



Combined General Meeting of Shareholders

May 27, 2016

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

1

**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

Indicators	2015 targets	2015 achievements	
Organic ⁽¹⁾ growth	-3% to +2%	+0.5%	
Adjusted operating margin before acquisitions ⁽²⁾	18.8% to 20.1%	19.4%	
CSR ⁽³⁾ roadmap achievement rate	100%	120%	

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%



1. Organic: at constant scope of consolidation and exchange rates.

FINANCIAL PERFORMANCE 2015 ANNUAL RESULTS

In €m	2014	2015	Change
Net sales	4,499	4,810	+6.9%
Adjusted ⁽¹⁾ operating profit	880	930	+5.7%
Net income excluding minorities	532	551	+3.6%
Free cash flow	607	666	+9.6%

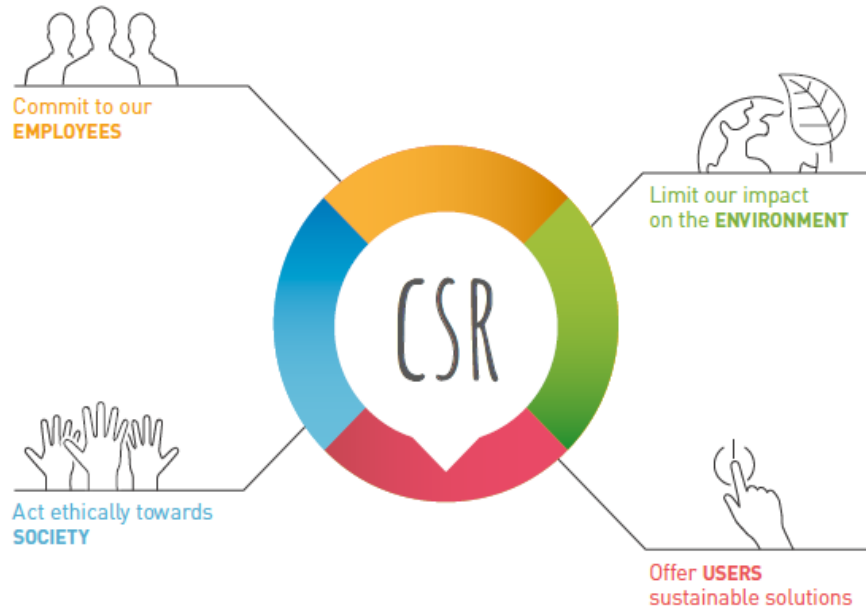
1. Operating profit adjusted for amortization of revaluation of intangible assets at the time of acquisitions and for expense/income relating to acquisitions and, where applicable, for impairment of goodwill.

FINANCIAL PERFORMANCE 2016 FIRST-QUARTER RESULTS

In €m	Q1 2015	Q1 2016	Change
Net sales	1,165	1,190	+2.1%
Adjusted ⁽¹⁾ operating profit	219	227	+3.7%
Net income excluding minorities	127 ⁽²⁾	127⁽²⁾	+0.0%

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



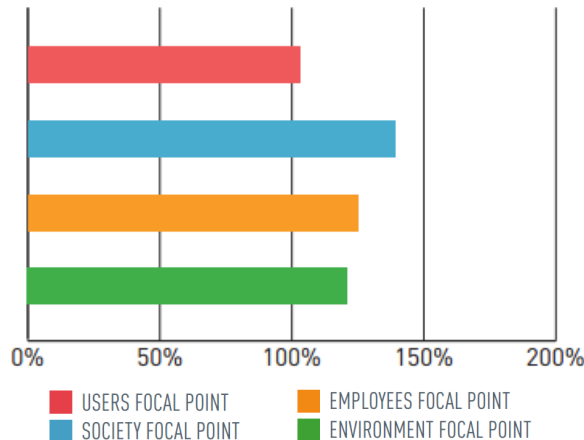
- 4 axes – 21 priorities
- 5-year horizon
- Strengthened commitment of managers

