9 months' profit
Seico	3 months' profit	6 months' profit	9 months' profit
S2S	3 months' profit	6 months' profit	9 months' profit
Adlec Power	3 months' profit	6 months' profit	9 months' profit
Tynetec	3 months' profit	6 months' profit	9 months' profit
Lastar Inc.	Balance sheet only	3 months' profit	6 months' profit
Neat	Balance sheet only	Balance sheet only	7 months' profit
SJ Manufacturing		Balance sheet only	Balance sheet only

The acquisitions announced in the first nine months of 2014 were as follows:

- The Group acquired Lastar Inc., a frontunner in pre-terminated solutions for Voice-Data-Image (VDI) and audio-video (A/V) networks in the United States. With facilities based primarily in the United States and in China, Lastar Inc. has annual sales of around \$130 million.
- The Group acquired a majority stake in Neat, Spain's leader in assisted living and a major player in this
 market Europe-wide. It acquired 51% of the shares with an option to take full control from 2018. Based in
 Madrid, Neat has annual sales of over €15 million.
- The Group acquired SJ Manufacturing, a Singaporean frontrunner in racks, Voice-Data-Image cabinets and related products for data centers. SJ Manufacturing annual sales total nearly €10 million.

In all, acquisitions of subsidiaries (net of cash acquired) and acquisitions of ownership interests with no gain of control came to a total of €131.7 million in the first nine months of 2014, versus €140.2 million in the first nine months of 2013. Of this, acquisitions of subsidiaries (net of cash acquired) accounted for €102.8 million in the nine months of 2014, compared with €138.5 million in the first nine months of 2013.

Note 3 - Trade receivables

Trade receivables are as follows:

(in € millions)	September 30, 2014	December 31, 2013
Trade accounts and notes receivable	630.3	538.7
Less impairment	(68.7)	(64.4)
	561.6	474.3



Note 4 - Inventories

Inventories are as follows:

(in € millions)	September 30, 2014	December 31, 2013
Purchased raw materials and components	248.0	231.7
Sub-assemblies, work in progress	94.6	90.8
Finished products	446.2	403.4
	788.8	725.9
Less impairment	(107.1)	(105.0)
	681.7	620.9

Note 5 - Long-term and short-term borrowings

5.1 Long-term borrowings

Long-term borrowings can be analyzed as follows:

(in € millions)	September 30, 2014	December 31, 2013
8 1/2% debentures	307.0	279.5
Bonds	1,100.0	1,100.8
Other borrowings*	102.8	114.8
	1,509.8	1,495.1
Debt issuance costs	(8.1)	(8.5)
	1,501.7	1,486.6

^{*}Including €49.7 million corresponding to private placement notes held by employees through the "Legrand Obligations Privées" corporate mutual fund (€55.2 million at December 31, 2013).

5.2 Short-term borrowings

Short-term borrowings can be analyzed as follows:

(in € millions)	September 30, 2014	December 31, 2013
Commercial paper	15.0	0.0
Other borrowings	53.8	86.9
	68.8	86.9



Note 6 - Share capital

Share capital as of September 30, 2014 amounted to €1,064,824,000 represented by 266,206,000 ordinary shares with a par value of €4 each, for 280,466,027 voting rights.

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.

As of September 30, 2014, the Group held 651,695 shares in treasury, versus 170,527 shares as of December 31, 2013, i.e. 481,168 additional shares consequently to:

- The acquisition of 2,020,000 shares out of the liquidity contract,
- The transfer of 814,221 shares to employees under performance share plans,
- The Cancellation of 800,000 shares (refer to 6.1), and
- The net purchase of 75,389 shares under the liquidity contract (refer to 6.2.2).

Among the 651,695 shares held in treasury by the Group as of September 30, 2014, 468,806 shares have been allocated according to the allocation objectives described in 6.2.1, and 182,889 shares are held under the liquidity contract.

6.1 Changes in share capital

			Share capital	Premiums
	Number of shares	Par value	(euros)	(euros)
As of December 31, 2013	265,590,517	4	1,062,362,068	1,108,075,425
Exercise of options under the 2007 plan	118,947	4	475,788	2,521,676
Exercise of options under the 2008 plan	136,081	4	544,324	2,256,223
Exercise of options under the 2009 plan	86,492	4	345,968	788,807
Exercise of options under the 2010 plan	1,073,963	4	4,295,852	19,138,021
Cancellation of shares	(800,000)	4	(3,200,000)	(34,262,266)
As of September 30, 2014	266,206,000	4	1,064,824,000	1,098,517,886

On May 27, 2014, the Board of Directors decided the cancellation of 800,000 shares acquired under the share buyback program (shares bought back in May 2014). The €34,262,266 difference between the buy-back price of the cancelled shares and their par value was deducted from the premium account.

In the first nine months of 2014, 1,415,483 shares were issued under the 2007 to 2010 stock option plans, resulting in a \leq 5.7 million capital increase with a \leq 24.7 million premium.

