AGENDA

1. INTEGRATED PERFORMANCE AND LONG-TERM VALUE CREATION WELL IN HAND
2. STEPPING UP INITIATIVES LINKED TO NEW TECHNOLOGIES
3. GOVERNANCE AND COMPENSATION
4. OVERVIEW OF RESOLUTIONS
5. STATUTORY AUDITORS’ REPORTS
6. Q&A
7. VOTE OF RESOLUTIONS
INTEGRATED PERFORMANCE AND LONG-TERM VALUE CREATION WELL IN HAND
INTEGRATED PERFORMANCE AND LONG-TERM VALUE CREATION WELL IN HAND

- **Integrated performance**
  - 2015 financial and non-financial targets achieved
  - Financial performance
  - Non-financial performance

- **Long-term value creation**

- **Risks well in hand**
## INTEGRATED PERFORMANCE
### 2015 FINANCIAL AND NON-FINANCIAL TARGETS ACHIEVED

<table>
<thead>
<tr>
<th>Indicators</th>
<th>2015 targets</th>
<th>2015 achievements</th>
</tr>
</thead>
<tbody>
<tr>
<td>Organic(^{(1)}) growth</td>
<td>-3% to +2%</td>
<td>+0.5%</td>
</tr>
<tr>
<td>Adjusted operating margin before acquisitions(^{(2)})</td>
<td>18.8% to 20.1%</td>
<td>19.4%</td>
</tr>
<tr>
<td>CSR(^{(3)}) roadmap achievement rate</td>
<td>100%</td>
<td>120%</td>
</tr>
</tbody>
</table>

---

1. Organic: at constant scope of consolidation and exchange rates.
2. At 2014 scope of consolidation.
3. CSR: Corporate Social Responsibility.
FINANCIAL PERFORMANCE
CHANGE IN 2015 NET SALES

- Exchange rate: +4.7%
- External growth: +1.5%
- Organic\(^{(1)}\) growth: +0.5%

Total growth: +6.9%

1. Organic: at constant scope of consolidation and exchange rates.
### FINANCIAL PERFORMANCE
#### 2015 ANNUAL RESULTS

<table>
<thead>
<tr>
<th></th>
<th>2014</th>
<th>2015</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net sales</td>
<td>4,499</td>
<td>4,810</td>
<td>+6.9%</td>
</tr>
<tr>
<td>Adjusted(^{(1)}) operating profit</td>
<td>880</td>
<td>930</td>
<td>+5.7%</td>
</tr>
<tr>
<td>Net income excluding minorities</td>
<td>532</td>
<td>551</td>
<td>+3.6%</td>
</tr>
<tr>
<td>Free cash flow</td>
<td>607</td>
<td>666</td>
<td>+9.6%</td>
</tr>
</tbody>
</table>

1. Operating profit adjusted for amortization of revaluation of intangible assets at the time of acquisitions and for expense/income relating to acquisitions and, where applicable, for impairment of goodwill.
## FINANCIAL PERFORMANCE
### 2016 FIRST-QUARTER RESULTS

<table>
<thead>
<tr>
<th>In €m</th>
<th>Q1 2015</th>
<th>Q1 2016</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net sales</strong></td>
<td>1,165</td>
<td>1,190</td>
<td>+2.1%</td>
</tr>
<tr>
<td><strong>Adjusted(^{(1)}) operating profit</strong></td>
<td>219</td>
<td>227</td>
<td>+3.7%</td>
</tr>
<tr>
<td><strong>Net income excluding minorities</strong></td>
<td>127(^{(2)})</td>
<td>127(^{(2)})</td>
<td>+0.0%</td>
</tr>
</tbody>
</table>

1. Operating profit adjusted for amortization of revaluation of intangible assets at the time of acquisitions and for expense/income relating to acquisitions and, where applicable, for impairment of goodwill.

