



Combined General Meeting of Shareholders

May 30, 2018

AGENDA

- | | | |
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| 1 | A VALUE-CREATING DEVELOPMENT MODEL, CONSTANTLY ADAPTING | P. 3 |
| 2 | SOLID INTEGRATED PERFORMANCE, 2017 TARGETS FULLY MET | P. 36 |
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| 7 | VOTE OF RESOLUTIONS | P. 83 |

1

**A VALUE-CREATING
DEVELOPMENT MODEL,
CONSTANTLY ADAPTING**



2017 IN PICTURES



A VALUE-CREATING DEVELOPMENT MODEL, CONSTANTLY ADAPTING

- Solid fundamentals
- A model successfully adapting to stakeholders' expectations
- Ongoing sustainable and profitable development initiatives

A VALUE-CREATING DEVELOPMENT MODEL, CONSTANTLY ADAPTING

- **Solid fundamentals**
- A model successfully adapting to stakeholders' expectations
- Ongoing sustainable and profitable development initiatives

OUR BUSINESS: ELECTRICAL AND DIGITAL BUILDING INFRASTRUCTURES

7 major product categories⁽¹⁾



USER INTERFACE

- Switches
- Socket outlets
- Scenario switches
- etc.

ENERGY DISTRIBUTION

- Distribution panels
- Circuit breakers
- Busbars⁽²⁾
- etc.

BUILDINGS SYSTEMS

- Lighting management
- Security systems
- Door entry systems
- Assisted living
- etc.

CABLE MANAGEMENT

- Trunking
- Floor boxes
- etc.

DIGITAL INFRASTRUCTURES

- Enclosures
- Racks
- Audio-Video
- PDU⁽³⁾
- etc.

UPS⁽⁴⁾

- Uninterruptible power supply

INSTALLATION COMPONENTS

- Tubes
- Ducts
- Extensions
- etc.

1. Each product category is under the responsibility (for product marketing, research and development, purchasing, manufacturing, supply chain) of a Strategic Business Unit (SBU).
 2. Busbars: prefabricated electrical trunking.
 3. Power Distribution Unit.
 4. Uninterruptible Power Supply.

ELECTRICAL AND DIGITAL BUILDING INFRASTRUCTURES A BUOYANT MARKET (1/3)

Legrand's accessible market

>€100bn

Electrical infrastructures

>€85bn

~€15bn

Digital infrastructures

ELECTRICAL AND DIGITAL BUILDING INFRASTRUCTURES A BUOYANT MARKET (2/3)

SOCIAL MEGATRENDS

Exchange of data

Energy saving

Low carbon energy

Security

Aging populations

Eco-design

Urbanization

....



TECHNOLOGICAL MEGATRENDS

The Internet of Things

Fiber optics

Wireless connectivity
(WiFi, etc.)

Apps

Streaming

Measuring

Sensors

Big data

....

Consequences for Legrand

- Increase in value-in-use of products (Eliot program)
 - Enrichment of building infrastructures

ELECTRICAL AND DIGITAL BUILDING INFRASTRUCTURES A BUOYANT MARKET (3/3) – EXAMPLES

SOCIAL MEGATRENDS

Aging populations



Assisted living



TECHNOLOGICAL MEGATRENDS

Digitization



Eliot

- Integration of IoT in the Group's offering
- Increase in value-in-use of products

A SOLID VALUE-CREATING DEVELOPMENT MODEL

Organic growth⁽¹⁾

Innovation: R&D/Sales = ~5%
(2007-2017 average)



Acquisitions

€3.8bn invested in 47 acquisitions
between 2007-2017

Leadership positions

Sales with #1 or #2 position:
69%⁽²⁾ in 2017 versus 59% in 2007

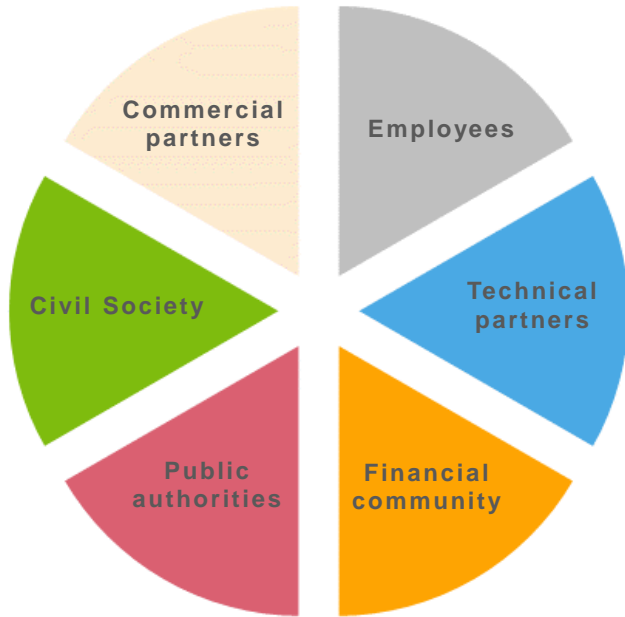
Profitability and cash generation (in 2017)

20.0% of adjusted operating margin⁽³⁾
€735m of normalized free cash flow⁽⁴⁾

1. Organic: at constant scope of consolidation and exchange rates.
2. Based on 2017 sales including 12 months of 2017 acquisitions.
3. The adjusted operating profit is the 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.
4. Based on a working capital requirement representing 10% of the last 12 months' sales, at constant scope of consolidation and exchange rates.



A MODEL ATTENTIVE TO ITS STAKEHOLDERS THAT MAXIMIZES POSITIVE EXTERNALITIES AND MINIMIZES NEGATIVE EXTERNALITIES



- Legrand aims to maximize its positive externalities
 - Energy efficiency solutions – Product quality and safety – R&D
 - Social minimum standards – Job creation – Employability
 - Business ethics – Access to electricity
- While remaining aware of its responsibility to prevent and address its negative externalities
 - Waste management – CO₂ emissions
 - Accidents at the workplace