NON-FINANCIAL PERFORMANCE 2015 CSR ACHIEVEMENTS

2015 CSR roadmap
achievement rate

120%

2015 objectives: achievement rates



- 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



Corporate Knights



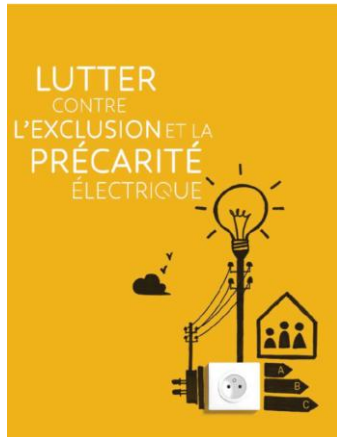
FTSE4Good



NON-FINANCIAL PERFORMANCE SPONSORSHIP INITIATIVES – FOCUS ON LEGRAND FOUNDATION



FONDATION
legrand



- Today over 2 years on—16 projects led between 2014 and 2015



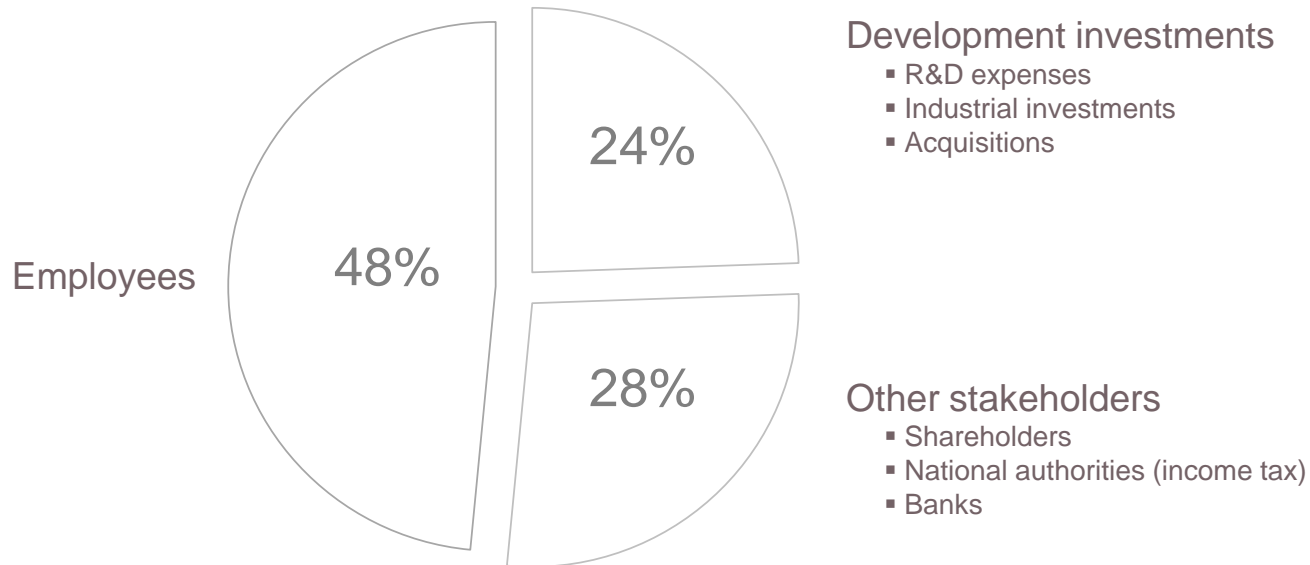
- First call for projects to help keep people with decreasing autonomy in their own homes, targeting stakeholders in the social and solidarity economy
 - ✓ Projects selected are innovative in nature
 - ✓ 11 nominees benefiting from customized support
 - ✓ 3 prizes awarded

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⁾



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⁾

€1.15

Payout⁽²⁾

56%

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⁾

Dividend per share

+10%⁽²⁾
(2006-2015 CAGR)

Earnings per share

+8%
(2006-2015 CAGR)

TSR⁽³⁾

+13% per year
(from April 6, 2006 to May 23, 2016)

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.

