

## APPENDIX 2

### Management report of the Board of Directors on March 19, 2020, including amendments made by the Board of Directors on April 10, 2020, to the Annual General Meeting scheduled on May 27, 2020 of Legrand SA (the “Company”)

This management report was finalized by the Board of Directors on March 19, 2020. On April 10, 2020, as announced by the Legrand Group on April 11, 2020, the Board changed the proposed dividend, reducing it to €1.34 per share as opposed to the initial proposal of €1.42 per share.

#### 1. SITUATION AND BUSINESS

##### 1.1 Situation of the Company during the past financial year, business and results of the Company, each of its subsidiaries and the companies it controls, by business segment

Revenues amounted to €24.7 million, for providing services within the Group.

Other operating income amounted to €1.8 million in the year to December 31, 2019.

Operating expenses amounted to €22.2 million in the year to December 31, 2019, compared with €18.9 million in the year to December 31, 2018.

At December 31, 2019, operating profit was €4.3 million, compared with €0.9 million in the year to December 31, 2018.

Net interest and other financial items for 2019 represented income amounting to €416.3 million, compared with €209.9 million in the year to December 31, 2018. This increase was mainly the result of an increase in dividends received.

Non-recurring items resulted in a loss of €3.1 million on a net basis in 2019, compared with a profit of €0.1 million in 2018. The change was mainly due to expenses relating to the 2015 performance share plan.

Tax income amounted to €13.9 million, representing the surplus of tax paid by subsidiaries within the tax consolidation group.

Net income for the year to December 31, 2019 amounted to €431.4 million.

##### 1.2 Objective and complete analysis of changes in the business, results and financial position of the Company and the Group

Information on the Group's business is presented in chapter 5 of the Company's universal registration document.

The Company's debt position is summarized in appendix 1 to this management report. The Company's external debt rose in 2019 compared to 2018.

##### 1.3 Appropriation of earnings and determination of dividend

We propose that the Company's earnings of €431,363,346.32 in respect of the financial year to December 31, 2019 be appropriated as follows:

- in the absence of retained earnings and given that it is not necessary to make appropriations to the statutory reserve (since it exceeds 10% of the Company's share capital), distributable income amounts to €431,363,346.32;
- the Board of Directors proposes to (i) pay to shareholders, as a dividend, €1.34 per share and (ii) appropriate the remainder of distributable income to retained earnings.

On the basis of the number of shares comprising the share capital at December 31, 2019 and after deduction of treasury shares held at that date, the appropriation of distributable income would be as follows: (i) €357,730,047.48 to dividends and (ii) €73,633,298.84 to retained earnings.

In the event of a change in the number of shares entitling holders to a dividend before the dividend payment date, the total dividend amount would be adjusted accordingly.

No dividends would be due on any shares held by the Company itself or cancelled before the payment date. As regards the tax treatment of the dividend of €1.34 per share, the distribution will be classified as taxable income subject, for individual shareholders residing in France, to the flat-rate income tax of 12.8% introduced by 2018 finance act No. 2017-1837 of December 30, 2017 (or, if a shareholder makes an overall and irrevocable election, in the income tax declaration and no later than the time limit for said declaration, for sliding-scale income tax after deduction of the 40% exemption provided for under Article 158, paragraph 3, sub-paragraph 2 of the French General Tax Code), to social security contributions at a rate of 17.2% as well as, for taxpayers whose reference taxable income exceeds certain thresholds, an exceptional levy on high incomes at a rate of either 3% or 4%, pursuant to Article 223 sexies of the French General Tax Code. The

dividend is, in principle, subject to a non-definitive flat-rate tax of 12.8% on its gross amount, excluding social security contributions, said levy being deductible from income tax levied during the 2020 fiscal year unless an exemption is requested in accordance with the provisions of Article 242 quater of the French General Tax Code.

The tax-related items of information presented here are those applicable at the time of drafting this report. As a general rule, shareholders are invited to consult their usual advisers as to applicable taxation arrangements.

We also propose making the following appropriations to reserves:

- since the statutory reserve exceeds 10% of the Company's share capital, it is proposed to allocate the excess portion of €87,608.40 to "other reserves";
- a proposal would also be made to reduce reserves unavailable for treasury shares by €16,222,963.78 (to €3,456,250.11) and to appropriate that amount to "other reserves".

#### **1.4 Internal control and risk management procedures relating to the preparation and processing of financial and accounting information**

Main characteristics of internal control and risk management procedures implemented by the Company on financial information are described in chapter 3 of the Company's universal registration document.

#### **1.5 Description of the main risks and uncertainties faced by the Company**

Risks and related Group policies are presented in chapter 3 of the Company's universal registration document.

#### **1.6 The Company's objectives and policy concerning hedging in each main category of transactions for which hedge accounting is used, and about its exposure to price, credit, liquidity and treasury risks**

All of this information is presented in chapter 8 of the Company's universal registration document.

Management of these risks is described in note 5.1.2 to the consolidated financial statements, which appear in chapter 8 of the Company's universal registration document.

#### **1.7 Description and management of financial risks linked to the effects of climate change**

Information on financial risks related to climate change effects and the presentation of measures taken by the Company to mitigate those risks by implementing a low-carbon strategy in all its business components are provided in Chapter 4 of the Company's universal registration document.

#### **1.8 Significant events between the reporting date and the date of preparation of the management report**

None.

#### **1.9 Forecast changes in the Company's position**

All of this information is presented in chapter 2 of the Company's universal registration document.

Readers are invited to refer to section 5.1.12 of this universal registration document for more information about the Legrand Group's outlook, particularly in relation to developments in the global public health crisis arising from the Covid-19 pandemic.

#### **1.10 Existing branches**

None.

#### **1.11 Research and Development activity**

None

### 1.12 Due dates of accounts payable and customer receivables

In accordance with Article L. 441-14 of the French Commercial Code, the table below presents the balance of invoices received but not paid at the end of the financial year:

Days overdue relative to invoice due date (in thousands of euros)	0 Day	1 day or more	Total (1 day or more)
Total invoices incl.VAT at December 31, 2019	347	0	0
% of total ex-VAT purchases in 2019	9.9%	0%	0%
Total invoices incl.VAT at December 31, 2018	283	0	0
% of total ex-VAT purchases in 2018	7.7%	0%	0%

In accordance with Article L. 441-14 of the French Commercial Code, the table below presents the balance of invoices raised but not paid at the end of the financial year:

Days overdue relative to invoice due date (in thousands of euros)	0 Day	1 day or more	Total (1 day or more)
Total invoices incl.VAT at December 31, 2019	6,784	0	0
% of ex-VAT revenue in 2019	27.4%	0%	0%
Total invoices incl.VAT at December 31, 2018	3,835	0	0
% of ex-VAT revenue in 2018	20.6%	0%	0%

### 1.13 Significant shareholdings or controlling interests acquired during the financial year in companies whose registered office is in France

None.

