

Criteria for apportioning the annual fixed compensation for directors

The criteria for apportioning compensation between directors are presented in section 6.2.2.3 of this Universal Registration Document.

Arrangements for applying the compensation policy in the event of a change in governance

In the event of a change in governance, and notably in the event of appointment of a new executive officer during 2023, the principles and components of compensation laid down in the compensation policy applicable for 2023 would also apply to the new office holder. The Board of Directors, on the recommendation of the Compensation Committee, reserves the right to adjust the level and structure of compensation (in particular the fixed compensation) to the position of the relevant new executive officer and the responsibilities entrusted with the role.

Arrangements for applying the compensation policy in the event of exceptional circumstances

In the event of exceptional circumstances, in accordance with article L. 22-10-8 III, para. 2 of the French Commercial Code, the Board of Directors may depart from the application of the components of the compensation policy if the legal requirements are met. The deviation must be temporary, in keeping with the Company's interests and necessary to safeguard its continued operation or viability. It could notably apply in the event of a material change in the Group's scope, the acquisition or establishment of a significant new business or the discontinuation of a significant business or a major external event affecting (i) achievement of one or more performance criteria, or (ii) Legrand's markets and/or major competitors.

The Board of Directors would decide on any adjustments to the compensation policy in exceptional circumstances, based on a proposal by the Compensation Committee, and they would be subsequently put to the vote in a Shareholders' Meeting. Adjustments would have to be duly explained by the Board of Directors (after soliciting, where appropriate, the opinion of an independent consulting firm).

6.2.2 - Compensation policy for company officers in respect of 2023

6.2.2.1 Compensation policy for the Chair of the Board of Directors in respect of 2023

A – Term of office of the Chair of the Board of Directors

The Board of Directors elects from among its members a Chair who must be below the age of 65 upon appointment. The Chair may be reappointed. The Chair of the Board of Directors may resign from office at any time without giving any notice. The Board of Directors may dismiss the Chair at any time without giving any notice. The term of office of the Chair of the Board of Directors is equivalent to the term of office as a director, currently three years.

Angeles Garcia-Poveda was appointed as Chairwoman of the Board of Directors on July 1, 2020, replacing Gilles Schnepf. Her reappointment as a director will be proposed at the forthcoming Shareholders' Meeting on May 31, 2023, and it is envisaged that she will be reappointed as Chairwoman of the Board of Directors. For further information, please refer to the presentation of the agenda and the draft resolutions available on the Company's website: www.legrandgroup.com/en, in the section "INVESTORS AND SHAREHOLDERS / Shareholders' meetings / 2023 General Meeting".

The current Chairwoman of the Board of Directors is not bound by any contract of employment or service agreement with the Company or any other Group company.

B – Compensation of the Chair of the Board of Directors in respect of 2023

The annual fixed compensation of the Chair of the Board of Directors is determined by the Board of Directors, upon a proposal from the Compensation Committee. It is determined in accordance with the principles stated in section 6.2.1 of this chapter, and in line with the responsibilities and duties assumed by the Chair of the Board of Directors. The main elements taken into account in determining that compensation are as follows:

- the role of the Chair of the Board of Directors in organizing and directing the work of the Board of Directors;
- the benchmarking of compensation practices with respect to non-executive chairs of CAC 40 companies; and
- the skills and experience of the Chair of the Board of Directors.

Accordingly, the Board of Directors held on March 15, 2023, upon the recommendation of the Compensation Committee, considered that, as for previous years, the compensation structure of the Chair of the Board of Directors in respect of 2023 would involve fixed compensation as the one and only compensation component. That decision was made taking into account market practices and in accordance with the recommendations of the Code of Corporate Governance. The Board of Directors held on March 15, 2023 decided that the annual fixed compensation of the Chairwoman of the Board of Directors would amount to €625,000 for 2023, as for previous years.

Furthermore, the Board of Directors, on March 15, 2023, on the recommendation of the Compensation Committee, decided that the Chair of the Board of Directors could benefit from the "medical expenses" supplementary health insurance and the "death, disability and inability to work" insurance available to the Group's French executives under the same terms since she is classified as an executive for social security and tax purposes.

The amount payable by the Company in respect of Angeles Garcia-Poveda over a full year (2023) would be €7,118. This amount is given for information purposes only.