2. Excluding the impact of the foreign-exchange result, net income excluding minorities would come to €130.0m in the first quarter of 2016 compared with €127.7m in the first quarter of 2015, thus showing an increase of close to +2%.
NON-FINANCIAL PERFORMANCE
REMINDER: 2014-2018 CSR\(^{(1)}\) ROADMAP

1. CSR: Corporate Social Responsibility.

- **4 axes – 21 priorities**
- **5-year horizon**
- **Strengthened commitment of managers**
2015 was a particularly rich year

- 25 sites in Europe certified ISO 50001
- Partnership with Electricians Without Borders in Italy
- Maintained “Responsible Supplier Relations” rating
- Reconfirmed as component of many flagship CSR indices and ratings
- Gradual integration of the carbon dioxide price per ton into operational considerations, notably investment decision processes
- Launched several calls for projects through the Legrand Foundation
Today over 2 years on—16 projects led between 2014 and 2015

First call for projects to help keep people with decreasing autonomy in their own homes, targeting stakeholders in the social and solidarity economy

- Projects selected are innovative in nature
- 11 nominees benefiting from customized support
- 3 prizes awarded
INTEGRATED PERFORMANCE AND LONG-TERM VALUE CREATION WELL IN HAND

- Integrated performance
- Long-term value creation
- Risks well in hand
LONG-TERM VALUE CREATION
LOOKING AFTER STAKEHOLDERS

Breakdown of the added value created by Legrand (1)

Employees 48%
Development investments
- R&D expenses
- Industrial investments
- Acquisitions

Other stakeholders 28%
- Shareholders
- National authorities (income tax)
- Banks

Employees 48%

1. €2.1bn on average over the period 2010-2015, after payment of suppliers, including €1.0bn in personnel expenses (excluding R&D), €0.5bn in development investments (including R&D personnel expenses) and €0.6bn to other stakeholders.
LONG-TERM VALUE CREATION
2015 DIVIDEND PROPOSAL

Dividend per share\(^{(1)}\)

\[ \text{€1.15} \]

Payout\(^{(2)}\)

\[ 56\% \]

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1. Subject to the approval of shareholders at the General Meeting on May 27, 2016, payable June 2, 2016. Distribution conditions for the 2015 dividend are detailed on pages 314 and 315 of the 2015 Registration Document.

2. Payout is equal to the proposed dividend per share divided by 2015 earnings per share, calculated on the basis of the average number of ordinary shares at December 31, 2015, excluding shares held in treasury.
LONG-TERM VALUE CREATION
CHANGE IN STOCK PRICE SINCE THE IPO\(^{1}\)

1. 10-day moving average over the period from April 6, 2006 to May 23, 2016.
### Long-Term Value Creation

**Total Shareholder Return Since the IPO**

1. April 2006.
2. Including a 2015 dividend of €1.15 per share subject to the approval of shareholders at the General Meeting on May 27, 2016, payable on June 2, 2016. Distribution conditions for the 2015 dividend are detailed on pages 314 and 315 of the 2015 Registration Document.
3. Total Shareholder Return, dividend being reinvested in shares.

<table>
<thead>
<tr>
<th>Dividend per share</th>
<th>Earnings per share</th>
<th>TSR (3)</th>
</tr>
</thead>
<tbody>
<tr>
<td>+10% (2006-2015 CAGR)</td>
<td>+8% (2006-2015 CAGR)</td>
<td>+13% per year (from April 6, 2006 to May 23, 2016)</td>
</tr>
</tbody>
</table>
COMMUNICATION WITH SHAREHOLDERS

Information

- Quarterly earnings releases
- Dedicated shareholders’ corner on Legrand’s website
- Letter to shareholders (French only)
- Shareholder’s Guide (French only)  

Learning more about us

- Site visits (France only)
- Toll-free number
INTEGRATED PERFORMANCE AND LONG-TERM VALUE CREATION WELL IN HAND

- Integrated performance
- Long-term value creation
- Risks well in hand
RISK MANAGEMENT SYSTEM
TO ENSURE CONTROLLED GROWTH OVER THE LONG-TERM
STEPPING UP INITIATIVES LINKED TO NEW TECHNOLOGIES
STEPPING UP INITIATIVES LINKED TO NEW TECHNOLOGIES