COMMUNICATION WITH SHAREHOLDERS

Information

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



LE GROUPE | PRÉSENCE MONDIALE | NOS SOLUTIONS | NOTRE RESPONSABILITÉ | INVESTISSEURS - ACTIONNAIRES | PRESSE | CARRIÈRES

Lettre aux Actionnaires | DÉCEMBRE 2015



À LA UNE RÉSULTATS DES NEUF PREMIERS MOIS 2015

Solides résultats des neuf premiers mois 2015
Poursuite des initiatives de développement.
Objectifs 2015 confirmés et précisés.

En savoir plus



Le Guide de l'Actionnaire | 2016

Chers actionnaires,

Legrand a le plaisir de mettre à votre disposition la première édition de son Guide de l'Actionnaire, conçu pour vous aider dans vos démarches en tant qu'actionnaire.

Ce guide interactif vous propose un accès direct vers les données clés de l'entreprise (rubrique "Votre Entreprise") et vers les informations pratiques pour être actionnaire de Legrand (rubrique "Être actionnaire de Legrand").

VOTRE ENTREPRISE



Rapport Intégré 2015
Découvrez le métier de Legrand, ses performances financières et ses innovations.

ÊTRE ACTIONNAIRE DE LEGRAND



Modes de détention
Découvrez comment être actionnaire de Legrand.

Learning more about us

- ❑ Site visits (France only)
- ❑ Toll-free number

VISITE DE SITE LEGRAND

ACCUEIL | INVESTISSEURS - ACTIONNAIRES | ESPACE ACTIONNAIRES

DÉCOUVREZ LES PRODUITS ET SYSTÈMES DE LEGRAND EN VISITANT NOTRE SHOWROOM INNOVANT, AINSI QUE LA MAISON DU BIEN-ÊTRE ET DE L'AUTONOMIE À LIMOGES.

Date: le vendredi 17 juin 2016

Horaires : de 14h à 18h

Poursuivant sa volonté de permettre à ses actionnaires de mieux connaître le Groupe et ses activités, et dans la continuité des visites organisées précédemment, Legrand vous invite à venir découvrir toute l'étendue de ses gammes de produits à l'heureux, le principal showroom du groupe et véritable vitrine du savoir-faire et de l'expertise de Legrand.

La Maison du Bien-être et de l'Autonomie met en scène quant à elle les dernières technologies commercialisées par Legrand en matière de systèmes résidentiels.

Vous découvrez en situation réelle le potentiel esthétique, technique et innovant des produits et systèmes Legrand dans une maison qui vous obéit d'un simple geste du doigt.

Modalités d'inscription
Seules les inscriptions effectuées via le formulaire ci-contre (1 par personne) seront prises en compte.
Le nombre de places offertes est limité à 10.
Les frais de déplacement restent à la charge du visiteur.

* Télécharger le plan d'accès



JE SUIS ACTIONNAIRE, JE M'INSCRIS

Je suis
 Mine
 Majeur

Choix du site de visite :