EXPERIENCED MANAGERS WITH LONG-TERM COMMITMENT

3 nationalities

22% women

22 years of experience at Legrand on average



Benoît COQUART



Karine ALQUIER-CARO



Bénédicte BAHIER



Antoine BUREL



Xavier COUTURIER



Paolo PERINO



John SELLDORFF



Patrice SOUDAN



Frédéric XERRI

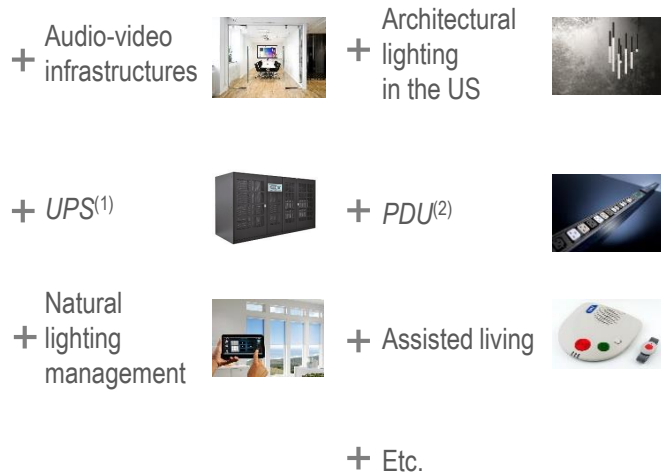
A VALUE-CREATING DEVELOPMENT MODEL, CONSTANTLY ADAPTING

- Solid fundamentals
- **A model successfully adapting to stakeholders' expectations**
- Ongoing sustainable and profitable development initiatives

ONGOING ENRICHMENT OF THE ACCESSIBLE MARKET

Expansion of the accessible market

>€100bn



2007

2017

1. Uninterruptible Power Supply.
2. Power Distribution Unit.
3. Energy efficiency, digital infrastructures, home systems and assisted living.
4. Based on 2017 sales including 12 months of 2017 acquisitions.

Development of new business segments⁽³⁾
(in % of sales)

38%⁽⁴⁾



17%

2007

2017

FOCUS MILESTONE (1/2)

US LEADER IN AUDIO-VIDEO (AV) INFRASTRUCTURE AND POWER

- Net sales of \$478m in 2017
- Around 1,000 employees
- Over 75% of sales generated by products with #1 positions



Meeting room solutions



Promotional screen mounts



Video content capture



Monitor mounts



Tensioned electric screens



Full motion mounts

FOCUS MILESTONE (2/2)

MILESTONE FITS PERFECTLY WITH LEGRAND'S FUNDAMENTALS

- Attractive AV infrastructure and power segment
- Leading market positions and brands
- High value attached to products
- Customer loyalty
- Innovation-driven business
- High potential for synergies
- Active CSR⁽¹⁾ policy



1. CSR: Corporate Social Responsibility.

AN EVOLVING FRONT OFFICE

92%

of sales covered
by a CRM⁽¹⁾

295

digital communication platforms
in the world

Almost

45,000

uses for Group's
online configurators

25

e-catalogs

1. CRM: Customer Relationship Management.

AN EVOLVING BACK OFFICE

7 SBUs⁽¹⁾

in charge of product marketing,
R&D, purchasing,
manufacturing and
supply chain

45%

of R&D staff assigned to electronics
and digital offerings in 2017

63%

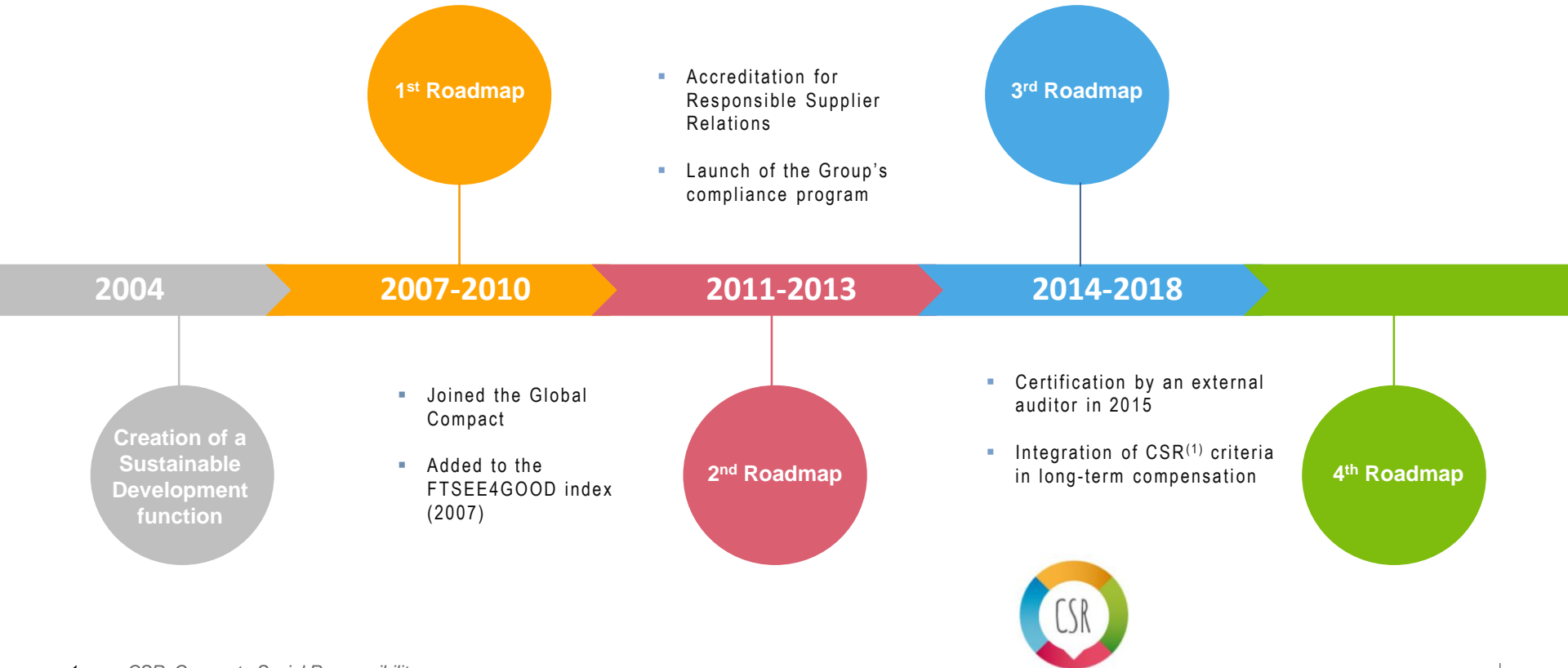
of sales realized through
platforms in 2017

12.9%

ratio of inventories to net sales
in 2017⁽²⁾

1. SBU: Strategic Business Unit.
2. At 2013 scope of consolidation.

AN EVOLVING CSR⁽¹⁾ APPROACH



1. CSR: Corporate Social Responsibility.

A VALUE-CREATING DEVELOPMENT MODEL, CONSTANTLY ADAPTING

- Solid fundamentals
- A model successfully adapting to stakeholders' expectations
- **Ongoing sustainable and profitable development initiatives**

INVESTING IN GROWTH (1/4) INNOVATION⁽¹⁾

Nearly
€264m
invested in R&D

More than
3,700
active patents
in nearly 80 countries

Nearly
2,300
employees
dedicated to R&D

46%
of investments dedicated
to new products

INVESTING IN GROWTH (2/4) NEW PRODUCTS

User interface



Ysalis



Modus Pro

Energy distribution



Access NFC⁽¹⁾ Meter



Telecom lightning protector
Premium & Access

Building systems



My Home Up



Smarter

Cable management



Pop-up desk



Mini trunking

Digital infrastructures



LCS 3

Fiber-optic and copper
high-performance cabling



AV and data cords

UPS⁽²⁾



KEOR T Evo



Daker +

Installation components



Advanced
multi-outlet sockets



P17 Tempra Pro

1. NFC: Near Field Communication. Short-distance – a few centimetres – contactless communication technology.
2. UPS: Uninterruptible Power Supply.