- Legrand’s business
- Enrichment of electrical and digital building infrastructure
- Technological initiatives
- New digital tools
LEGRAND’S BUSINESS
ELECTRICAL AND DIGITAL BUILDING INFRASTRUCTURE

<table>
<thead>
<tr>
<th>User interface</th>
<th>Energy distribution</th>
<th>Building systems</th>
<th>Cable management</th>
<th>Digital infrastructures</th>
<th>UPS&lt;sup&gt;(1)&lt;/sup&gt;</th>
<th>Installation components</th>
</tr>
</thead>
<tbody>
<tr>
<td>Switches</td>
<td>Circuit breakers</td>
<td>Door entry systems</td>
<td>Wire mesh cable management</td>
<td>Enclosures</td>
<td>Line interactive &amp; off line</td>
<td>Mobile products</td>
</tr>
<tr>
<td>Power sockets</td>
<td>Cabinets and enclosures</td>
<td>Emergency lighting</td>
<td>Plastic trunking</td>
<td>Racks</td>
<td>On line single-phase</td>
<td>Installation products</td>
</tr>
<tr>
<td>Motion sensors</td>
<td>Transformers</td>
<td>Building and lighting management</td>
<td>Metallic cable trays</td>
<td>Copper, fiber, connectivity…</td>
<td>Three-phase</td>
<td>Site distribution cabinets</td>
</tr>
<tr>
<td>VDI sockets</td>
<td>Busbars</td>
<td>Home systems</td>
<td>Floor boxes</td>
<td></td>
<td></td>
<td>Tubes and ducts</td>
</tr>
</tbody>
</table>
STEEPING UP INITIATIVES LINKED TO NEW TECHNOLOGIES

- Legrand’s business
- Enrichment of electrical and digital building infrastructure
- Technological initiatives
- New digital tools
ENRICHMENT OF ELECTRICAL AND DIGITAL BUILDING INFRASTRUCTURE

Cloud, Service providers

Legrand’s business: electrical and digital building infrastructure

Connected objects

- Enrichment of electrical and digital building infrastructure
- Boosting value-in-use of products

Data flow

and more
BOOSTING VALUE-IN-USE OF PRODUCTS
EXAMPLE: CLASS 300X SMART DOOR-ENTRY SYSTEM

- Function
  - Access control with video call
  - New and retrofit

- Target audience
  - Residential apartments/houses
  - Home owners

- Technology-driven user experience
  - Redirect the entrance panel call onto smartphone (inside and outside the home)
  - Intercom between internal units and smartphone
  - Door opening, staircase light and entrance camera activation
BOOSTING VALUE-IN-USE OF PRODUCTS
EXAMPLE: EMERGENCY LIGHTING

- **Function**
  - Addressable emergency lighting

- **Target audience**
  - Commercial buildings
  - Facility managers

- **Technology-driven user experience**
  - Remote supervision and management of emergency lighting networks (for one or more buildings)
  - Improved maintenance management via geolocalization
STEPPING UP INITIATIVES LINKED TO NEW TECHNOLOGIES

- Legrand’s business
- Enrichment of electrical and digital building infrastructure
- Technological initiatives
- New digital tools
TECHNOLOGICAL INITIATIVES
LAUNCH OF THE ELIOT PROGRAM IN JULY 2015

2015 achievements

- Nearly 34% total growth in sales for connected products
- 23 connected product families

2020 targets

- Double-digit CAGR\(^{(1)}\) in total sales for connected products
- Double the number of connected product families from 20 in 2014 to 40

1. CAGR: Compound Annual Growth Rate
TECHNOLOGICAL INITIATIVES
R&D INVESTMENTS IN NEW TECHNOLOGIES

Resources allocated to firmware & software development
From 2010 to 2015
+50%

R&D staff dedicated to electronics, software and digital offerings
% of total R&D staff in 2015
39%
TECHNOLOGICAL INITIATIVES
COLLABORATIVE AGREEMENTS & STRATEGIC PARTNERSHIPS

- Use of the Nest Weave protocol in Legrand’s connected offering
- Compatibility of Legrand’s connected products with the Digital Hub of La Poste
- Development of new hotel-room management systems

