

## 9.2 – SHARE CAPITAL

Unless otherwise indicated, the information presented in this section is dated December 31, 2017.

### 9.2.1 – Subscribed share capital and share capital authorized but not issued

Taking into account the number of shares as at December 31, 2017, the Company's share capital amounts to €1,067,223,004, divided into 266,805,751 shares with a par value of €4 each.

The Company's shares are fully paid up and all of the same class. The shares may be held in registered or bearer form, at the option of the shareholder. They may be registered on individual shareholder accounts in accordance with applicable laws and regulations.

#### 9.2.1.1 DELEGATIONS AND FINANCIAL AUTHORIZATIONS CURRENTLY IN FORCE

At the date of this Registration Document, the Company's Board of Directors held the following financial authorizations from the shareholders at the Annual General Meetings:

Authorizations and delegations granted by the Annual General Meeting	Duration of the delegation Expiry date	Terms and conditions of the delegation	Use of the delegation during the 2017 financial year
Annual General Meeting of May 27, 2016			
Authorization for the free allotment of existing or new shares to employees and/or corporate officers (resolution 13)	38 months July 27, 2019	Limit: 1.5% of the share capital at the date of the allotment decision	Nil
Issues of shares or complex securities, with preferred subscription rights (resolution 14)	26 months July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €200 million (this amount is included in the overall nominal limit for capital increases through the issuance of shares, or securities convertible into shares, of €200 million (the "Overall Capital Increase Limit") Overall nominal amount of bonds and other debt securities likely to be issued pursuant to this delegation: may not exceed €2 billion (this amount is included in the overall nominal limit for debt securities of €2 billion (the "Overall Debt Securities Limit"))	Nil
Issues, by public tender offer, of shares or complex securities, without preferred subscription rights (resolution 15)	26 months July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million (this nominal amount is included in the nominal limit of €100 million set by Resolution 16 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this delegation: may not exceed €1 billion (this amount is included in the limit of €1 billion set by Resolution 16 and in the Overall Debt Securities Limit)	Nil
Issues, by means of an offer within the scope of article L. 411-2 II of the French Monetary and Financial Code (private placement), of shares or complex securities, without preferred subscription rights (resolution 16)	26 months July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million or the legal limit, i.e. 20% of the Company's share capital (this nominal amount is included in the nominal limit of €100 million set by Resolution 15 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this delegation: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by Resolution 15 and in the Overall Debt Securities Limit)	Nil

Authorizations and delegations granted by the Annual General Meeting	Duration of the delegation Expiry date	Terms and conditions of the delegation	Use of the delegation during the 2017 financial year
<b>Increase in the amount of issues, with or without preferred subscription rights in the event of excess demand (resolution 17)</b>	26 months July 27, 2018	Deadline: within thirty days from the closing date for subscriptions Limit: 15% of the initial offering Price: same price as that determined for the initial offering Compliance with the upper limits applicable to each type of issue decided pursuant to Resolutions 14, 15 or 16	Nil
<b>Capital increase through incorporation of reserves, profits, premiums or other items (resolution 18)</b>	26 months July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million. Note that this limit is independent of any of the other limits on issues of shares and other securities pursuant to delegations or authorizations conferred by the Annual General Meeting of May 27, 2016	Nil
<b>Issues of shares or complex securities for members of a Company or Group employee share-ownership program, without preferred subscription rights (resolution 19)</b>	26 months July 27, 2018	Total nominal amount of capital increases pursuant to this delegation: may not exceed €25 million (this amount is included in the nominal limit of €100 million set by Resolutions 15 and 16 and in the Overall Capital Increase Limit)	Nil
<b>Issue of shares or complex securities as consideration for contributions in kind to the Company without preferred subscription rights (resolution 20)</b>	26 months July 27, 2018	5% of the share capital at the issue date Total nominal amount of capital increases pursuant to this delegation: included in the nominal limit of €100 million set by Resolutions 15 and 16 and in the Overall Capital Increase Limit Total nominal amount of debt securities issued pursuant to this delegation: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by Resolutions 15 and 16 and in the Overall Debt Securities Limit)	Nil
Annual General Meeting of May 31, 2017			
<b>Authorization for the purpose of allowing the Company to trade its own shares (resolution 9)</b>	18 months November 30, 2018	Limit: 10% of the share capital at May 31, 2017 Maximum amount allocated: €1,000 million Maximum purchase price per share: €75	€33,124,922
<b>Authorization to reduce the share capital by cancellation of shares (resolution 10)</b>	18 months November 30, 2018	Limit: 10% of the share capital at May 31, 2017, per period of 24 months	Nil

### 9.2.1.2 DELEGATIONS AND FINANCIAL AUTHORIZATIONS SUBMITTED TO THE COMBINED ANNUAL AND EXTRAORDINARY GENERAL MEETING OF MAY 30, 2018

At the Annual General Meeting to be held on May 30, 2018, shareholders will be asked to renew the following authorizations and financial delegations (see the draft resolutions in Appendix 4 of this Registration Document):