je suis actionnaire

* Champ obligatoire

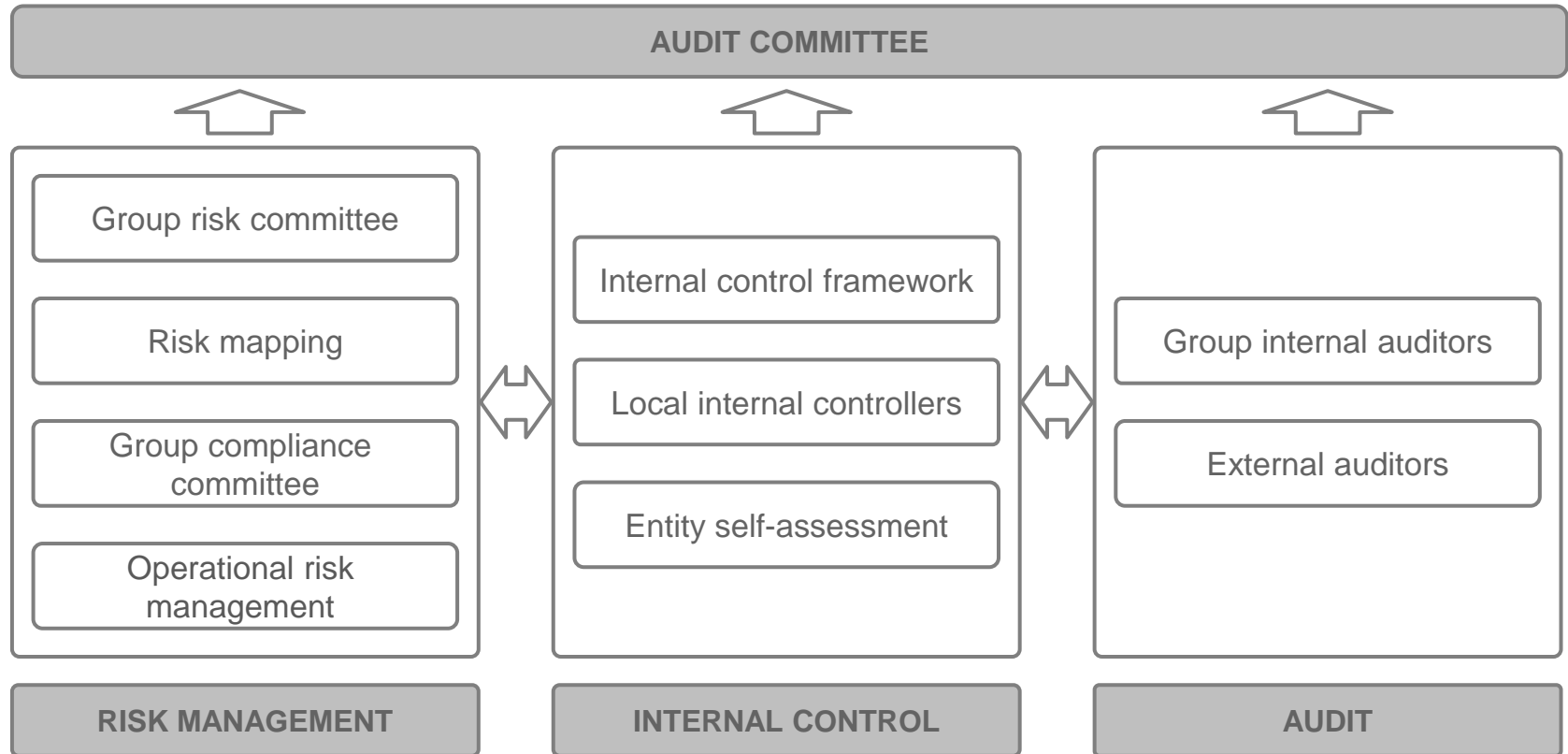
Après avoir cliqué sur **VALIDER** vous recevrez prochainement un email vous informant de la confirmation de votre inscription.

VALIDER

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



2

**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

User interface



Switches



Power sockets



Motion sensors



VDI sockets

Energy distribution



Circuit breakers



Cabinets and enclosures



Transformers



Busbars

Building systems



Door entry systems



Emergency lighting



Building and lighting management



Home systems



Lighting of common areas

Cable management



Wire mesh cable management



Plastic trunking



Metallic cable trays



Floor boxes

Digital infrastructures



Enclosures



Racks



Copper, fiber, connectivity...