6.2 Share buyback program and transactions under the liquidity contract

As of September 30, 2014, the Group held 651,695 shares in treasury (107,027 as of September 30, 2013, out of which 63,027 under the share buyback program and 44,000 under the liquidity contract) which can be detailed as follows:



6.2.1 Share buyback program

During the first nine months of 2014, the Group acquired 2,020,000 shares, at a cost of €91,394,476.

As of September 30, 2014, the Group held 468,806 shares, acquired at a total cost of €20,233,807. These shares are being held for the following purposes:

- For allocation upon exercise of performance share plans (63,885 shares purchased at a cost of €1,700,523),
- For allocation upon sale 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), and
- For cancellation of 400,000 shares acquired under the share buyback program purchased at a cost of €18,410,653.

6.2.2 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.

€15.0 million cash was allocated by the Group to the liquidity contract.

As of September 30, 2014, the Group held 182,889 shares under this contract, purchased at a total cost of €7,698,800.

Transactions in the first nine months of 2014, under the liquidity contract, led to a net cash outflow of €2,887,650 and correspond to a net purchase of 75,389 shares.



Note 7 - Information by geographical segment

The information by geographical segment presented below corresponds to the information used by the Group management to allocate resources to the various segments and to assess each segment's performance. It is extracted from the Group's consolidated reporting system.

		Geogra	aphical seg	ments		Items not	
9 months ended September 30, 2014		Europe		USA/	Rest of	allocated to	Total
(in € millions)	France	Italy	Others	Canada	the world	segments	
Revenue to third parties	767.3	385.8	598.6	642.8	929.4		3,323.9
Cost of sales	(279.4)	(141.1)	(338.5)	(320.2)	(532.1)		(1,611.3)
Administrative and selling expenses, R&D costs	(296.2)	(120.4)	(153.7)	(217.8)	(255.4)		(1,043.5)
Other operating income (expense)	(4.5)	0.5	(5.9)	(6.3)	(14.9)		(31.1)
Operating profit	187.2	124.8	100.5	98.5	127.0		638.0
 of which acquisition-related amortization, expense and income* 							
 accounted for in administrative and selling expenses, R&D costs 	(4.6)	0.0	(2.0)	(7.9)	(10.7)		(25.2)
 accounted for in other operating income (expense) 							0.0
- of which goodwill impairment							0.0
Adjusted operating profit	191.8	124.8	102.5	106.4	137.7		663.2
- of which depreciation expense	(20.4)	(15.3)	(10.6)	(6.5)	(16.7)		(69.5)
- of which amortization expense	(1.4)	(2.6)	(8.0)	(1.7)	(8.0)		(7.3)
- of which amortization of development costs	(13.2)	(5.0)	0.0	(0.4)	(0.2)		(18.8)
- of which restructuring costs	(6.5)	(2.5)	(1.7)	(0.2)	(5.2)		(16.1)
Net cash provided by operating activities						424.4	424.4
Net proceeds from sales of fixed and financial assets						1.2	1.2
Capital expenditure	(14.6)	(9.8)	(12.8)	(4.7)	(17.1)		(59.0)
Capitalized development costs	(15.4)	(4.7)	(0.3)	(0.1)	(0.2)		(20.7)
Free cash flow**						345.9	345.9
Normalized free cash flow***							462.2
Normalized free cash flow as % of sales							13.9%
Segment assets from operations excluding taxes	219.0	146.9	271.3	216.3	544.3		1,397.8
Net tangible assets	174.7	117.5	88.5	46.2	128.8		555.7
Segment liabilities from operations excluding taxes	316.9	170.5	109.7	123.3	288.3		1,008.7

^{*} Amortization of intangible assets remeasured as part of the purchase price allocation process, plus any acquisition-related expense and income.



^{**} 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.

^{***} Normalized free cash flow is defined as the sum of (i) net cash provided by operating activities, based on a working capital requirement representing 10% of the last 12 months' sales, and whose change at constant scope of consolidation and exchange rates is adjusted for the first nine months and (ii) the net proceeds from sales of non-current assets minus (iii) capital expenditure and capitalized development costs.