INVESTING IN GROWTH (3/4) 6 NEW SHOWROOMS OPENED IN 2017

France



Bordeaux



Lille

Austria



Vienna

India



Mumbai



Chennai

Australia



Prestons



Over 90 showrooms around the world

INVESTING IN GROWTH (4/4) TARGETED ACQUISITIONS IN 2017-2018

milestone
AV Technologies

Audio/video infrastructures



AFCO Systems
Cabinet & Containment Solutions

Digital infrastructures



OCL
ARCHITECTURAL LIGHTING

Lighting solutions



Server Technology
Quality Rack Power Solutions

Power Distribution Units



BORRI

Uninterruptible Power Supply



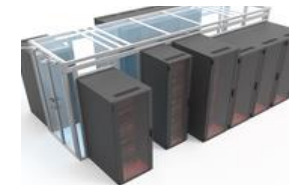
FINELITE
Better Lighting

Lighting solutions



modulan
data center solutions

Digital infrastructures



ELIOT – ONGOING DEVELOPMENT (1/5) A SAMPLE OF RECENTLY LAUNCHED ELIOT PRODUCTS



Smarter connected thermostat



Classe 300X smart door entry system



My Home Up



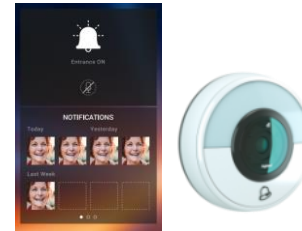
Connected Stop & Go



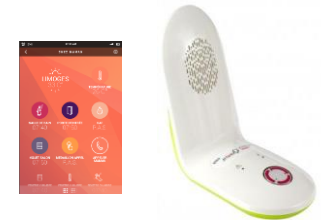
Céliane with Netatmo connected user interface



New EV charger IRVE 3.0



Connected door bell



Quatitil easy

ELIOT – ONGOING DEVELOPMENT (2/5) ELIOT AHEAD OF SCHEDULE



2014-2020 targets

Double-digit CAGR⁽¹⁾ in total sales of connected products

Doubling the number of connected product families from **20** in 2014 to **40** in 2020

2017 achievements

CAGR⁽¹⁾ 2014-2017 in total sales

+28%

>30

connected product families

1. CAGR: Compound Annual Growth Rate.

ELIOT – ONGOING DEVELOPMENT (3/5) LAUNCH OF “WORKS WITH LEGRAND”



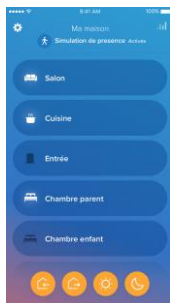
- Program aimed at enabling third parties to connect to Legrand's solutions and offer new services and functionalities
- Based on open communication using interoperable languages and APIs⁽¹⁾
- Already over 20 partnerships

1. API: Application Programming Interface.

ELIOT – ONGOING DEVELOPMENT (4/5) PARTNERING TO ENRICH SMART BUILDINGS WITH “CELIANE WITH NETATMO”



Céliane™
with
NETATMO



Partnerships with two major players in real estate for first-ever residences equipped with “Celiane with Netatmo”



Partnerships with Amazon and Apple to make daily life easier through voice control of lighting, rolling shutters, heating, etc.

amazon



HomeKit



LA POSTE

Partnership with La Poste to enable remote control thanks to its digital hub

ELIOT – ONGOING DEVELOPMENT (5/5) PARTNERSHIPS TO ENRICH THE HOTEL ROOM EXPERIENCE AND CONNECT CARS TO THE HOME



□ Guest room management



□ Connecting cars to the home





DATA PROTECTION

- **Reminder of obligations**
 - Data and privacy protection
 - Individual rights
- **Organization**
 - Appointment of a Group Data Protection Officer
 - Implementation of a DPO⁽¹⁾ network for all entities concerned
 - Dedicated working groups
- **Targets**
 - Coordinated Group-wide approach
 - Respect of GDPR's⁽²⁾ obligations compliance
 - Auditability of the approach



1. DPO: Data Protection Officer.
2. General Data Protection Regulation, implemented since May 25, 2018.

ENRICH CUSTOMER EXPERIENCE THROUGH DIGITAL TECHNOLOGY

□ Improving the digital user experience through rich content

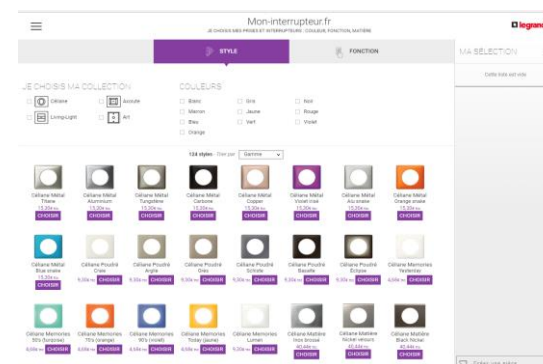
- Increase data exchange through ETIM⁽¹⁾
- 17 online configurators

□ Active contribution to the development of BIM⁽²⁾

- Innovative process for digital planning of building life cycles

□ Successful digital promotion strategy

- 114 million Group web pages viewed in 2017
- 32.5 million video views on Legrand YouTube channels
- Recognized quality for digital marketing: Italy's prestigious "Grand Prix of Relational Strategy" for the web series "Il Mistero Sottile"



1. ETIM: Electro-Technical Information Model.

2. BIM: Building Information Modeling.

IMPROVE PRODUCTIVITY AND QUALITY OF LIFE AT WORK THROUGH DIGITAL TECHNOLOGIES



Collaborative robots



Automated guided vehicles



Data analysis



RFID⁽¹⁾/ QR codes/
Bar codes



Exoskeletons



3D printing



Augmented reality



Collaborative supply chains

1. RFID: radio frequency identification.

CSR⁽¹⁾ INITIATIVES: EXAMPLES (1/2)

Partnerships



- Solutions for energy efficiency and well-being
- Included in Wattstopper's DLM⁽²⁾ offering
- Lighting intensity and color management

French Business Climate Pledge



- Charter signed by the Group in 2017
- Reinforcement of the Group's long-standing commitment to fight global warming – participant in the Science Based Targets
- Commitment taken under the 2014-2018 CSR⁽¹⁾ roadmap:
 - Reduce the energy intensity of Group activities by 10% or more;
 - Continue to publish environmental information; and
 - Avoid CO₂ equivalent emissions.