Promote interoperability within buildings
TECHNOLOGICAL INITIATIVES
OTHER LEADING INITIATIVES

Legrand at Las Vegas CES\(^{(1)}\)

Participation in technological alliances

Investment in round of financing for Netatmo\(^{(2)}\)

- Demonstrating Legrand’s know-how in interoperability
- Ensuring interoperability of Legrand products
- Strengthening Legrand’s ties to the Internet of Things ecosystem in buildings and to related leading trends

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1. CES: Consumer Electronics Show; global event for new technologies, where robotics, biotechnologies, software and connected objects can be found side-by-side.
2. Founded in 2011, Netatmo is well-known for its proactive stance and innovative know-how. Netatmo products – including the Weather Station for Smartphone, Thermostat for Smartphone and Welcome, the home security camera with face recognition – are successfully sold in Europe, the United States and Asia.
# TECHNOLOGICAL INITIATIVES

## ACQUISITIONS

### Datacenters

- **Raritan.**
  - North American frontrunner in intelligent PDUs\(^1\) and KVM\(^2\) switches

### Assisted living

- **Jontek limited.**
  - UK specialist in solutions for monitoring assisted living platforms

### Residential systems

- **qmotion**, **LUXUL**, **AEGIDE**, **Aidcall**, **neat**, **NUVO**
  - US specialist in natural light control
  - US leader in audio/video infrastructures products
  - US specialist in Multi Room Audio systems

1. PDU: Power Distribution Unit.
2. A KWM switch enables users to control multiple computers from a single Keyboard, Video and Mouse console.
STEPPING UP INITIATIVES LINKED TO NEW TECHNOLOGIES

- Legrand’s business
- Enrichment of electrical and digital building infrastructure
- Technological initiatives
- New digital tools
NEW DIGITAL TOOLS (2015 data)

- **Digital communication**
  - 96 million pages viewed
  - 22 million unique visitors on the Group’s websites
  - 20 million views on Legrand Youtube channels
  - 1.7 million followers

- **Customer Relationship Management**
  - 92% of sales covered
  - 141 countries involved

- **E-commerce**
  - Standardization of data exchanges through ETIM\(^1\)
  - Acceleration of content development

---

1. ETIM: Electro-Technical Information Model.
GOVERNANCE AND COMPENSATION
GOVERNANCE AND COMPENSATION

- Governance

- Say on Pay: compensation in respect of the 2015 financial year

- 2016 authorization to allocate performance shares
GOVERNANCE AND COMPENSATION

- **Governance**
  - Board of Directors
  - Specialized Committees
  - Lead Director: 2015 review
  - Executive Committee

- **Say on Pay: compensation in respect of the 2015 financial year**

- **2016 authorization to allocate performance shares**
BOARD OF DIRECTORS: MEMBERSHIP THAT IS INTERNATIONAL, BALANCED, AND MAINLY INDEPENDENT

10 Board members including 1 Lead Director

5 nationalities

70% independent directors

40% women
Extensive professional experience in industry, especially in the US and the UK

Member of the Executive Committee of Altavia

Board member of Arkema and Paprec

Past experience as Executive Vice-President of Sequana group and Executive Director of Arjowiggins group

Graduate of Ecole Centrale in Paris and of Columbia University in the US

Isabelle Boccon-Gibod
48 years old
French national
BOARD OF DIRECTORS: MEMBERSHIP EVOLVING TOWARDS GREATER GENDER BALANCE

50% women in 2016
BOARD OF DIRECTORS: 3 MANDATES UP FOR RENEWAL

Thierry de La Tour d’Artaise
- Chairman and CEO of SEB SA
- Independent Director
- Member of the Nominating and Governance Committee

Christel Bories
- Member of several company Boards
- Independent Director
- Chairwoman of the Strategy and CSR Committee
- Member of the Audit Committee