## 2. INFORMATION RELATING TO THE COMPANY'S CORPORATE SOCIAL AND ENVIRONMENTAL RESPONSIBILITY

### Duty of care plan

The duty of care plan and the report on its implementation are presented in chapter 4 of the Company's universal registration document.

## 3. CORPORATE GOVERNANCE

In accordance with article L. 225-37(6) of the French Commercial Code, this section 3 of the management report presents the information required in respect of the report on corporate governance.

### 3.1 Appointments and positions by each company officer in any company during the financial year (also including information on each company officer's nationality, age and main role)

This information is given in appendix 3 of this management report.

### 3.2 Start and end dates of each director's term of office

This information is given in appendix 3 of this management report.

### 3.3 Agreements entered into (directly or through an intermediary) between (i) a director, company officer or shareholder holding more than 10% of voting rights and (ii) a Company subsidiary (excluding standard agreements)

No member of the Company's Board of Directors or company officer is engaged in any business relationships with any Company subsidiary.

No Company shareholder holds more than 10% of its voting rights.

### 3.4 Report on work of the Board of Directors and its committees

This information is provided in sections 6.1.1.3 "Work done by the Board of Directors in 2019", and 6.1.3.3 "Work done by the Board of Directors' specialized committees in 2019" of the Company's universal registration document.

### 3.5 Membership of the Board of Directors and its committees

This information is provided in sections 6.1.1.1 "Composition of the Board of Directors" and 6.1.3.1 "Composition of the Board of Directors' specialized committees" of the Company's universal registration document.

### 3.6 Preparation and organization of the work of the Board of Directors

This information is provided in sections 6.1.1.2 "Functioning of the Board of Directors", 6.1.3.2 "Functioning of the Board of Directors' specialized committees", 6.1.1.3 "Work done by the Board of Directors in 2019", and 6.1.3.3 "Work done by the Board of Directors' specialized committees in 2019" of the Company's universal registration document.

### **3.7 Number of meetings of the Board of Directors and the specialist committees and director attendance rates**

This information is provided in sections 6.1.1.3 “Work done by the Board of Directors in 2019”, and 6.1.3.3 “Work done by the Board of Directors’ specialized committees in 2019” of the Company’s universal registration document.

### **3.8 Evaluation of the Board of Directors**

This information is provided in section 6.1.1.2 “Functioning of the Board of Directors” of the Company’s universal registration document.

### **3.9 Independence of directors**

This information is provided in section 6.1.1.1 “Composition of the Board of Directors” of the Company’s universal registration document.

### **3.10 Description of the diversity policy applied to members of the Board of Directors and the Company’s Executive Committee**

This information is provided in sections 6.1.1.1 “Composition of the Board of Directors”, 6.1.3.1 “Composition of the Board of Directors’ specialized committees” and 6.1.4.4 “Executive Committee” of the Company’s universal registration document.

### **3.11 Limits that the Board of Directors imposes on the powers of the Chief Executive Officer**

This information is provided in section 6.1.4 “General Management of the Company” of the Company’s universal registration document.

### **3.12 Procedure for assessing agreements relating to ordinary transactions and formed on an arm’s-length basis**

Information relating to the procedure mentioned in Article L. 225-39(2) of the French Commercial Code is provided in the section on the “Internal charter relating to the designation of an agreement” in chapter 6 of the Company’s universal registration document.

### **3.13 Reference to a Code of Corporate Governance**

The Company refers to the principles of corporate governance for listed companies set out in the Afep-Medef Code of Corporate Governance, which can be consulted on Medef’s website at: [www.medef.com](http://www.medef.com).

The Company complies with all recommendations of that Code of Corporate Governance, with the exception of the recommendation on participation by the director representing employees in the Compensation Committee, as explained in the introduction to section 6.1 of the Company’s universal registration document.

### **3.14 Formalities regarding shareholders’ participation in General Meetings**

Conditions for participation in the Company’s General Meetings are outlined in article 12 (“General Meetings”) of the Company’s Articles of Association (available on the <https://legrandgroup.com/> website) and in section 9.3.5 “Shareholders’ General Meetings” of the Company’s universal registration document.

### **3.15 Summary of extant authorization granted by shareholders to the Board of Directors to increase the share capital and use made of such authorization during the year**

This information is provided in section 9.2.1.1 of the Company’s universal registration document.

### 3.16 Factors that may be relevant in the event of a takeover bid

Ownership structure	Legrand's ownership structure is presented in section 7.1.1 of the Company's universal registration document.
Restrictions contained in the articles of association on the exercise of voting rights and on transfers of shares or clauses in agreements disclosed to the Company pursuant to article L. 233-11 of the French Commercial Code	None
Direct and indirect interests in the Company's capital of which the Company is aware in accordance with articles L. 233-7 and L. 233-12 of the French Commercial Code	Changes in the ownership of Legrand shares during 2019 are presented in section 7.1.1.2 of the Company's universal registration document.
Owners of any securities conferring special rights of control and description of those securities	None
Control procedures provided for in any employee share-ownership plan where employees do not exercise rights of control themselves	In accordance with the regulations of the "Actions Legrand" company mutual fund, the voting rights attached to the Company's shares are exercised by the fund's Supervisory Board.
Shareholders' agreements of which the Company is aware and that may entail restrictions on the transfer of shares and on the exercise of voting rights	None
Appointment and replacement of members of the Board of Directors and amendment of the Company's articles of association	<p>In accordance with its articles of association, the Company is managed by a Board of Directors made up of a minimum of three members and a maximum of eighteen members, except as provided by law in the event of a merger.</p> <p>Except as provided by law, each Director must hold (in registered form) at least 500 shares of the Company throughout his or her term as Director.</p> <p>In the course of his/her term of office, the internal rules of the Board of Directors recommend that each director gradually acquire a number of shares equivalent to one full year of his/her share of directors' fees. For calculation purposes it is assumed that the director takes part, over one financial year, in all meetings of the Board and the committee(s) to which he/she belongs, and the unit value of Legrand shares is equal to the average Legrand share price over the previous financial year.</p> <p>Directors have a four-year term of office. It expires at the end of the Ordinary General Meeting of Shareholders convened to consider the financial statements for the previous financial year and held in the year in which their term of office expires. Directors may be reappointed for consecutive terms. However, the Combined Shareholders' General Meeting of May 27, 2020 will be asked to vote on a reduction in the term of office of directors as stipulated in the articles of association. If the corresponding resolution is passed, the term of office of directors will be reduced to three years.</p> <p>When statutory conditions are met, the Board of Directors may appoint members to the Board on a temporary basis for the remaining term of office of their predecessor. By law, temporary appointments shall be subject to ratification by the next Ordinary General Meeting of Shareholders.</p> <p>No individual one over the age of 70 may be appointed as a member of the Board of Directors if such appointment means that more than a third of Board members will be over that age. If, during their term of office, members of the Board of Directors over the age of 70 make up more than one third of the Board, the oldest member of the Board of Directors will be deemed to have resigned at the end of the Ordinary General Meeting of Shareholders convened to consider the financial statements for the previous financial year and held during the year in which the age limit is reached.</p> <p>Where the Company's articles of association do not specifically provide otherwise, their amendment shall be subject to the applicable statutory provisions.</p>

When the legal conditions are met, the Board of Directors may appoint provisional members of the Board for the remaining term of office of their predecessor. As provided by law, provisional appointments are subject to ratification at the first shareholders' meeting after the appointment is made.

