SHARE BUYBACK PROGRAM APPROVED BY THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON MAY 29, 2015

Legrand is the global specialist in electrical and digital building infrastructures. Its comprehensive offering of solutions for use in commercial, industrial and residential markets makes it a benchmark for customers worldwide. Innovation for a steady flow of new products with high added value and acquisitions are prime vectors for growth. Legrand reported sales of €4.5 billion in 2014. The company is listed on Euronext Paris and is a component stock of indexes including the CAC40, FTSE4Good, MSCI World, Corporate Oekom Rating and DJSI (ISIN code FR0010307819). www.legrand.com

The Board of Directors of Legrand (“the Company”) met on May 29, 2015 and agreed to set up a share buyback program as authorized by shareholders at the Ordinary and Extraordinary General Meeting held the same day.

Established in accordance with articles 241-1 and following of the General Regulation of the French Financial Markets Authority (Autorité des Marchés Financiers), this description is drawn up for the purpose of setting out the objectives and terms of Legrand’s share buyback program set up by the Board of Directors of Legrand met on May 29, 2015 (the Share Buyback Program), pursuant to the authorization granted by the above-mentioned General Meeting of Shareholders.

I. Number of shares and percentage of capital stock held by the Company

On May 26, 2015, the Company’s capital stock consisted of 266,534,254 shares.

At the same date, the Company held 142,445 of its own shares.

II. Allocation by purpose of own shares held by the Company

On May 26, 2015, the 142,445 own shares held by the Company were allocated by purpose as follows:

- 47,500 shares under a contract to ensure liquidity of trading in shares in accordance with the Charter of Professional Ethics recognized by the French Financial Markets Authority (Autorité des Marchés Financiers) through an investment service provider acting independently;

- 90,024 shares allocated for implementation of performance share plans under the provisions of articles L. 225-197-1 and following of the French Commercial Code;

- 4,921 shares allocated to employee profit-sharing through an FCPE fund; and

- 0 shares to be cancelled.
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3. Maximum authorized unit purchase price

The maximum price that the Company may pay for shares purchased under the Share Buyback Program is €70 per share (excluding fees), it being specified 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 Buyback Program is €1 billion.

4. Terms of purchase

Shares may be purchased, sold, transferred or exchanged, directly or indirectly, at any time within the limits authorized by law and regulation, except at such times as Company shares may be the object of a tender offer, by any means, on or off any market, including through OTC transactions, trading in blocks of shares or public tender offers, or through the use of any financial instruments or derivatives, including option-based mechanisms such as purchases and sales of put and call options.

V. Duration of the Share Buyback Program

The Share Buyback Program is to be implemented for a period of eighteen months from the authorization granted by the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 29, 2015, which is to say up to November 29, 2016 at the latest.

VI. Investment service provider

Implementation of the Share Buyback Program

The Company will appoint an investment service provider acting independently to assist it in implementing the Share Buyback Program.

Liquidity contract

Under a contract signed on May 29, 2007 as subsequently amended, Legrand charged Kepler Cheuvreux with providing for the liquidity of Legrand shares and ensuring more regular trading. This contract complies with the Charter of Professional Ethics drawn up by AMAFI (French financial markets association) on March 8, 2011.

The total amount of this liquidity contract is currently €15 million.

VII. Transactions made under the previous share buyback program

Meeting on May 27, 2014, shareholders at the Combined Ordinary and Extraordinary General Meeting authorized the Board of Directors to implement, or have implemented by delegation, a share buyback program for a period of eighteen months. A detailed description of the program implemented by the Board of Directors on May 27, 2014 within the framework of the authorization mentioned above is published on the Company’s website.

The Company made no use of derivative products.

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During the Share Buyback Program, any significant change in any of the information set forth above will be brought to the attention of the public as soon as possible in compliance with the provisions of article 221-3 of the General Regulations of the French Financial Markets Authority (Autorité des Marchés Financiers).