Angeles Garcia-Poveda
- Co-Manager EMEA at Spencer Stuart in France
- Independent Director
- Lead Director
- Chairwoman of the Nominating and Governance Committee
- Chairwoman of the Compensation Committee
- Member of the Strategy and CSR Committee
BOARD OF DIRECTORS: AN AWARD-WINNING GOVERNANCE MODEL

Corporate Governance Grand Prix

Golden Governance Award for Dynamic Governance

Silver Governance Award for Board Membership

Bronze Governance Award for Board Membership
AN ACTIVE BOARD WITH COMMITTED MEMBERS

Attendance rate above 87%

Regular attendance recognized
In-depth knowledge and awareness of the Company’s challenges

Frequent discussions with management
Publication of the first integrated report

Testimony from Eliane Rouyer-Chevalier, Independent Director, Chairwoman of the Audit Committee

First assessment of Directors’ individual contributions
THE BOARD OF DIRECTORS, SUPPORTED BY 4 SPECIALIZED COMMITTEES

Each Committee is chaired by an independent Director

Audit Committee
- 3 members
- 100% independent

Strategy & CSR Committee
- 4 members
- 50% independent

Nominating & Governance Committee
- 3 members
- 2/3 independent

Compensation Committee
- 3 members
- 100% independent
### ASSIGNMENT OF SPECIALIZED COMMITTEES IN 2015

<table>
<thead>
<tr>
<th>Committee</th>
<th>Description</th>
</tr>
</thead>
</table>
| **Audit Committee** | 100% attendance  
- Internal control and risk management  
- Review of financial statements  
- External control |
| **Strategy & CSR Committee** | 83% attendance  
- Company strategic business outlook (budget and acquisitions)  
- Consistency between the Group’s strategy and its CSR principles |
| **Nominating & Governance Committee** | 100% attendance  
- Propositions concerning candidates for various governance positions  
- Annual review of independence criteria  
- Senior management succession plans  
- Rules of corporate governance |
| **Compensation Committee** | 100% attendance  
- Executive Directors’ compensation  
- Directors’ fees  
- Share option plans and any other form of compensation through shares or in connection with shares |

* These two committees formed a single one until March 18, 2015.
LEAD DIRECTOR: 2015 REVIEW

Recurring assignments

- Chairing the non-executive Directors’ annual meeting
- Chairing the Board’s discussions on matters concerning performance assessment and compensation for the Executive Director
- Supervising the assessment of Board work in 2014 together with an external consultant

A broadened scope of assignments

- Independent capacity to convene a Board meeting on a specific agenda
- Role as a potential point of contact with Legrand shareholders, subject to prior approval from the Board of Directors
- Entitled to attend all meetings of Committees of which she is not a member
EXECUTIVE COMMITTEE: A DIVERSIFIED, MULTI-DISCIPLINARY AND EXPERIENCED TEAM

10 members

Karine Alquier-Caro
Executive VP Purchasing

Antoine Burel
Executive VP & Group CFO

Bénédicte Bahier
Executive VP Legal Affairs

Benoit Coquart
Executive VP France

Xavier Couturier
Executive VP Human Resources

Paolo Perino
Chairman of Bticino, Executive VP Strategy & Development

Frédéric Xerri
Executive VP Export

John Selldorff
President & CEO of Legrand North & Central America

Patrice Soudan
Deputy CEO, Executive VP Operations

Average seniority: 21 years

3 nationalities
GOVERNANCE AND COMPENSATION

☐ Governance

☐ Say on Pay: compensation in respect of the 2015 financial year

☐ 2016 authorization to allocate performance shares
COMPENSATION COMPONENTS IN RESPECT OF A FINANCIAL YEAR

- Fixed salary
- Annual bonus
- Long-term bonus

Annual achievements
Long-term achievements
Performance conditions
EXECUTIVE DIRECTOR’S ANNUAL BONUS

Precise and transparent criteria

Quantitative portion\(^{(1)}\)
- 60% of fixed salary (target value)
- Economic income
- Organic growth in sales
- External growth
- Achievement of CSR Roadmap priorities

Qualitative portion\(^{(2)}\)
- 20% of fixed salary (target value)
- Positive variation in sales
- Quality of external growth policy
- Risk management, workforce-related concerns, succession plans