1. CSR: Corporate Social Responsibility.

2. DLM: Digital Lighting Management, highly energy efficient lighting control offering.



CSR⁽¹⁾ INITIATIVES: EXAMPLES (2/2)

Engagement survey



- Survey of all employees
- Addressing a wide variety of issues, including:
 - Quality of life at work;
 - Group strategy; and
 - Opportunities for development.
- Almost 80% participation

Serenity On



- Baseline for social protection
- Three focus points:
 - Parenting
 - Healthcare
 - Life insurance
- Gradual rollout to all employees by 2021

2

**SOLID
INTEGRATED PERFORMANCE,
2017 TARGETS FULLY MET**

SOLID INTEGRATED PERFORMANCE, 2017 TARGETS FULLY MET

- 2017 integrated performance
- Performance under control
- Breakdown of value created





SOLID INTEGRATED PERFORMANCE, 2017 TARGETS FULLY MET

- **2017 integrated performance**

- Performance under control

- Breakdown of value created

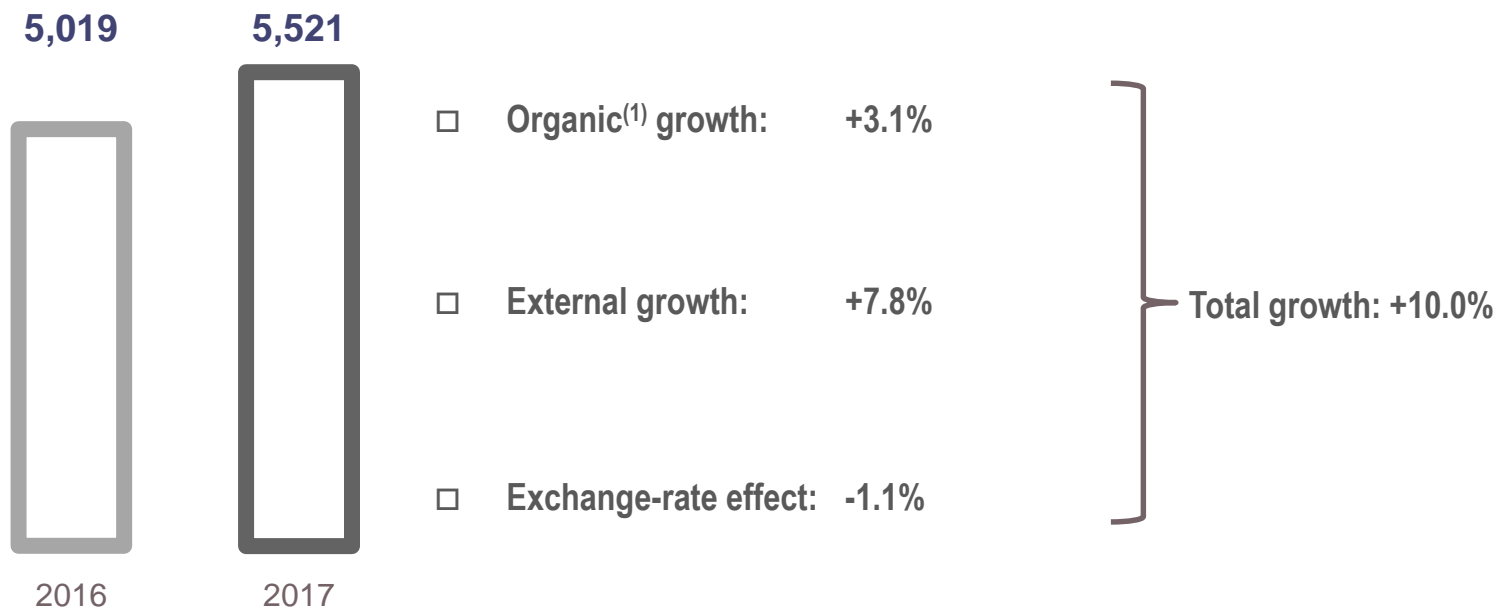
INTEGRATED PERFORMANCE: PROFITABLE AND SUSTAINABLE GROWTH 2017 FINANCIAL AND NON-FINANCIAL TARGETS MET

Indicators	2017 targets ⁽¹⁾	2017 achievements	
Organic ⁽²⁾ growth	0% to +3%	+3.1%	
Adjusted operating margin before acquisitions ⁽³⁾	19.3% to 20.1%	20.1%	
CSR ⁽⁴⁾ roadmap achievement rate	100%	122%	

1. Targets announced on February 9, 2017.
2. Organic: at constant scope of consolidation and exchange rates.
3. At 2016 scope of consolidation.
4. CSR: Corporate Social Responsibility.

FINANCIAL PERFORMANCE (1/3) 2017 CHANGE IN NET SALES

in € millions



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

FINANCIAL PERFORMANCE (2/3) ACCELERATION OF THE TWO SALES GROWTH DRIVERS

Indicators	2015	2016	2017
Organic ⁽¹⁾ growth	+0.5%	+1.8%	+3.1%
External growth	+1.5%	+4.7%	+7.8%
Growth excl. FX effect	+2.1%	+6.5%	+11.2%
FX effect	+4.7%	-2.1%	-1.1%
Total growth	+6.9%	+4.3%	+10.0%