Authorization/delegation	Duration and expiry date	Terms and conditions of the delegation Maximum nominal amount
<b>Authorization for the purpose of allowing the Company to trade its own shares (resolution 14)</b>	18 months November 30, 2019	Limit: 10% of the share capital at May 30, 2018 Maximum amount allocated: €1,000 million Maximum purchase price per share: €90
<b>Authorization to reduce the share capital by cancellation of shares (resolution 16)</b>	18 months November 30, 2019	Limit: 10% of the share capital at May 30, 2018
<b>Authorization for the free allotment of existing or new shares to employees and/or corporate officers (resolution 17)</b>	38 months July 30, 2021	Limit: 1.5% of the share capital at the date of the allotment decision
<b>Issues of shares or complex securities, with preferred subscription rights (resolution 18)</b>	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this delegation: may not exceed €200 million (this amount is included in the overall nominal limit for capital increases through the issuance of shares or securities convertible to equity of €200 million (the "Overall Capital Increase Limit")) Overall nominal amount of bonds and other debt securities likely to be issued pursuant to this delegation: may not exceed €2 billion (this amount is included in the overall nominal limit for debt securities of €2 billion (the "Overall Debt Securities Limit"))
<b>Issues, by public offering, of shares or complex securities, without preferred subscription rights (resolution 19)</b>	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million (this nominal amount is included in the nominal limit of €100 million set by Resolution 20 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this delegation: may not exceed €1 billion (this amount is included in the limit of €1 billion set by Resolution 20 and in the Overall Debt Securities Limit)
<b>Issues, by means of an offer within the scope of article L. 411-2 II of the French Monetary and Financial Code (private placement), of shares or complex securities, without preferred subscription rights (resolution 20)</b>	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million or the legal limit, i.e. 20% of the Company's share capital (this nominal amount is included in the nominal limit of €100 million set by Resolution 19 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this delegation: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by Resolution 19 and in the Overall Debt Securities Limit)
<b>Increase in the amount of issues made with or without preferred subscription rights in the event of excess demand (resolution 21)</b>	26 months July 30, 2020	Deadline: within thirty days from the closing date for subscriptions Limit: 15% of the initial offering Price: same price as that determined for the initial offering Compliance with the upper limits applicable to each type of issue decided pursuant to Resolutions 18, 19 or 20
<b>Capital increase through incorporation of reserves, profits, premiums or other items (resolution 22)</b>	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million, it being noted that this limit is independent of any of the other limits on issuance of shares and other securities pursuant to delegations or authorizations conferred by the Annual General Meeting of May 30, 2018

Authorization/delegation	Duration and expiry date	Terms and conditions of the delegation Maximum nominal amount
<b>Issues of shares or complex securities for members of the Company or Group employee share-ownership program, without preferred subscription rights (resolution 23)</b>	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this delegation: may not exceed €25 million (this amount is included in the nominal limit of €100 million set by Resolutions 19 and 20 and in the Overall Capital Increase Limit)
<b>Issues of shares or complex securities as consideration for contributions in-kind to the Company without preferred subscription rights (resolution 24)</b>	26 months July 30, 2020	5% of the share capital at the issue date Total nominal amount of capital increases pursuant to this delegation: included in the nominal limit of €100 million set by Resolutions 19 and 20 and in the Overall Capital Increase Limit Total nominal amount of debt securities issued pursuant to this delegation: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by Resolutions 19 and 20 and in the Overall Debt Securities Limit)

## 9.2.2 – Acquisition by the Company of its own shares

### 9.2.2.1 CURRENT SHARE BUYBACK PROGRAM

#### Use of the authorization granted at the Combined Ordinary and Extraordinary General Meeting of May 31, 2017

The Company implemented a share buyback program pursuant to the authorization described below and granted to the Board of Directors at the Annual General Meeting on May 31, 2017:

Transaction	Term of authorization and expiry date	Maximum amount (in millions of euros)	Maximum number of shares
Share buyback program (Resolution 9)	18 months November 30, 2018	1,000	10% of the Company's share capital at May 31, 2017

The Company purchased a certain number of its shares pursuant to this share buyback program and previous programs.

During 2017, the Company purchased a total of 849,133 shares at a total cost of €49,919,215 (€16,794,293 under the share buyback program implemented pursuant to the authorization granted by the Board of Directors at the Annual General Meeting on May 27, 2016, and €33,124,922 under the share buyback program implemented pursuant to the authorization granted to the Board of Directors at the Annual General Meeting on May 31, 2017), and sold 869,566 shares for a total of €51,770,110, under the liquidity agreement entered into with Kepler Cheuvreux on May 29, 2007. The terms of this agreement comply with the Charter of Ethics adopted by the *Association française des marchés financiers* (AMAFI) as approved by the French Financial Markets Authority (AMF) in its decision of March 22, 2005.

At December 31, 2017, the balance on the liquidity contract stood at 40,000 shares.

The residual fees from the share buyback conducted in 2016 total €4,877.

At December 31, 2017, the Company held 45,128 shares with a nominal value of €4 each, for a total of €180,512 or 0.02% of its share capital. Valued at cost at the time of purchase, these shares totaled €2,714,150.

#### Description of the current share buyback program

The full description of the current share buyback program is available on the Company's website ([www.legrand.com](http://www.legrand.com)).

### 9.2.2.2 NEW SHARE BUYBACK PROGRAM TO BE SUBMITTED FOR APPROVAL AT THE GENERAL MEETING OF SHAREHOLDERS

The draft resolutions adopted by the Company's Board of Directors on March 20, 2018 for submission to shareholders at the General Meeting of Shareholders on May 30, 2018 provide for the renewal of the authorization for the share buyback program, subject to a limit of 10% of the share capital and a total amount of €1,000 million, with a maximum purchase price of €90 per share.

Draft resolutions are listed in Appendix 4 to this Registration Document.