No individual over the age of 70 may be appointed to the Board of Directors if his/her appointment results in more than one-third of members of the Board of Directors having exceeded such age. If, during their term of office, the number of members of the Board of Directors over the age of 70 exceeds one-third of their total number, the oldest member will be deemed to have resigned at the end of the ordinary General Meeting of shareholders called to consider the accounts for the previous financial year and held during the year in which the age limit is reached.

Where the Company's articles of association do not specifically provide otherwise, amendments to the articles are subject to the provisions of applicable law.

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Powers of the Board of Directors, in particular concerning share issuance and repurchase

This information is presented in sections 9.2.1.1 and 9.2.2.1 of the Company's universal registration document.

The Company can only repurchase its own shares outside periods of public offerings involving the Company's shares.

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Agreements entered into by the Company that would be amended or would lapse in the event of a change of control of the Company, except (unless disclosure is required by law) where disclosure would seriously harm its interests

The following agreements may be amended or may lapse if control of the Company changes:

- agreement for the issuance of bonds on the US market by the Legrand France subsidiary in an amount of \$393.5 million, in the event of a change in control due to a hostile takeover;
- the loan contract in an amount of €900 million entered into with financial institutions on October 20, 2011 and amended on July 25, 2014 and on December 20, 2019;
- the bond issue made on April 11, 2012 in a nominal amount of €400 million;
- the bond issue made on December 9, 2015 in a nominal amount of €300 million;
- the bond issue made on June 29, 2017 in a nominal amount of €1 billion;
- the bond issue made on October 4, 2017 in a nominal amount of €400 million;
- the bond issue made on February 26, 2018 in a nominal amount of €400 million;
- the bond issue made on June 17, 2019 in a nominal amount of €400 million.

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Agreements providing for payment of compensation to employees or members of the Board of Directors in the event of resignation, dismissal without real and serious cause, or termination of employment due to a takeover bid

None with respect to the company officers and members of the Board of Directors.

### 3.17 Description of the compensation policy for company officers

In accordance with article L. 225-37-2 of the French Commercial Code, the information required under article R. 225-29-1 of the French Commercial Code is presented in sections 6.2.1 “Compensation policy for company officers with respect to 2020”, 6.2.5 “Compensation policy with respect to 2020 and compensation paid in 2019 or awarded in respect of the same year to company officers subject to a vote by shareholders” and Appendix 4 of the Company’s universal registration document.

### 3.18 Total compensation and benefits of any kind paid or allotted to each company officer during the financial year

In accordance with article L. 225-37-3 of the French Commercial Code, this information is presented in sections 6.2.2 “Total compensation and benefits paid in 2019 or awarded in respect of the same year to company officers”, 6.2.5 “Compensation policy with respect to 2020 and compensation paid in 2019 or awarded in respect of the same year to company officers subject to a vote by shareholders” and Appendix 4 of the Company’s universal registration document.

### 3.19 Presentation of the compensation of company officers compared with the mean compensation on a full-time-equivalent basis of the company’s employees other than company officers, and the change in that ratio over the last five financial years at least, presented together and in a manner that allows comparison

This information is presented in section 6.2.2 “Total compensation and benefits paid in 2019 or awarded in respect of the same year to the company officers” and Appendix 4 of the Company’s universal registration document.

### 3.20 Presentation of the compensation of company officers compared with the median compensation on a full-time-equivalent basis of the company’s employees other than company officers, and the change in that ratio over the last five financial years at least, presented together and in a manner that allows comparison

This information is presented in section 6.2.2 “Total compensation and benefits paid in 2019 or awarded in respect of the same year to the company officers” and Appendix 4 of the Company’s universal registration document.

### 3.21 Any kinds of commitment made by the Company to its company officers concerning compensation, allowances or benefits payable or likely to be payable as a result of, or subsequent to, taking up, changing or leaving their offices

This information is mentioned in the “C-Other compensation components” part of section 6.2.1 “Compensation policy for company officers in respect of 2020”, section 6.2.4 “Other benefits awarded to company officers” and section 6.2.5 “Compensation policy applicable in respect of 2020 and compensation components paid in 2019 or awarded in respect of the same year to company officers requiring shareholders’ approval” of the Company’s universal registration document.

### 3.22 Lock-in requirements for stock options and bonus shares awarded to executives

This information is provided in chapter 7 and section 6.2.1.3 of the Company’s universal registration document.

## 4. OWNERSHIP STRUCTURE AND CAPITAL

### 4.1 Ownership structure and changes during the year

The shareholding structure of the Company and information about the crossing of thresholds and treasury shares is presented in section 7.1 of the Company’s universal registration document. For more information on shareholders and share ownership thresholds, please consult sections 7.1.1.2 to 7.1.4 of the Company’s universal registration document.

#### 4.2 Amount of dividends distributed with respect to the past three years, amount of income eligible for the 40% allowance and amount non-eligible for that allowance

In accordance with the provisions of Article 243 bis of the French Tax Code, we inform you of the dividends paid over the past three years. Dividends distributed in respect of the 2016, 2017 and 2018 financial years were as follows:

Financial year	Number of shares entitled to dividends	Dividend per share	Earnings distributed per share	
			Eligible for the 40% income tax allowance provided for in Article 158(3)(2) of the French General Tax Code	Not eligible for the 40% income tax allowance provided for in Article 158(3)(2) of the French General Tax Code
2016	266,508,331 shares with a par value of €4 each	€1.19 *	€0.79	€0.00
2017	267,316,360 shares with a par value of €4 each	€1.26 **	€0.93	€0.00
2018	266,464,962 shares with a par value of €4 each	€1.34***	€0.79	€0.00

\* Since €0.40 of the dividend distributed for the 2016 financial year constitutes, for tax purposes, a repayment of paid-in capital as defined by Article 112(1)(1) of the French General Tax Code, this sum is not considered as distributed income for tax purposes.

\*\* Since €0.33 of the dividend distributed for the 2017 financial year constitutes, for tax purposes, a repayment of paid-in capital as defined by Article 112(1)(1) of the French General Tax Code, this sum is not considered as distributed income for tax purposes.

\*\*\* Since €0.55 of the dividend distributed for the 2018 financial year constitutes, for tax purposes, a repayment of paid-in capital as defined by Article 112(1)(1) of the French General Tax Code, this sum is not considered as distributed income for tax purposes.