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

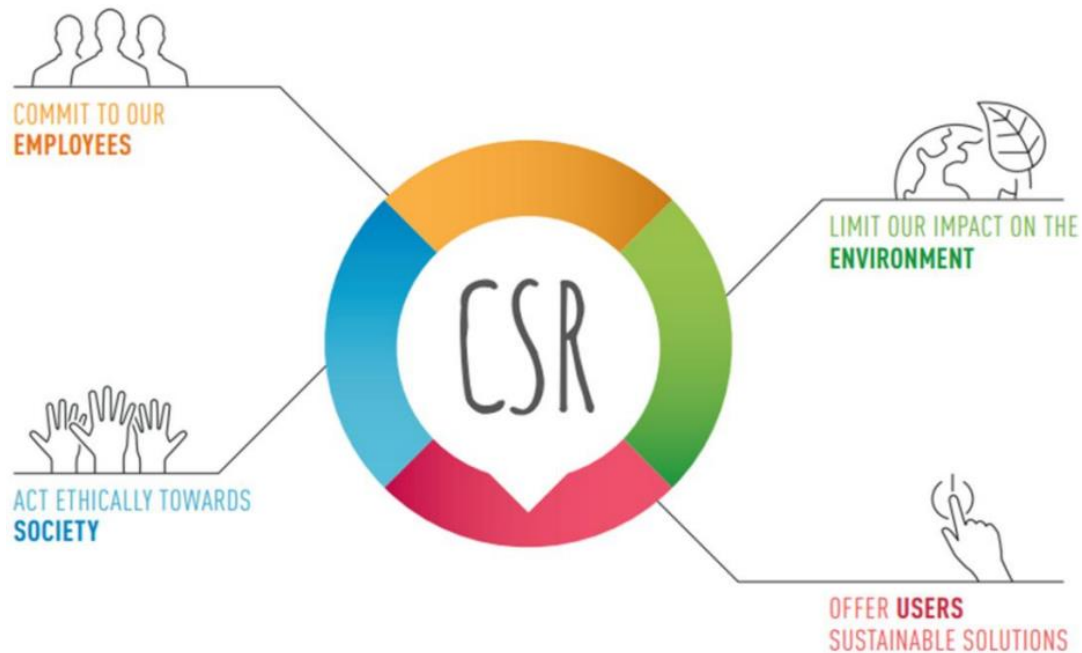
FINANCIAL PERFORMANCE (3/3)

KEY FIGURES 2017

In € millions	2016	2017	change
Net sales	5,019	5,521	+10.0%
Adjusted ⁽¹⁾ operating profit	979	1,105	+12.9%
Net income attributable to the Group	629	711	+13.2%

1. Adjusted operating profit is the 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.

NON-FINANCIAL PERFORMANCE (1/2) REMINDER OF THE 2014-2018 CSR⁽¹⁾ ROADMAP



1. CSR: Corporate Social Responsibility.

NON-FINANCIAL PERFORMANCE (2/2) 2017 CSR⁽¹⁾ ACHIEVEMENTS



Legrand almost reached its 5-year CSR⁽¹⁾ targets in year 4

FINANCIAL PERFORMANCE

2018 FIRST-QUARTER KEY FIGURES

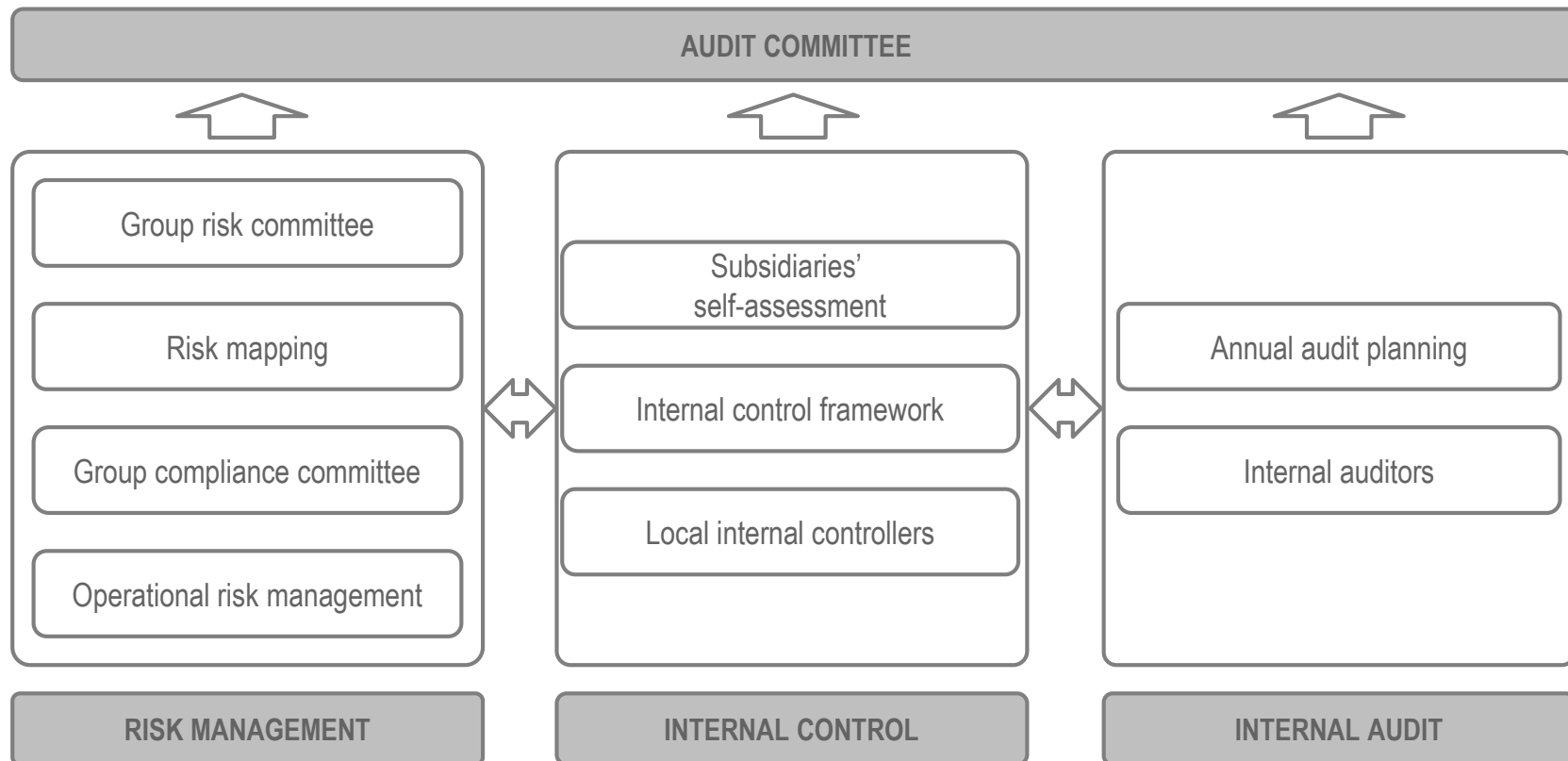
In € millions	Q1 2017	Q1 2018	Change
Net sales	1,319	1,445	+9.6%
Adjusted ⁽¹⁾ operating profit	259	290	+11.9%
Net income attributable to the Group	149	175	+17.7%

1. Adjusted operating profit is the 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.

SOLID INTEGRATED PERFORMANCE, 2017 TARGETS FULLY MET

- 2017 integrated performance
- **Performance under control**
- Breakdown of value created