Target value set at 80\(^{(3)}\) of fixed salary

2015 award
- Rate of achievement of aims equivalent to 100.9% of fixed salary, i.e.: €630,625
- By decision of the Executive Director, bonus capped at: €535,000, as in 2014

1. 75% of variable total.
2. 25% of variable total.
3. Subject to variation between 0 and 120% of fixed salary.
# EXECUTIVE DIRECTOR’S LONG-TERM BONUS
(Performance Shares)

## Conditions of the 2015 Performance shares plan

<table>
<thead>
<tr>
<th>Demanding conditions</th>
<th>External financial performance&lt;sup&gt;(2)&lt;/sup&gt;: 50%</th>
<th>Internal financial performance&lt;sup&gt;(3)&lt;/sup&gt;: 50%</th>
</tr>
</thead>
<tbody>
<tr>
<td>2 performance conditions assessed over 3 years</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

4-year service condition

Between 0 and 150% of the initial allocation, according to the achievement of precise and transparent criteria.

2015 award: IFRS value estimated at €640,909<sup>(1)</sup>

---

1. IFRS value, according to independent expert’s report.
2. Comparison of average EBITDA margin over 3 years with the average of the MSCI World Capital Goods index.
3. Criterion based on the 3-year average level of normalized free cash flow as a percentage of sales.
### EXECUTIVE DIRECTOR’S GLOBAL COMPENSATION IN RESPECT OF 2015

#### Compensation paid in respect of 2015

<table>
<thead>
<tr>
<th>Component</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed salary</td>
<td>€625,000(1)</td>
</tr>
<tr>
<td>Annual bonus</td>
<td>€535,000(1)</td>
</tr>
<tr>
<td>Benefits in kind</td>
<td>€0</td>
</tr>
</tbody>
</table>

Sub-total: €1,160,000(1)

#### Long-term compensation

<table>
<thead>
<tr>
<th>Component</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance shares</td>
<td>€640,909(2)</td>
</tr>
<tr>
<td>Options</td>
<td>€0</td>
</tr>
<tr>
<td>Multi-annual bonus</td>
<td>€0</td>
</tr>
</tbody>
</table>

Sub-total: €640,909

Overall total: €1,800,909

#### Other compensation components

- No employment contract
- No “golden parachute”
- No non-compete clause
- No supplementary pension scheme
- No other benefit funded by the Group

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1. Amount identical to 2014.
2. IFRS value, according to independent expert’s report.
GOVERNANCE AND COMPENSATION

- Governance

- Say on Pay: compensation in respect of the 2015 financial year

- 2016 authorization to allocate performance shares
CHARACTERISTICS OF TODAY’S RESOLUTION

- Overall allocation capped at 1.5% of capital stock
- Executive Director’s allocation capped at 0.15% of capital stock
- Final allocation subject to achievement of performance conditions and compliance with a service condition
- Duration of validity of the authorization granted to the Board: 38 months
## 2016 AUTHORIZATION TO ALLOCATE PERFORMANCE SHARES

<table>
<thead>
<tr>
<th>Envisaged conditions</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Demanding conditions</td>
<td>3 performance conditions assessed over 3 years</td>
</tr>
<tr>
<td></td>
<td>External financial performance(^{(1)}): 1/3</td>
</tr>
<tr>
<td></td>
<td>Internal financial performance(^{(2)}): 1/3</td>
</tr>
<tr>
<td></td>
<td>Extra-financial performance(^{(3)}): 1/3</td>
</tr>
<tr>
<td></td>
<td>4-year service condition</td>
</tr>
</tbody>
</table>

1. Comparison of average EBITDA margin over 3 years with the average of the MSCI World Capital Goods index.
2. Criterion based on the 3-year average level of normalized free cash flow as a percentage of sales.
3. Criterion based on the 3-year average level of annual attainment of the Group’s CSR Roadmap priorities.
2016 AUTHORIZATION TO ALLOCATE PERFORMANCE SHARES