#### 4.3 Information on acquisitions and disposals by the Company of its own shares

In the course of 2019, the Company purchased a total of 1,527,922 shares at a total cost of €98,155,309 and sold 1,838,528 shares for a total of €116,879,319, under the liquidity agreement entered into with Kepler Cheuvreux on May 29, 2007. The terms of that agreement comply with AMF decision 2018-01 establishing liquidity agreements as an accepted market practice, which came into force on January 1, 2019.

With respect to the liquidity agreement, the average purchase price was €64.24 per share and the average sale price was €63.57 per share. There were no trading costs associated with these transactions.

At December 31, 2019, the balance on the liquidity agreement stood at 39,613 shares. An impairment loss of €12,056.90 was recognized with respect to the liquidity agreement.

Outside the scope of the liquidity contract, the Company repurchased 600,000 shares during the 2019 financial year, for a value of €36,538,032 at an average purchase price of €60.90, with trading costs amounting to €124,229.

The Company transferred 331,335 shares to employees under performance share plans. The Company also cancelled 550,000 shares.

At December 31, 2019, the Company held 313,406 shares with a nominal value of €4 each or a total of €1,253,624, equal to 0.12% of its share capital. Valued at cost at the time of purchase, these shares totaled €19,614,935.

Aside from the liquidity agreement, the Company held 273,793 shares at December 31, 2019, with a total purchase cost of €16,710,325 and nominal value of €1,095,172. The purposes of those repurchased shares were as follows:

- the implementation of performance share plans (8,793 shares and a purchase price of €523,405, representing 0.003% of the Company's capital and nominal value of €35,172);
- cancellation (265,000 shares with a value of €16,186,920, representing 0.1% of the Company's capital and nominal value of €1,060,000), it being stipulated that none of those shares intended for cancellation was used with respect to 2019.

It should be noted that between the closing date of the 2019 financial year and March 19, 2020, the Company's Board of Directors decided, in its meeting of February 12, 2020, to cancel those 265,000 shares.



#### 4.4 Transactions in securities by company officers and similar persons

Transactions reported by the company officers, key executives and similar persons to the French Financial Markets Authority during the 2019 financial year and the start of the 2020 financial year were as follows:

Person reporting	Type of transaction	Description of the financial instrument	Number of transactions	Total amount of transactions (in euros)
Angeles Garcia Poveda	Purchase	Shares	1	97,969
Olivier Bazil	Sale	Shares	1	1,626,812
Gilles Schnepf	Gift to a direct descendant or ascendant	Shares	3	94,462
Gilles Schnepf	Exercise of stock options	Stock options	1	2,931,730,560
Michel Landel	Purchase	Shares	1	31,651

#### 4.5 Information on adjustments to conversion terms or terms relating to the subscription or exercise of securities giving access to the capital

None.

#### 4.6 Information on adjustments to the number and/or price of shares corresponding to stock options and performance shares

Information on the Company's stock option plans and performance share plans is presented in sections 7.2 and 7.3 of the Company's universal registration document.

In accordance with Articles L. 225-184 and L. 225-197-4 of the French Commercial Code, special reports on this subject will be presented to the General Meeting of Shareholders on May 27, 2020.

In accordance with article L. 225-181 of the French Commercial Code, the dividend payment arrangements decided upon by the Combined Shareholders Meeting on May 29, 2019 required the adjustment of the number and price of stock options in the process of vesting as well as the number of performance shares not yet definitively allotted, according to applicable statutory conditions, so as to acknowledge the impact of this operation on the interests of recipients.

In view of the dividend amounting to €1.34 per share in respect of the 2018 financial year, with (i) €0.79 per share coming from distributable income and (ii) €0.55 from the issue premiums account, the latter payment being considered as a repayment of paid-in capital and representing around 0.92% of the share price on the ex-dividend date, the following adjustments were made:

- for stock options, the number of shares was increased by 0.92% and the exercise price lowered by 0.92%;
- for performance shares and performance units, the number of securities was increased by 0.92%.

For the purposes of this adjustment, the rule of rounding up to the next highest whole number was used, to the benefit of recipients.

After adjustment, the stock option exercise prices are as follows:

- 2010 plan: €21.120.

On the date of the securities transaction, the number of stock options in circulation was increased by 5,445 and the number of performance shares in the process of allotment was increased by 24,135.

#### 4.7 Statement of employee share ownership at year-end and portion of the share capital represented by shares held by employees under the employee share ownership program and by current and former employees through a company mutual fund

The total number of shares held by employees and similar persons is 9,752,664, representing 3.65% of the share capital, including 686,202 shares held in the "Actions Legrand" investment fund, a sub-fund of the Group's employee share ownership plan. These shares represented 0.25% of the Company's share capital.

At December 31, 2019, Group employees held a total of 492,895 shares within the meaning of article L. 225-102 of the French Commercial Code, representing 0.18% of the Company's capital and voting rights.

#### 4.8 Names, business and results of controlled companies and percentage of the share capital held

For subsidiaries and equity interests, an organizational chart and a presentation of their business and results are provided in sections 9.1.7 and 9.1.8 of the Company's universal registration document, and in note 10.6 to the parent-company financial statements.

#### 4.9 Share disposals to regularize cross-shareholdings

None.

## 5. OTHER LEGAL, FINANCIAL AND TAX INFORMATION CONCERNING THE COMPANY

### 5.1 Expenditures on luxuries

None.

### 5.2 Add-backs of excessive general expenditure or general expenditure that does not feature in the special statement

Non-deductible expenses for financial year 2019, excluding items carried over from prior years, came to €50,411, including €8,733 related to the tax on company vehicles (*Taxe sur les Véhicules de Tourisme et Société*) and €41,678 related to vehicle lease payments and depreciation, with the corresponding tax in an amount of €17,357.

### 5.3 Table of the Company's results over the past five years

In accordance with Article R. 225-102 of the French Commercial Code, we inform you of the Company's earnings over the past five years. For the sake of clarity, this information is presented in a table in appendix 2 to this management report.

### 5.4 Loans referred to in Article L. 511-6(3bis) of the French Monetary and Financial Code (i.e. loans of less than three years granted by the Company to very small, small and medium-sized businesses with which it has economic links that justify such loans)

None.

### 5.5 Collateral, sureties and guarantees given and other security provided

At its meeting on February 12, 2020, the Board of Directors, acting in accordance with Article R. 225-28 of the French Commercial Code, authorized the Chief Executive Officer to grant collateral, sureties and other guarantees in the name of and on behalf of the Company, up to a limit of €100,000,000. However, this limit does not apply to collateral, sureties or guarantees granted to tax or customs authorities, which are not subject to any limit. This authorization was granted for a term of one year.

### 5.6 Injunctions or fines for anti-competitive practices

None.