UPS⁽¹⁾



Line interactive & off line



On line single-phase



Three-phase

Installation components



Mobile products



Installation products



Site distribution cabinets



Tubes and ducts

1. UPS: Uninterruptible Power Supply.

STEPPING 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



Data flow



Enrichment of electrical and digital building infrastructure



Boosting value-in-use of products

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



Houses



Apartments

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



Retail



Office



Hotel

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

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

2015 achievements

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



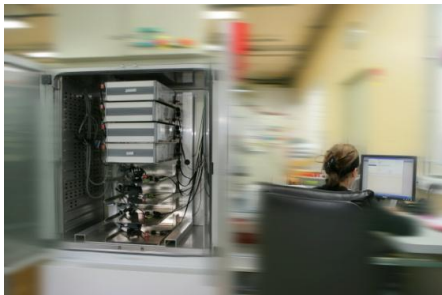
1. CAGR: Compound Annual Growth Rate

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

 nest.

↪ Use of the Nest Weave protocol in Legrand's connected offering



↪ Compatibility of Legrand's connected products with the Digital Hub of La Poste

 SAMSUNG

↪ 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⁾

netatmo



French specialist in connected devices
for the home

↳ 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

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



North American frontrunner in intelligent PDUs⁽¹⁾ and KVM⁽²⁾ switches

Assisted living



UK specialist in solutions for monitoring assisted living platforms

Residential systems



US specialist in natural light control



US leader in audio/video infrastructures products



#1 in VDI cabinets for datacenters in the Netherlands



UK frontrunner



#1 Spain and frontrunner in Europe



US specialist in Multi Room Audio systems

1. PDU: Power Distribution Unit.
2. A KVM 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

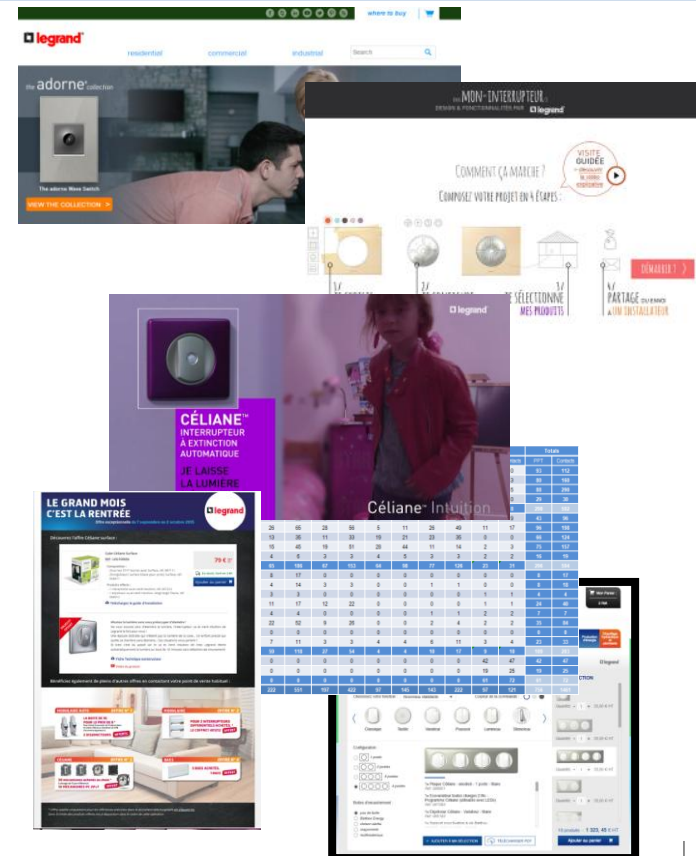
- 96 million pages viewed
- 22 million unique visitors on the Group's websites
- 20 million views on Legrand Youtube channels
- 1.7 million followers

□ 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.