Extra-financial performance condition

CSR at the heart of Legrand’s development model

Inclusion of the achievement of CSR commitments in performance measurement tools

3-year average of the annual rate of achievement of the Group’s CSR Roadmap priorities

Growing share of CSR in Executive Director’s compensation: from 3%\(^{(1)}\) in 2015 up to around 15%\(^{(1)}\) in 2016

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2016 AUTHORIZATION TO ALLOCATE PERFORMANCE SHARES

Benefits of performance shares

- Retaining and motivating talent
- Focusing teams on a shared goal of sustainable growth and value creation
- Highlighting both financial and non-financial performance
OVERVIEW OF RESOLUTIONS
RESOLUTIONS FOR THE ORDINARY GENERAL MEETING

- **Resolutions 1 to 3**: resolutions on the approval of financial statements, appropriation of earnings and distribution of dividend
- **Resolution 4**: Say on Pay resolution
- **Resolutions 5 to 8**: resolutions on Board of Directors membership (renewal of three independent Directors’ mandates and appointment of a new independent Director)
- **Resolutions 9 and 10**: resolutions on statutory auditors’ mandates (renewal of the mandate of one of the principal statutory auditors and appointment of a deputy statutory auditor)
RESOLUTIONS ON THE BUYBACK AND CANCELLATION OF COMPANY SHARES

- **Resolution 11:** authorization granted to the Board of Directors to allow the Company to trade in its own shares

- **Resolution 12:** authorization granted to the Board of Directors to reduce the capital stock by cancellation of own shares
RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING: AUTHORIZATION TO ALLOCATE PERFORMANCE SHARES

- **Resolution 13**: authorization granted to the Board of Directors to make one or more allocations of free shares to the benefit of employees and/or corporate officers of the Company and associated companies
# RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING: FINANCIAL AUTHORIZATIONS

<table>
<thead>
<tr>
<th>Resolution</th>
<th>Purpose of the resolution</th>
<th>Resolution limits</th>
</tr>
</thead>
<tbody>
<tr>
<td>No. 14</td>
<td>Issue of shares or complex securities, with preferred subscription rights maintained</td>
<td>Equity securities: ~18.74% of share capital</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Debt securities: €2bn</td>
</tr>
<tr>
<td>No. 15</td>
<td>Issue, by means of public offers, of shares or complex securities, with preferred subscription rights waived</td>
<td>Equity securities: ~9.37% of share capital</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Debt securities: €1bn</td>
</tr>
<tr>
<td>No. 16</td>
<td>Issue, by means of private placement, of shares or complex securities, with preferred subscription rights waived</td>
<td></td>
</tr>
<tr>
<td>No. 17</td>
<td>Increase in the amount of issues made pursuant to resolutions 14,15 and/or 16 in the event of excess demand</td>
<td>15% of the initial issue amount</td>
</tr>
<tr>
<td>No. 18</td>
<td>Capital increases through incorporation of reserves, profit, premiums or other items</td>
<td>€100m</td>
</tr>
<tr>
<td>No. 19</td>
<td>Capital increases in favour of participants in employee share-ownership programs of the Company or Group</td>
<td>€25m</td>
</tr>
<tr>
<td>No. 20</td>
<td>Issue of shares or complex securities as consideration for contributions in kind to the Company</td>
<td>5% of share capital</td>
</tr>
</tbody>
</table>
RESOLUTION ON POWERS TO EFFECT FORMALITIES

- Resolution 22: powers to effect formalities
STATUTORY AUDITORS’ REPORTS
STATUTORY AUDITORS’ REPORTS

☐ For the Ordinary General Meeting
- on Company and consolidated annual financial statements
- on regulated agreements and commitments
- on the report of the Chairman of the Board on corporate governance and internal control
- on social, environmental and societal information contained in the management report

☐ For the Extraordinary General Meeting
- on the reduction of capital stock by the cancellation of treasury shares
- on the authorization of allocating free shares, either existing or to be issued
- on the issuing of shares or complex securities with preferred subscription rights waived and/or maintained
- on the issuing of shares and/or complex securities in favour of participants in employee share-ownership programs
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