### 5.7 Information on facilities categorized as upper-tier under the Seveso Directive

The Company does not have any facilities that qualify as "upper-tier Seveso" sites, according to the terms of article L. 515-36 of the French Environment Code.

March 19, 2020

**The Board of Directors**

## Appendix 1 to the Management Report

## Debt position

<i>(in millions of euros)</i>	December 31, 2019	December 31, 2018
<b>EXTERNAL DEBT</b>		
<b>Debt</b>		
Bonds	2,900.0	2,500.0
Bank borrowings	0.0	0.0
Credit Facility	0.0	0.0
<b>TOTAL EXTERNAL DEBT</b>	<b>2,900.0</b>	<b>2,500.0</b>
<b>Accrued interest</b>	<b>21.3</b>	<b>19.9</b>
<b>Interest expense</b>		
Bonds	39.6	41.3
Bank borrowings	0.0	0.0
Credit Facility	0.0	0.0
<b>TOTAL INTEREST EXPENSE ON EXTERNAL DEBT</b>	<b>39.6</b>	<b>41.3</b>
%	1.4%	1.7%
<b>INTRA-GROUP DEBT</b>		
<b>Debt</b>		
Advance fromt Legrand France SA	0.0	0.0
<b>Interest expense</b>		
Advance fromt Legrand France SA	0.0	0.3
%		
<b>TOTAL DEBT</b>	<b>2,921.3</b>	<b>2,519.9</b>
Equity	2,131.7	2,086.0
<b>DEBT-TO-EQUITY RATIO</b>	<b>137%</b>	<b>121%</b>

## Appendix 2 to the Management Report

## Parent-company financial results for the last five years

*(in thousands of euros except for numbers of shares, earnings per share and numbers of employees)*

	2015	2016	2017	2018	2019
<b>Capital at end of year</b>					
Share capital	1,067,722	1,069,309	1,067,223	1,069,981	1,069,105
Number of ordinary shares	266,930,602	267,327,374	266,805,751	267,495,149	267,276,128
Total number of shares in issue	266,930,602	267,327,374	266,805,751	267,495,149	267,276,128
of which shares held in treasury*	156,595	1,365,561	45,128	905,347	313,406
<b>Comprehensive income from operations</b>					
Ex-VAT revenue	19,728	15,470	17,592	18,592	24,725
Income before tax, employee profit-sharing, depreciation, amortization and provisions	193,401	198,266	208,937	211,516	417,336
Income tax benefit/(expense)	10,121	10,228	41,459	16,630	13,944
Employee profit-sharing	(84)	(125)	(115)	(161)	(109)
Income after tax, employee profit-sharing, depreciation, amortization and provisions	198,282	207,884	247,048	227,535	431,363
Dividends paid	293,129	307,058	317,415	336,819	357,063
<b>Income from operations per share (in euros)</b>					
Income after tax and employee profit-sharing, but before depreciation, amortization and provisions	0.76	0.78	0.94	0.85	1.61
Income after tax, employee profit-sharing, depreciation, amortization and provisions	0.74	0.78	0.93	0.85	1.61
Dividend paid per ordinary share	1.10	1.15	1.19	1.26	1.34
<b>Employee data</b>					
Average number of employees	33	33	33	37	43
Total payroll	6,786	5,735	6,235	7,175	7,109
Total benefits (social security, other social benefits, etc.)	4,157	2,487	2,690	2,482	2,703

\* Treasury shares do not carry any dividend entitlement or voting rights

## Appendix 3 to the Management Report

Executive company officer	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<b>BENOÎT COQUART</b> – Chief Executive Officer of Legrand*	<b>Legrand</b>	<b>Legrand</b>
Aged 46 <sup>(1)</sup>	■ Chief Executive Officer of Legrand*	■ Vice-President France (2018)
French citizen	■ Roles in various subsidiaries <sup>(2)</sup> :	■ Roles in various subsidiaries
128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges	- Chairman of Legrand Holding Inc.	
Date of first appointment: 2018	<b>Outside the Legrand Group</b>	<b>Outside the Legrand Group</b>
End of current term of office: N/A	■ None	■ None
<b>Education</b>	<b>Non-corporate roles</b>	
Benoît Coquart is a graduate of the Institut d'Etudes Politiques de Paris (Sciences Po Paris) and the École Supérieure des Sciences Économiques et Commerciales (ESSEC).	■ Chairman of Iignes (since 2019)	
<b>Professional Background</b>		
Benoît Coquart joined Legrand* immediately after completing his studies in 1997 to manage the Group's activities in South Korea.		
Pursuing his career within the Group, Benoît Coquart has held several positions, including Executive Vice-President Investor Relations, Executive Vice-President Corporate Development (M&A), Executive Vice-President Strategy and Development and Executive Vice-President France. On February 8, 2018, he was appointed Chief Executive Officer of Legrand*. He has been a member of Legrand's* Executive Committee since 2010.		
He has also been Chairman of Iignes (Industries du Génie Numérique, Énergétique et Sécuritaire) since 2019.		
<b>Benoît Coquart holds 27,334 Legrand shares.</b>		

\* Listed company

(1) Age as at March 19, 2020, the date on which the Board of Directors approved Appendix 3 to the Management Report which contains the directors' biographies.

(2) No compensation in any form is paid or due in respect of directorships held in Legrand or in Group subsidiaries.

Non-executive company officer	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<b>GILLES SCHNEPP</b> – Chairman of Legrand's Board of Directors*	<b>Legrand</b>	<b>Legrand</b>
Age 61 <sup>(1)</sup>	■ Director of Legrand*:	■ Chairman and Chief Executive Officer (until 2018)
French citizen	- Member of the Strategy and Social Responsibility Committee	■ Roles in various subsidiaries
128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges	<b>Outside the Legrand Group</b>	<b>Outside the Legrand Group</b>
Date first appointed: 2002	■ Saint-Gobain*:	■ None
End of current term of office: 2022	- Director (since 2009)	
<b>Education</b>	- Member of the Audit and Risks Committee (since 2017)	
Gilles Schneppe is a graduate of the École des Hautes Études Commerciales (HEC).	■ PSA* (since 2019)	
<b>Professional background</b>	- Vice-Chairman of the Supervisory Board	
Gilles Schneppe began his career began at Merrill Lynch France where he became Vice-Chairman. He joined Legrand* in 1989 as Deputy Chief Financial Officer. He became Company Secretary of Legrand France in 1993, Chief Financial Officer in 1996 and Chief Operating Officer in 2000.	- Lead member of the Supervisory Board	
Gilles Schneppe has been a Director of the Company since 2002, and Chairman of the Board of Directors since 2006. He was Chairman and Chief Executive Officer from 2006 to February 7, 2018.	- Chairman of the Appointments, Remuneration and Governance Committee	
Gilles Schneppe has also been a director of Saint Gobain* since 2009, Chairman of the French Federation of Electrical, Electronic and Communication Industries (FIEEC) since July 2013, member of the Executive Board of Medef and Chairman of its Ecological and Economic Transition Commission since 2018; Vice-Chairman and lead member of the Supervisory Board of PSA* since 2019.	- Member of the Finance and Audit Committee	
<b>Gilles Schneppe holds 2,415,082 Legrand shares.</b>	<b>Non-corporate roles</b>	
	■ Chairman of FIEEC	
	■ Medef:	
	- Member of the Executive Board (since 2018)	
	- Chairman of the Ecological and Economic Transition Commission (since 2018)	

\* Listed company

(1) Age as at March 19, 2020, the date on which the Board of Directors approved Appendix 3 to the Management Report which contains the directors' biographies.

Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<b>OLIVIER BAZIL</b> – Company Director	<b>Legrand</b>	<b>Legrand</b>
Aged 73 <sup>(1)</sup>	■ Director of Legrand*:	■ Roles in various subsidiaries
French citizen	- Member of the Nominating and Governance Committee	<b>Outside the Legrand Group</b>
128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges	- Member of the Strategy and Social Responsibility Committee	■ Director of Firmenich International SA (until 2016)
Date of first appointment: 2002	<b>Outside the Legrand Group</b>	■ Member of the Supervisory Board of Vallourec* (until 2017)
End of current term of office: 2022	■ Member of the Supervisory Board of Michelin* (since 2013)	■ Chairman of Fritz SAS (until 2019)
<b>Education</b>		■ Member of the Supervisory Board of Société Civile du Château Palmer (until 2019)
Olivier Bazil is a graduate of the École des Hautes Études Commerciales (HEC) and holds an MBA (Master of Business Administration) from Harvard Business School.		
<b>Professional Background</b>		
Olivier Bazil joined Legrand in 1973 as Deputy Company Secretary responsible for financial communications and developing the Group's growth strategy. He became Chief Financial Officer of the Legrand Group in 1979, Deputy Chief Executive Officer in 1993, and then held the position of Vice-Chairman and Chief Operating Officer from 2000 until the General Meeting of Shareholders on May 26, 2011.		
Olivier Bazil is also a member of the Supervisory Board of Michelin*.		
<b>Olivier Bazil holds 2,085,299 Legrand shares.</b>		

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Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<p><b>ISABELLE BOCCON-GIBOD</b> – Company Director</p> <p>Aged 52 <sup>(1)</sup></p> <p>French citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2016</p> <p>End of current term of office: 2020</p> <p>Isabelle Boccon-Gibod is a graduate of the Ecole Centrale de Paris and Columbia University in the United States.</p>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*:</li> <li>- Member of the Audit Committee</li> <li>- Member of the Strategy and Social Responsibility Committee</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of Arkema* (since 2014)</li> <li>■ Director of Paprec (since 2014)</li> <li>■ Director of SilMach (since 2019)</li> </ul>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Member of the Executive Committee of Altavia (until 2016)</li> <li>■ Zodiac Aerospace*:</li> <li>- Director (until 2018)</li> <li>- Member of the Audit Committee (until 2018)</li> <li>■ Director of Sequana (until 2019)</li> </ul>
<b>Professional Background</b>	<b>Non-corporate roles</b>	
<p>Isabelle Boccon-Gibod began her career in 1991 with the International Paper Group, where she was head of industrial activities in the Cardboard division first in the United States and then in the United Kingdom from 1997 to 2001. She was then Head of Strategic Development for Europe until 2004.</p>	<ul style="list-style-type: none"> <li>■ Chair of Demeter (since 2018)</li> <li>■ Director of Centre Technique du Papier (since 2013)</li> <li>■ Director of Adie (Association pour le Droit à l'Initiative Économique) (since 2018)</li> </ul>	
<p>She joined the Sequana* Group in 2006 as Special Advisor to General Management.</p>		
<p>She was appointed as Vice-Executive President of the Sequana* Group in 2008 and Executive Director of the Arjowiggins Group in 2009.</p>		
<p>Isabelle Boccon-Gibod is also a photographer and an author.</p>		
<p>She is a Director of Arkema*, the Paprec group and SilMach. She also has unpaid roles as Chair of Demeter, Director of the Centre Technique du Papier (CTP) and Director of Adie (Association pour le Droit à l'Initiative Économique).</p>		
<b>Isabelle Boccon-Gibod holds 1,000 Legrand shares.</b>		

\* Listed company

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Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<p><b>CHRISTEL BORIES</b> – Chair and Chief Executive Officer of Eramet*</p> <p>Aged 56<sup>(1)</sup></p> <p>French citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2012</p> <p>End of current term of office: 2020</p> <p><b>Education</b></p> <p>Christel Bories is a graduate of the École des Hautes Études Commerciales (HEC).</p> <p><b>Professional Background</b></p> <p>Christel Bories began her career in 1986 as a strategy consultant with Booz-Allen &amp; Hamilton before moving to Corporate Value Associates. She then held several executive positions with Umicore and the Pechiney Group. When Pechiney became part of the Alcan Group, Christel Bories was appointed Chairman and Chief Executive Officer of Alcan Packaging, then Chairman and Chief Executive Officer of Alcan Engineered Products and finally Chief Executive Officer of Constellium (ex-Alcan) until her departure in December 2011.</p> <p>She was appointed Deputy Chief Executive Officer of Ipsen* on February 27, 2013, a position she held until March 2016. She joined Eramet* in February 2017, where she has been Chair and Chief Executive Officer since May 2017.</p> <p><b>Christel Bories holds 1,470 Legrand shares</b></p>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*:</li> <li>- Chairwoman of the Strategy and Social Responsibility Committee</li> <li>- Member of the Audit Committee</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Chairwoman and Chief Executive Officer of Eramet* (since 2017)</li> </ul>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Deputy Chief Executive Officer of Ipsen* (until 2016)</li> <li>■ Director of Smurfit Kappa* (until December 2019)</li> </ul>

\* Listed company

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Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<p><b>ANGELES GARCIA-POVEDA</b> – Partner and Director Spencer Stuart</p> <p>Aged 49<sup>(1)</sup></p> <p>Spanish citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2012</p> <p>End of current term of office: 2020</p>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*:</li> <li>- Lead Director</li> <li>- Chairwoman of the Compensation Committee</li> <li>- Chairwoman of the Nominating and Governance Committee</li> <li>- Member of the Strategy and Social Responsibility Committee</li> </ul>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Managing Director of Spencer Stuart France (until 2015)</li> <li>■ Managing Director of Spencer Stuart EMEA (until 2018)</li> </ul>
<p><b>Education</b></p>	<p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of Spencer Stuart * (since 2018)</li> </ul>	
<p>Angeles Garcia-Poveda is a graduate of ICADE business school in Madrid. She also attended the Business Case Study Program at Harvard University.</p>		
<p><b>Professional Background</b></p>		
<p>Before joining Spencer Stuart in 2008, Angeles Garcia-Poveda spent 14 years with the Boston Consulting Group (BCG) working as a strategy consultant in Madrid and Paris before taking various recruiting roles at the local and international levels. As BCG's global recruiting manager, she worked on cross-border recruiting projects.</p>		
<p>Having managed the Spencer Stuart France office for five years, Angeles Garcia-Poveda was then head of the EMEA region for three years and a member of the global Executive Committee. She is currently Director of Spencer Stuart at the global level. As a partner of that firm, she leads its Governance practice in France and in that capacity advises international clients in relation to recruiting and assessing executives and board members and in relation to governance issues.</p>		