3

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



APPLICATION FOR MEMBERSHIP OF A NEW INDEPENDENT DIRECTOR

- 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%

Frequent discussions with
management



Regular attendance recognized

In-depth knowledge and
awareness of the Company's
challenges

BOARD OF DIRECTORS, GUIDING DECISION-MAKING AT LEGRAND

Innovations in 2015

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

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*

- 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

Average seniority: 21 years

3 nationalities



Gilles Schnepf
Chairman and CEO



Karine Alquier-Caro
Executive VP Purchasing



Antoine Burel
Executive VP & Group
CFO



Bénédicte Bahier
Executive VP Legal Affairs



Benoît 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

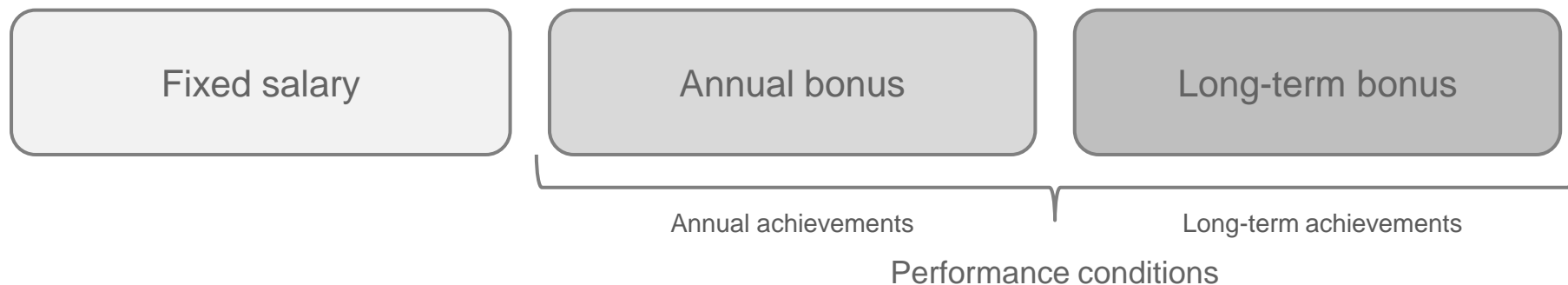
GOVERNANCE AND COMPENSATION

- **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



EXECUTIVE DIRECTOR'S ANNUAL BONUS

Precise and transparent criteria

Target value set at
80%⁽³⁾ of fixed
salary

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



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		
Demanding conditions	2 <u>performance</u> conditions assessed over 3 years	External financial performance ⁽²⁾ : 50%
		Internal financial performance ⁽³⁾ : 50%
	4-year <u>service</u> 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⁽¹⁾

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

Fixed salary	€625,000 ⁽¹⁾
Annual bonus	€535,000 ⁽¹⁾
Benefits in kind	€0

Sub-total: €1,160,000⁽¹⁾

Long-term compensation

Performance shares	€640,909 ⁽²⁾
Options	€0
Multi-annual bonus	€0

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

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**

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CHARACTERISTICS OF TODAY'S RESOLUTION