PERFORMANCE UNDER CONTROL A SOLID RISK MANAGEMENT SYSTEM



SIGNIFICANT RISK FACTORS

4 risk typologies

- Strategic
- Reputational
- Operational
- Financial

Steering

- 25 main risks identified and addressed
- One owner per risk
- 2 risk committees each year



LEGRAND ADDRESSING TECHNOLOGICAL RISKS

IT risk management

- Tailored targets
 - Protect
 - Detect
 - React

- The right resources
 - Employees
 - Processes
 - Technologies

An approach based on 2 pillars

- Implementing best practices

- A solid and evolving in-house program:
“Legrand Cyber Security Master Plan”

SOLID INTEGRATED PERFORMANCE, 2017 TARGETS FULLY MET

- 2017 integrated performance
- Performance under control
- **Breakdown of value created**

STAKEHOLDERS, ESSENTIAL PARTNERS FOR VALUE CREATION

Value creation⁽¹⁾

Sales (a)

€4.4bn

Purchasing (b)

€2.2bn

Added value
(a-b)

€2.2bn

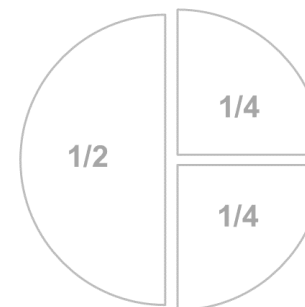
Stakeholders

Customers

Suppliers

Employees

Investments for growth



- R&D investments
 - Industrial investments
 - Acquisitions
- Other stakeholders**
- Shareholders and lenders
 - State (income tax)
 - Civil society

1. Average data 2007-2017.

LEGRAND IS ATTENTIVE TO ITS SHAREHOLDERS (1/4) COMMUNICATING WITH SHAREHOLDERS

- Quarterly earnings releases
- Dedicated shareholders' corner
- Letters to shareholders (French only)
- Shareholder's guide (French only)
- Site visits
- Toll-free number
- E-voting New
- Responsive website New

SHAREHOLDER'S GUIDE

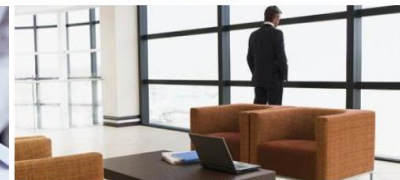


KEEP IN TOUCH WITH YOU AT ALL TIMES



N° Vert 0 800 41 42 43

BECOMING A LEGRAND SHAREHOLDER



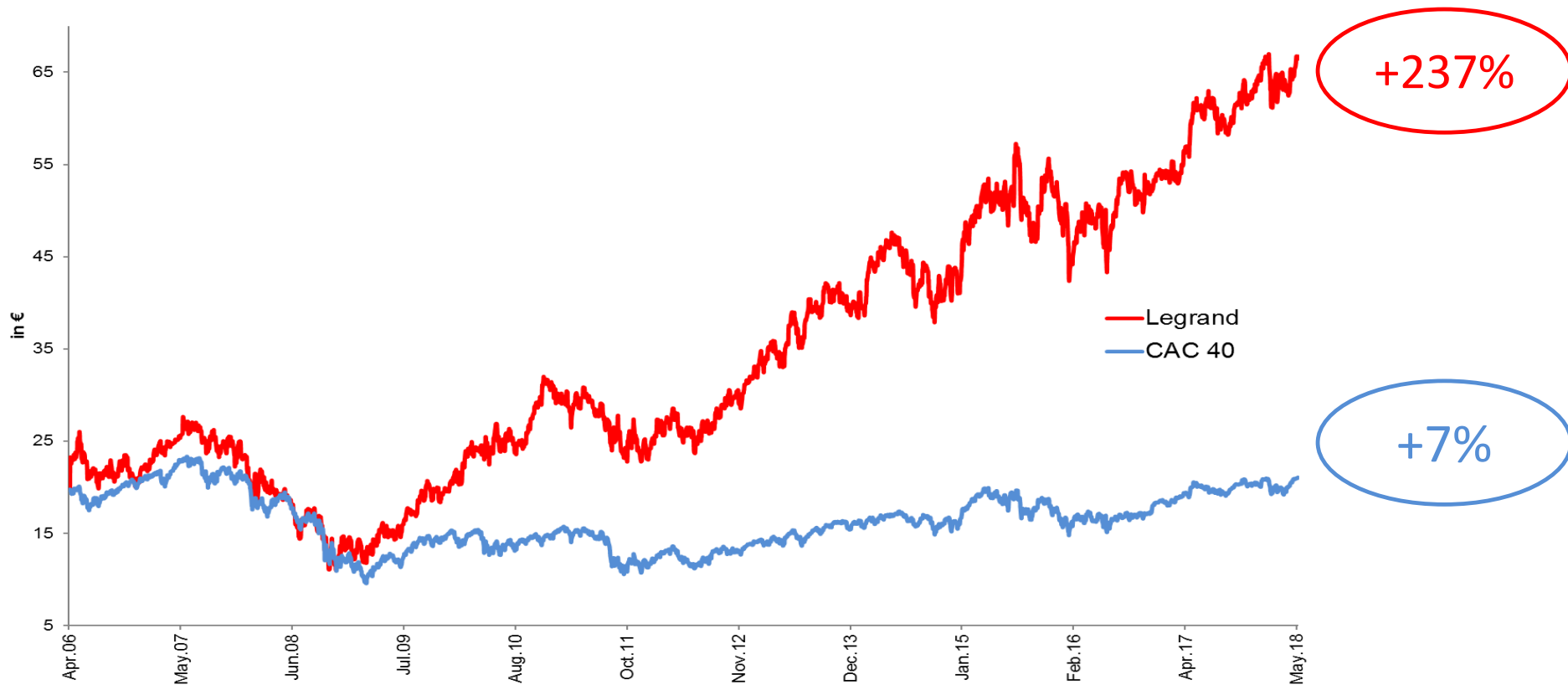
FINANCE CORNER



FIND OUT MORE



LEGRAND IS ATTENTIVE TO ITS SHAREHOLDERS (2/4) CHANGE IN STOCK PRICE SINCE THE IPO⁽¹⁾



1. Presented evolution from April 6, 2006 to May 16, 2018.

LEGRAND IS ATTENTIVE TO ITS SHAREHOLDERS (3/4) TOTAL SHAREHOLDER RETURN SINCE THE IPO⁽¹⁾

Dividend per share

+9%⁽²⁾
(2006-2017 CAGR)

Earnings per share⁽³⁾

+8%
(2006-2017 CAGR)

TSR⁽⁴⁾

+14% per year
(from April 6 2006 to May 16 2018)

1. April 6 ,2006.
2. Including a 2017 dividend of €1.26 per share subject to the approval of shareholders at the General Meeting on May 30, 2018, payable on June 5, 2018. Distribution conditions for the dividend in respect of 2017 are detailed on page 329 of the 2017 Registration Document.
3. Based on net profit attributable to the Group. For more details on adjusted net profit attributable to the Group, readers are invited to consult page 20 of the press release presenting full-year 2017 results, published February 8, 2018.
4. Total Shareholder Return, with dividend reinvested.