**Angeles Garcia-Poveda holds 4,800 Legrand shares.**

\* Listed company

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Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<p><b>EDWARD GILHULY</b> – Co-founder and Managing Partner of Sageview Capital LP*</p> <p>Aged 60<sup>(1)</sup></p> <p>US citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2018</p> <p>End of current term of office: 2022</p>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*:</li> <li>- Member of the Strategy and Social Responsibility Committee</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of Exaro Energy (since 2012)</li> <li>■ Director of DemandBase (since 2015)</li> <li>■ Director of MetricStream Inc. (since 2014)</li> <li>■ Director of Elastic Path Software (since 2018)</li> <li>■ Director of Avalara* (since 2011)</li> <li>■ Director of Pantheon Systems (since 2019)</li> </ul>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of GoPro (until 2017)</li> <li>■ Director of Envivio Inc.* (until 2015)</li> </ul>
<b>Education</b>		
<p>Edward Gilhuly holds a B.A. in Economics and History from Duke University and an MBA from Stanford University.</p>		
<b>Professional Background</b>		
<p>Edward (Ned) Gilhuly is the co-founder and Managing Partner of Sageview Capital, an investment capital fund with some USD 1 billion in assets under management. Before founding Sageview Capital*, he worked at Kohlberg Kravis Roberts &amp; Co (KKR) for 19 years. He joined KKR's San Francisco office in 1986 and became Partner in 1995. In 1998, he moved to London to build KKR's business in Europe, for which he was responsible until 2005. He was also a member of KKR's Investment Committee from its creation in 2000 until his departure in 2005. Edward Gilhuly is a director of Exaro Energy, DemandBase, MetricStream, Inc., Elastic Path Software, Avalara* and Pantheon Systems.</p>		
<b>Edward Gilhuly holds 119,712 Legrand shares</b>		

\* Listed company

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Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<p><b>PHILIPPE JEULIN</b> – On secondment to the Rector of the Limoges Academy</p>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ Director representing employees of Legrand*</li> <li>- Member of the Audit Committee</li> </ul>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ Director representing employees on the Board of Directors of Legrand France (until 2018)</li> </ul>
<p>Aged 62<sup>(1)</sup></p>		<ul style="list-style-type: none"> <li>■ Human Resources Department (until 2015)</li> </ul>
<p>French citizen</p>		
<p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p>	<p><b>Outside the Legrand Group</b></p>	<p><b>Outside the Legrand Group</b></p>
<p>Date of first appointment: 2018</p>	<ul style="list-style-type: none"> <li>■ On secondment to the Rector of the Limoges Academy as part of the University-Business academic cooperation program</li> </ul>	<ul style="list-style-type: none"> <li>■ Originator and lead teacher on the "Business IT Engineering" program at the CNAM Limousin (until 2015)</li> </ul>
<p>End of current term of office: 2022</p>		

**Education**

Philippe Jeulin is a graduate of the École Nationale Supérieure de Mécanique et d'Aérotechnique (ENSMA) and has Master's degrees in Science and in History of Science and Technology.

**Professional Background**

Philippe Jeulin joined Legrand\* in 1985 after working at Enertec Schlumberger and GMF. Until 2015, he held various positions at Legrand\*, mainly in the IT and Human Resources Departments. He is currently on secondment to the Rector of the Limoges Academy as part of the University-Business academic cooperation program. He was also the originator and lead teacher of the "Business IT Engineering" program for CNAM Limousin (continuing education institute) from 1988 to 2015.

Philippe Jeulin was appointed director representing employees on the Board of Directors of Legrand\* on June 26, 2018, upon expiry of his term of office as director representing employees on the Board of Directors of Legrand France, Legrand's French subsidiary.

**Philippe Jeulin does not hold any Legrand shares.**

\* Listed company

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Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<p><b>PATRICK KOLLER</b> – Chief Executive Officer of Faurecia*</p> <p>Aged 61 <sup>(1)</sup></p> <p>Dual French and German citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2018</p> <p>End of current term of office: 2022</p> <p><b>Education</b></p> <p>Patrick Koller is a graduate of Nancy Polytech (formerly École Supérieure des Sciences et Technologies de l'Ingénieur de Nancy — ESSTIN) and of the French Institute of Management (Institut Français de Gestion – IFG).</p>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*:</li> <li>- Member of the Compensation Committee</li> <li>- Member of the Nominating and Governance Committee</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Chief Executive Officer of Faurecia* (since 2016)</li> <li>■ Director of Faurecia* (since 2017)</li> <li>■ Director of the Fondation du Collège de France (since 2017)</li> </ul>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Faurecia*:</li> <li>- Chief Operating Officer of Faurecia* (until 2016)</li> <li>- Executive Vice-President of Faurecia* and Chairman of Faurecia Automotive Seating (until 2015)</li> <li>■ Roles in various Faurecia* group subsidiaries</li> </ul>

#### Professional Background

Patrick Koller has been the Chief Executive Officer of Faurecia\* since July 1, 2016. He first joined the Faurecia\* Group in 2006 as Executive Vice-President of the Business Group Faurecia Automotive Seating (now called Faurecia Seating), a position he held until February 2, 2015. During that period, he held many executive roles in Faurecia group subsidiaries, including Faurecia (China) Holding Co., Ltd., Faurecia Components Pisek, S.r.o. (Czech Republic), Faurecia Automotive GmbH (Germany), and Faurecia NHK Co., Ltd. (Japan). On February 2, 2015, he was appointed Deputy Chief Operating Officer, a position he held until June 30, 2016.

He has also held senior management positions in several other major industrial companies: he was Chief Executive Officer of Rhodia\* Polyamide Intermediates until 2003 and then Group Industrial and Purchasing Director until 2006. He was also Managing Director of the Engine Cooling Europe Division at Valeo\* until 2000.