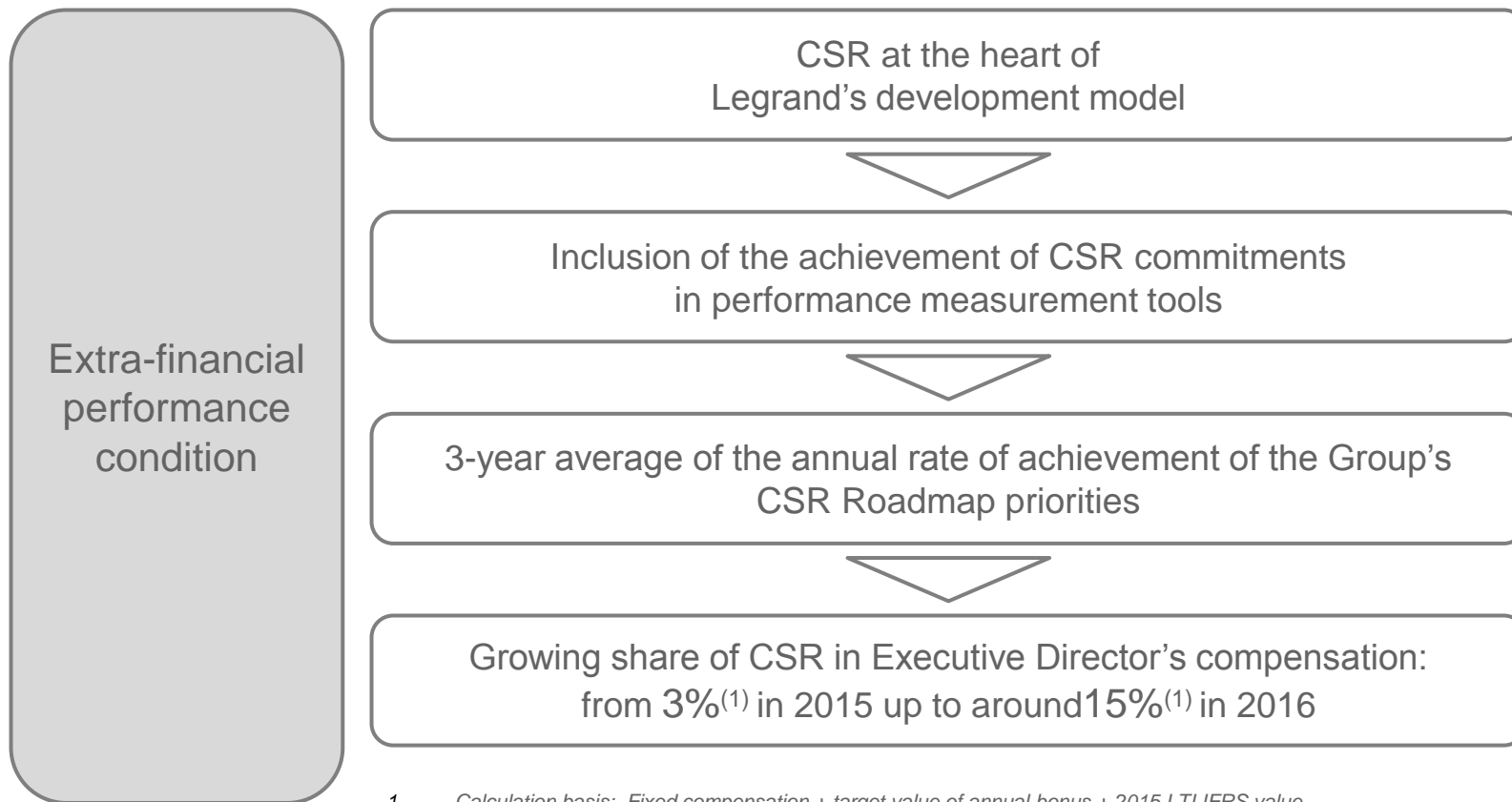
- Overall allocation capped at 1.5% of capital stock
- Executive Director's allocation capped at 0.15% of capital stock
- Final allocation subject to achievement of performance conditions and compliance with a service condition
- Duration of validity of the authorization granted to the Board: 38 months

2016 AUTHORIZATION TO ALLOCATE PERFORMANCE SHARES

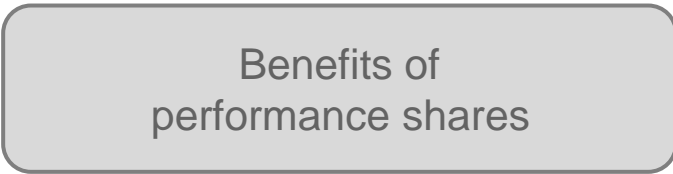
Envisaged conditions		
Demanding conditions	3 <u>performance</u> conditions assessed over 3 years	External financial performance ⁽¹⁾ : 1/3
		Internal financial performance ⁽²⁾ : 1/3
		Extra-financial performance ⁽³⁾ : 1/3
	4-year <u>service</u> condition	

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



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

4

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

OVERVIEW OF RESOLUTIONS

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

RESOLUTION ON POWERS TO EFFECT FORMALITIES

- **Resolution 22:** powers to effect formalities

5

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

6

Q&A

7

VOTE OF RESOLUTIONS

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