LEGRAND IS ATTENTIVE TO ITS SHAREHOLDERS (4/4) 2017 PROPOSED DIVIDEND

Dividend per share⁽¹⁾

€1.26

1. *Subject to the approval of shareholders at the General Meeting on May 30, 2018, payable June 5, 2018 Distribution conditions for the 2017 dividend are detailed on page 329 of the 2017 Registration Document.*

CONCLUSION

- A solid development model that creates value, and a clear strategy
- A demanding CSR⁽¹⁾ policy at the heart of the Group's strategy
- Structured and attentive risk management
- Very good showings in 2017 and a solid performance in the first quarter of 2018
- Ongoing development of Group positions driven by innovation and digitization, plus dynamic, targeted external growth
- Legrand is attentive to all stakeholders and shareholders

1. CSR: Corporate Social Responsibility.

3

GOVERNANCE & COMPENSATION

GOVERNANCE & COMPENSATION

- Governance
 - Continuous improvement of governance
 - Changes in membership of the Board of Directors
 - An active, balanced and diversified Board

- Compensation of company officers
 - Ex-post vote on compensation components for the Chairman & Chief Executive Officer in respect of 2017
 - Ex-ante vote on compensation policy applicable to the Chairman of the Board of Directors in respect of 2018
 - Ex-ante vote on compensation policy applicable to the Chief Executive Officer in respect of 2018

- Resolution on the allocation of performance shares to key Group executives

CONTINUOUS IMPROVEMENT OF GOVERNANCE

February 2018  Separation of offices



Gilles Schnepf
Chairman of the Board of Directors



Benoît Coquart
Chief Executive Officer

CHANGES IN MEMBERSHIP OF THE BOARD OF DIRECTORS

1. **Renewal of Directors' terms of office**
2. **Appointment of new Directors**
3. **Director representing employees takes office**

CHANGES IN MEMBERSHIP OF THE BOARD OF DIRECTORS

1. RENEWAL OF DIRECTORS' TERMS OF OFFICE



Gilles Schnepf

- Director, Chairman of the Board of Directors
- Member of the Strategy and Social Responsibility Committee



Olivier Bazil

- Director
- Member of the Strategy and Social Responsibility Committee
- Member of the Nominating and Governance Committee

CHANGES IN MEMBERSHIP OF THE BOARD OF DIRECTORS

2. APPOINTMENT OF NEW DIRECTORS

A two-step process

- Profile recommendations made following annual assessment of the Board of Directors' work

- Mandate given to a recruitment firm to conduct a search

Two profiles selected and proposed



Edward A. Gilulhy

- ✓ US citizen
- ✓ Age 59
- ✓ Founding partner of Sageview Capital
- ✓ Independent Director



Patrick Koller

- ✓ French & German citizen
- ✓ Age 59
- ✓ Chief Executive Officer of Faurecia
- ✓ Independent Director

CHANGES IN MEMBERSHIP OF THE BOARD OF DIRECTORS

3. A DIRECTOR REPRESENTING EMPLOYEES TAKES OFFICE⁽¹⁾

- Method of appointment: designation by the Central Works Committee



Philippe Jeulin

- ✓ French citizen
- ✓ Age 61
- ✓ 32 years at Legrand: experience in Information Technology and Human Resources Department

1. *Appointment to take effect at the end of the term of office of the Director representing employees on the Board of Directors of Legrand France, a subsidiary of Legrand SA, i.e. at the end of June 2018.*

AN ACTIVE, BALANCED AND DIVERSIFIED BOARD

□ An active Board⁽¹⁾

- 6 meetings
- seminar
- meeting of non-executive Directors
- Board's work assessment procedure

□ 4 specialist committees⁽¹⁾

- Audit Committee (7 meetings)
- Compensation Committee (3 meetings)
- Nominating and Governance Committee (3 meetings)
- Strategy and Social Responsibility Committee (4 meetings)

56% WOMEN⁽²⁾⁽³⁾

78% INDEPENDENT
DIRECTORS⁽²⁾⁽³⁾

5 NATIONALITIES

1. Figures refer to the number of meetings in 2017.

2. Subject to approval of proposed appointments and renewals by shareholders at the 2018 Combined General Meeting.

3. The Director representing employees is not taken into account in calculating these percentages.

COMPENSATION OF COMPANY OFFICERS

- Ex-post vote on compensation components for the Chairman & Chief Executive Officer in respect of 2017

- Ex-ante vote on compensation policy applicable to the Chairman of the Board of Directors in respect of 2018 (as of February 8, 2018)

- Ex-ante vote on compensation policy applicable to the Chief Executive Officer in respect of 2018 (as of February 8, 2018)

COMPENSATION OF THE CHAIRMAN & CHIEF EXECUTIVE OFFICER IN RESPECT OF 2017 (EX-POST VOTE)

FIXED COMPENSATION	€625,000 ⁽¹⁾
ANNUAL VARIABLE COMPENSATION	€535,000 ⁽²⁾
LONG-TERM COMPENSATION	Performance shares: €668,381 ⁽³⁾
OTHER COMPENSATION COMPONENTS	Nil
TOTAL COMPENSATION	€1,828,381

1. Amount unchanged since 2011.
2. Amount resulting from the executive officer's decision to waive part of his entitlement to annual variable compensation in respect of 2017, in order to maintain it at the same level as in 2016 (for details, see pages 198 and 199 of the 2017 Registration Document).
3. In IFRS value.

COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS IN RESPECT OF 2018 (EX-ANTE VOTE, AS OF FEBRUARY 8, 2018)

ANNUAL FIXED COMPENSATION	€625,000
ANNUAL VARIABLE COMPENSATION	Nil
EXTRAORDINARY COMPENSATION	Nil
ATTENDANCE FEES	Nil
TOTAL ANNUAL COMPENSATION	€625,000

COMPENSATION OF THE CHIEF EXECUTIVE OFFICER IN RESPECT OF 2018 (EX-ANTE VOTE, AS OF FEBRUARY 8, 2018) (1/2)

ANNUAL FIXED COMPENSATION	€700,000 ⁽¹⁾
TARGET ANNUAL VARIABLE COMPENSATION	€700,000 ⁽²⁾
TARGET VARIABLE LONG-TERM COMPENSATION	€1,400,000 ⁽³⁾
TOTAL ANNUAL COMPENSATION	€2,800,000⁽⁴⁾

1. For information, this amount of fixed compensation is lower than the 1st decile of the CAC 40.
2. Potentially ranging between 0% and 150% of fixed compensation, depending on the level of achievement of the predefined quantifiable and qualitative criteria detailed on pages 191-192 of the 2017 Registration Document.
3. Potentially ranging between 0% and 300% of fixed compensation, depending on the level of achievement of four financial and non-financial criteria detailed on pages 192-194 of the 2017 Registration Document.
4. For information, this amount of total compensation is lower than the 1st quartile of the CAC 40.

COMPENSATION OF THE CHIEF EXECUTIVE OFFICER IN RESPECT OF 2018 (EX-ANTE VOTE, AS OF FEBRUARY 8, 2018) (2/2)

EMPLOYMENT CONTRACT

Given up with no consideration

**HEALTHCARE, DEATH & DISABILITY,
PENSION COVERAGE**Identical to the Group's
French employees**BENEFITS IN KIND**

Company car

INDEMNITY

(Welcome or severance package)

Nil

NON-COMPETE CLAUSEDuration 1 year, paid for 1 year,
upon decision of the Board

RESOLUTION ON THE ALLOCATION OF PERFORMANCE SHARES TO KEY GROUP EXECUTIVES (1/2)

- **Maximum potential allocation for the duration of the authorization**
 - To all beneficiaries: 1.5% of capital
 - To the executive officer: 0.15% of capital

- **Final allocation subject to achievement of demanding performance criteria and compliance with presence condition**

- **Duration of the authorization granted to the Board: 38 months**

RESOLUTION ON THE ALLOCATION OF PERFORMANCE SHARES TO KEY GROUP EXECUTIVES (2/2)

- **4 demanding performance criteria measured over 3 years**
 - organic growth of revenues
 - adjusted operating margin before acquisitions
 - rate of achievements of the Group's CSR roadmap
 - Legrand stock-market performance compared with the performance of the CAC 40 index⁽¹⁾

- **Presence condition over 3 years plus an additional 2-year holding period⁽²⁾**

1. *The criterion related to the share price applies only to the executive officer and members of the Executive Committee.*

2. *For the company officer and members of the Executive Committee only. For other beneficiaries, the duration of the presence condition is 4 years, with no additional holding period.*

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PRESENTATION OF RESOLUTIONS

RESOLUTIONS FOR THE ORDINARY GENERAL MEETING

- **Resolutions 1 to 3:** Resolutions on approval of financial statements, appropriation of earnings and distribution of dividend

- **Resolution 4:** Resolution on ex-post Say on Pay concerning the Chairman & Chief Executive Officer (approval of compensation components paid or allocated to Mr. Gilles Schnepp in respect of the 2017 financial year)

- **Resolution 5:** Resolution on ex-ante Say on Pay concerning the Chairman of the Board of Directors (approval of compensation policy applicable to the Chairman of the Board of Directors in respect of the 2018 financial year)

- **Resolution 6:** Resolution on ex-ante Say on Pay concerning the Chief Executive Officer (approval of compensation policy applicable to the Chief Executive Officer in respect of the 2018 financial year)

RESOLUTIONS FOR THE ORDINARY GENERAL MEETING

- **Resolutions 7 and 8:** Resolutions on the approval of related party agreements and undertakings in favor of Mr. Benoît Coquart (non-competition covenant and undertakings in relation to the mandatory collective defined contributions pension plan, the “medical expenses” mandatory supplementary health insurance coverage and the “pension plan: death, incapacity and invalidity”)

- **Resolution 9:** Resolution on the determination of the maximum amount of attendance fees allocated to members of the Board of Directors

- **Resolutions 10 to 13:** Resolutions on membership of the Board of Directors (renewal of the terms of office of Mr. Gilles Schnepf and Mr. Olivier Bazil, appointment of Mr. Edward A. Gilhuly and Mr. Patrick Koller as independent Directors)

RESOLUTIONS ON THE BUYBACK AND CANCELLATION OF COMPANY SHARES

- **Resolution 14:** Authorization granted to the Board of Directors to allow the Company to trade its own shares

- **Resolution 16:** Authorization granted to the Board of Directors to reduce the capital stock by cancellation of treasury shares

RESOLUTION ON AN AMENDMENT TO COMPANY ARTICLES

- **Resolution 15:** Resolution on the amendment to article 9 of Company Articles of Association to determine the terms of appointment of a Director or Directors representing employees

RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING: AUTHORIZATION OF ALLOCATION OF PERFORMANCE SHARES

- **Resolution 17:** Authorization granted to the Board of Directors to make one or more allocations of free share to the benefit of employees and/or company officers of the Company or associated companies

RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING: FINANCIAL AUTHORIZATIONS

Resolution	Content	Limits
No. 18	Issue of shares or complex securities, with preferred subscription rights	Capital securities: ~18.74% of capital Debt securities: €2 billion
No. 19	Issue, by means of public offers, of shares or complex securities, without preferred subscription rights	Capital securities: ~9.37% of capital Debt securities: €1 billion
No. 20	Issue, by means of private placement, of shares or complex securities, without preferred subscription rights	
No. 21	Increase in the amount of issues made pursuant to resolutions 18, 19 and/or 20 in the event of excess demand	15% of the initial issue
No. 22	Capital increases through incorporation of reserves, profit, premiums or other items	€100 million
No. 23	Issue of shares or complex securities in favor of participants in employee share-ownership programs of the Company or Group	€25 million
No. 24	Issue of shares or complex securities to provide consideration for in-kind contributions to the Company	5% of capital

RESOLUTION ON POWERS TO EFFECT FORMALITIES

- **Resolution 26:** Powers to effect formalities

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STATUTORY AUDITORS' REPORT

STATUTORY AUDITORS' REPORT

□ For the Ordinary General Meeting:

- on annual parent-company and consolidated financial statements
- on related party agreements and undertakings
- on the consolidated social, environmental and societal information featured in the management report

□ For the Extraordinary General Meeting:

- on the reduction in capital by cancellation of treasury shares
- on the authorization of the allocation of performance shares either existing or to be issued
- on the issuing of shares and complex securities with or without preferred subscription rights
- on the issuing of shares and/or complex securities restricted to participants in a company savings plan

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QUESTIONS & ANSWERS

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VOTE ON RESOLUTIONS

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