**Patrick Koller holds 1,000 Legrand shares.**

\* Listed company

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Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<p><b>MICHEL LANDEL</b></p> <p>Aged 68 <sup>(1)</sup></p> <p>French citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2019</p> <p>End of current term of office: 2023</p> <p><b>Education</b></p> <p>European Business School</p> <p><b>Professional Background</b></p> <p>Michel Landel started his career in 1977 at Chase Manhattan Bank. In 1980 he became a plant manager at Poliet. In 1984, he joined the Sodexo* group as Operations Manager for Africa. In 1989, he was appointed Chief Executive Officer for Sodexo in North America. In 2000, he became Vice-Chairman of the Executive Committee and, in 2003, the group's Deputy Chief Executive Officer. Between 2005 and January 2018, he was Chief Executive Officer of Sodexo and Chairman of the Executive Committee. Between 2007 and 2018 he was a director of Sodexo.</p> <p>Since 2018, Michel Landel has been lead director and Chairman of the Governance Committee at Danone* and Chairman of the Board of Directors at Louis Delhaize. He is also Chairman of Astrolabe Services.</p> <p>In addition, since 2018, Michel Landel is Lead Director and Chairman of the Governance Committee of Danone* and Chairman of the Board of Directors of the Louis Delhaize group. He is also Chairman of Astrolabe Services.</p> <p>Michel Landel was awarded the title of Chevalier de la Légion d'Honneur in 2007.</p> <p><b>Michel Landel holds 500 Legrand shares.</b></p>	<p><b>Legrand</b></p> <p>■ Director of Legrand*:</p> <p>- Member of the Nominating and Governance Committee (since 2019)</p> <p><b>Outside the Legrand Group</b></p> <p>■ Danone*</p> <p>- Lead Director (since 2018)</p> <p>- Chairman of the Governance Committee (since 2018)</p> <p>■ Chairman of the Board of Directors of Louis Delhaize (since 2018)</p> <p>■ Chairman of Astrolabe Services (since 2018)</p>	<p><b>Legrand</b></p> <p>■ None</p> <p><b>Outside the Legrand Group</b></p> <p>■ Sodexo*:</p> <p>- Chief Executive Officer (until 2018)</p> <p>- Director (until 2018)</p> <p>- Member of the Supervisory Board of ONE SCA</p> <p>- Member of the Supervisory Board of Sodexo Pass International</p> <p>- Member of the Supervisory Board of ONE SAS</p> <p>- Director of Sodexo Inc</p>

\* Listed company

(1) Age as at March 19, 2020, the date on which the Board of Directors approved Appendix 3 to the Management Report which contains the directors' biographies.

Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<p><b>ANNALISA LOUSTAU ELIA</b> – Chief Marketing Officer and member of the Executive Committee of Printemps</p> <p>Aged 54 <sup>(1)</sup></p> <p>Italian citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2013</p> <p>End of current term of office: 2021</p> <p>Annalisa Loustau Elia is a law graduate from La Sapienza University in Roma.</p> <p><b>Professional Background</b></p> <p>Annalisa Loustau Elia worked for four years at Cartier in Geneva and Paris, for two years at L'Oréal's* Luxury Product Division in Paris and for thirteen years at Procter &amp; Gamble in Geneva as well as in various Group subsidiaries in Paris and Rome. Her extensive professional career has provided her with solid experience of marketing and product development in the luxury, retail and consumer goods sectors.</p> <p>She has been Chief Marketing Officer and member of the Executive Committee of Printemps since 2008.</p> <p>She has also been a Director of Campari* since 2016 and a member of the Supervisory Board at Roche Bobois* since 2018.</p> <p><b>Annalisa Loustau Elia holds 1,340 Legrand shares.</b></p>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*:</li> <li>- Member of the Compensation Committee</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ <b>Campari*</b>:</li> <li>- Director of Campari* (since 2016)</li> <li>- Member of the Board of Directors</li> <li>- Member of the Compensation and Nominating Committee</li> <li>- Member of the Control and Risks Committee</li> <li>■ <b>Roche Bobois*</b></li> <li>- Member of the Supervisory Board (since 2018)</li> <li>- Member of the Audit Committee</li> <li>■ Member of the Executive Committee of Printemps (since 2008).</li> </ul>	<p><b>Legrand</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul>

\* Listed company

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Director	Directorships and other roles currently held in companies or other types of organization in France or abroad	Directorships and other roles previously held in the past five years
<b>ELIANE ROUYER-CHEVALIER</b> – Company Director	<b>Legrand</b>	<b>Legrand</b>
Aged 67 <sup>(1)</sup>	<ul style="list-style-type: none"> <li>■ Director of Legrand*:</li> <li>- Chairwoman of the Audit Committee</li> <li>- Member of the Compensation Committee</li> </ul>	<ul style="list-style-type: none"> <li>■ None</li> </ul>
French citizen		<b>Outside the Legrand Group</b>
128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges		<ul style="list-style-type: none"> <li>■ Chair of CLIFF (until 2014)</li> <li>■ Director of the Institut Français du Tourisme (until 2016)</li> <li>■ Director of the Cercle de la Compliance (until 2017)</li> <li>■ Vice-President of the Observatoire de la Communication Financière (until 2018)</li> </ul>
Date of first appointment: 2011	<b>Outside the Legrand Group</b>	
End of current term of office: 2023	<ul style="list-style-type: none"> <li>■ Chairman of ERC Consulting (since 2013)</li> <li>■ Consultant to the World Bank (IFC) (since 2016)</li> </ul>	<ul style="list-style-type: none"> <li>■ Director of Time2Start (until 2019)</li> </ul>
<b>Education</b>		
Éliane Rouyer-Chevalier holds a Master's degree in Economics from Université Paris II Assas.	<ul style="list-style-type: none"> <li>■ Independent Director of Vigeo Eiris (since 2018)</li> </ul>	
<b>Professional Background</b>	<ul style="list-style-type: none"> <li>■ Director of the F2IC (since 2014)</li> </ul>	
Eliane Rouyer-Chevalier joined the Accor* Group in 1983, where she was in charge of international financing and foreign currency cash management before becoming Head of Investor Relations and Financial Communication in 1992. From 2010 to 2012, she was a member of the Executive Committee of Edenred*, a spin-off from the Accor* Group, with the role of Vice President of Corporate and Financial Communications & Social Responsibility. She has been Chair of ERC Consulting since 2013, consultant to the World Bank (IFC) since 2016 and independent director of Vigeo Eiris since 2018. In the not-for-profit sector, Eliane Rouyer-Chevalier is the Honorary President of the French Association for Investor Relations (CLIFF) having served as President from 2004 to 2014. She was Vice-President of the Observatoire de la Communication Financière from 2005 to 2018, and has been Director of France's Federation of Individual Investors and Investment Clubs (F2IC) since 2014. She was a Director of the Institut Français du Tourisme from 2013 to 2016, Cercle de la Compliance from 2015 to 2017 and Time2Start, an organization that helps young people from suburban areas to set up their own companies, from 2016 to 2019. Since 2019, she has been a Director of Ipsos*.	<ul style="list-style-type: none"> <li>■ <b>Ipsos*</b></li> <li>- Director (since 2019)</li> <li>- Member of the Audit Committee</li> </ul>	

**Éliane Rouyer-Chevalier holds 1,350 Legrand shares.**

\* Listed company

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