		Geogra	aphical seg	ments		Items not	
9 months ended September 30, 2013		Europe		USA/	Rest of	allocated to	Total
_(in € millions)	France	Italy	Others	Canada	the world	segments	
Revenue to third parties	771.4	403.3	582.4	595.1	966.4		3,318.6
Cost of sales	(280.6)	(140.5)	(338.4)	(295.2)	(541.7)		(1,596.4)
Administrative and selling expenses, R&D costs	(295.9)	(124.0)	(149.1)	(203.5)	(257.7)		(1,030.2)
Other operating income (expense)	(3.5)	(2.9)	(5.0)	(9.7)	(23.9)		(45.0)
Operating profit	191.4	135.9	89.9	86.7	143.1		647.0
 of which acquisition-related amortization, expense and income* 							
 accounted for in administrative and selling expenses, R&D costs 	(3.4)	0.0	(2.1)	(7.6)	(9.9)		(23.0)
 accounted for in other operating income (expense) 							0.0
- of which goodwill impairment							0.0
Adjusted operating profit	194.8	135.9	92.0	94.3	153.0		670.0
- of which depreciation expense	(22.2)	(16.4)	(9.7)	(6.8)	(17.5)		(72.6)
- of which amortization expense	(2.7)	(2.8)	(8.0)	(1.4)	(0.9)		(8.6)
- of which amortization of development costs	(13.7)	(4.7)	0.0	(0.6)	(0.2)		(19.2)
- of which restructuring costs	(8.2)	(0.5)	(2.0)	(2.0)	(4.5)		(17.2)
Net cash provided by operating activities						430.6	430.6
Net proceeds from sales of fixed and financial assets						4.1	4.1
Capital expenditure	(14.4)	(10.7)	(13.0)	(6.3)	(17.9)		(62.3)
Capitalized development costs	(15.3)	(4.3)	(0.1)	(0.3)	(0.2)		(20.2)
Free cash flow**						352.2	352.2
Normalized free cash flow***							457.6
Normalized free cash flow as % of sales							13.8%
Current operating assets excluding taxes	241.3	171.3	252.0	155.6	489.2		1,309.4
Net tangible assets	182.9	127.1	77.3	44.7	121.4		553.4
Current operating liabilities excluding taxes	313.2	176.3	112.7	101.6	274.5		978.3

^{*} Amortization of intangible assets remeasured as part of the purchase price allocation process, plus any acquisition-related expense and income.



^{**} 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.

^{***} Normalized free cash flow is defined as the sum of (i) net cash provided by operating activities, based on a working capital requirement representing 10% of the last 12 months' sales, and whose change at constant scope of consolidation and exchange rates is adjusted for the first nine months and (ii) the net proceeds from sales of non-current assets minus (iii) capital expenditure and capitalized development costs.

8.1 Quarterly revenue by geographical segment (billing region)

(in € millions)	1 st quarter 2014	1 st quarter 2013
France	270.7	268.7
Italy	143.4	151.7
Rest of Europe	199.1	187.5
USA/Canada	181.9	185.0
Rest of the world	289.2	300.0
Total	1,084.3	1,092.9

(in € millions)	2 nd quarter 2014	2 nd quarter 2013
France	268.7	271.2
Italy	133.1	137.4
Rest of Europe	193.9	197.3
USA/Canada	225.7	207.5
Rest of the world	318.9	347.7
Total	1,140.3	1,161.1

(in € millions)	3 rd quarter 2014	3 rd quarter 2013
France	227.9	231.5
Italy	109.3	114.2
Rest of Europe	205.6	197.6
USA/Canada	235.2	202.6
Rest of the world	321.3	318.7
Total	1,099.3	1,064.6



8.2 Quarterly income statements

(in € millions)	1 st quarter 2014	1 st quarter 2013
Revenue	1,084.3	1,092.9
Operating expenses		
Cost of sales	(517.6)	(525.5)
Administrative and selling expenses	(294.1)	(297.9)
Research and development costs	(48.8)	(50.6)
Other operating income (expense)	(12.9)	(10.3)
Operating profit	210.9	208.6
Finance costs	(20.9)	(22.9)
Financial income	2.2	3.1
Exchange gains (losses)	(0.5)	(3.9)
Total net finance expense	(19.2)	(23.7)
Profit before tax	191.7	184.9
Income tax expense	(61.5)	(60.1)
Profit for the period	130.2	124.8
Attributable to:		
- Equity holders of Legrand	129.5	124.5
- Minority interests	0.7	0.3

(in € millions)	2 nd quarter 2014	2 nd quarter 2013
Revenue	1,140.3	1,161.1
Operating expenses		
Cost of sales	(552.9)	(553.0)
Administrative and selling expenses	(308.1)	(303.1)
Research and development costs	(46.8)	(49.9)
Other operating income (expense)	(7.0)	(21.6)
Operating profit	225.5	233.5
Finance costs	(21.4)	(20.0)
Financial income	2.0	0.2
Exchange gains (losses)	0.4	(2.2)
Total net finance expense	(19.0)	(22.0)
Profit before tax	206.5	211.5
Income tax expense	(64.1)	(65.1)
Profit for the period	142.4	146.4
Attributable to:		
- Equity holders of Legrand	142.0	145.3
- Minority interests	0.4	1.1



(in € millions)	3 rd quarter 2014	3 rd quarter 2013
Revenue	1,099.3	1,064.6
Operating expenses		
Cost of sales	(540.8)	(517.9)
Administrative and selling expenses	(298.2)	(283.5)
Research and development costs	(47.5)	(45.2)
Other operating income (expense)	(11.2)	(13.1)
Operating profit	201.6	204.9
Finance costs	(21.6)	(21.2)
Financial income	2.0	1.5
Exchange gains (losses)	1.5	4.0
Total net finance expense	(18.1)	(15.7)
Profit before tax	183.5	189.2
Income tax expense	(56.7)	(56.3)
Profit for the period	126.8	132.9
Attributable to:		
- Equity holders of Legrand	126.8	132.3
- Minority interests	0.0	0.6

Note 9 - Subsequent events

No significant events occurred between September 30, 2014 and the date when the consolidated financial statements were prepared.