In addition, the Chair of the Board of Directors could receive the benefit of the mandatory collective defined-contribution pension plan that falls within the scope of supplementary article 83 of the French General Tax Code, under the same terms as all other relevant employees.

All of the Group's French executives qualify for the benefit of the defined-contribution pension plan. Contributions are based on the A, B and C Tranches of compensation as defined for the calculation of contributions to the mandatory supplementary pension plans (ARRCO-AGIRC). Entitlements accrue through the payment of annual contributions equal to 1.5% of the A, B and C Tranches. The Company pays half this amount (0.75%) and the beneficiaries pay the other half (0.75%).

The amount payable in respect of the Chair of the Board of Directors would amount to €2,640 over a full year (2023). This amount is given for information purposes only.

6.2.2.2 Compensation policy for the Chief Executive Officer in respect of 2023

A – Term of office of the Chief Executive Officer

The Chief Executive Officer is appointed by the Board of Directors, which determines the compensation and the term of office of the Chief Executive Officer's duties. The Chief Executive Officer must always be an individual below the age of 65 upon appointment. The Chief Executive Officer may resign from office at any time without giving any notice. The Board of Directors may dismiss the Chief Executive Officer at any time without giving any notice.

Benoît Coquart was appointed Chief Executive Officer effective February 8, 2018 for an indefinite term. He was also appointed as a director of the Company at the Shareholders' Meeting of May 27, 2020. His reappointment as a director will be proposed at the forthcoming Shareholders' Meeting on May 31, 2023. For further information, please refer to the presentation of the agenda and the draft resolutions available on the Company's website: www.legrandgroup.com/en, in the section "INVESTORS AND SHAREHOLDERS / Shareholders' meetings / 2023 General Meeting". The Chief Executive Officer is not bound by any contract of employment or service agreement with the Company or any other Group company.

B – Overall structure of compensation attributable to the Chief Executive Officer in respect of 2023

The Board of Directors, on the recommendation of the Compensation Committee, defines the compensation policy applicable to the Chief Executive Officer based on all the criteria and principles stated in section 6.2.1 of this chapter.

To ensure that the Chief Executive Officer's compensation is competitive, the main elements considered in determining the overall structure of that compensation include, but are not limited to the following:

- the Chief Executive Officer's key role in the conduct of the Group's business;
- the benchmarking of compensation practices with respect to executive officers of CAC 40 companies; and
- the skills and experience of the Chief Executive Officer.

The compensation has three components:

- annual fixed compensation;
- annual variable compensation linked to annual financial and extra-financial performance; and
- long-term compensation linked to financial and extra-financial performance over the long term. Depending on the year, this can take the form of one or more of the following financial instruments (including but not limited to):
 - performance shares,
 - stock options,
 - cash-settled future performance units.

The Chief Executive Officer's annual fixed compensation is determined in line with his responsibilities and duties.

In accordance with the Code of Corporate Governance, the Board of Directors ensures that the long-term compensation mechanisms should aim to encourage executives to act from a long-term perspective. The Board of Directors also ensures that the mechanisms aim to retain executives and bring their interests into line with the corporate interest of the Company and all stakeholders' interests.

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The Board of Directors therefore wishes to promote annual variable compensation and long-term compensation to help foster retention and to provide an incentive for financial and extra-financial performance.

The Board of Directors has therefore established the following compensation structure for the Chief Executive Officer in 2023:

Component	Purpose and link with the strategy	Operation	Amount/Percentage weighting of fixed compensation
Fixed	Provide compensation for the scope and level of responsibility	Determined by the Board of Directors, fairly and competitively, upon a recommendation from the Compensation Committee, in consideration of: <ul style="list-style-type: none"> ■ level of responsibility; ■ skills and experience; ■ market practices of CAC 40 companies. 	€900,000
Annual variable	Provide an incentive to achieve the Company's financial and extra-financial annual targets	Determined by the Board of Directors, upon a recommendation from the Compensation Committee, according to strategic priorities and based on: <ul style="list-style-type: none"> ■ order of magnitude of variable compensation relative to fixed compensation; ■ annual objectives to be achieved; ■ type and weighting of performance criteria; ■ proportion of quantifiable and qualitative components. <p>Of which quantifiable (80%): structured to encourage the achievement of specific and ambitious performance criteria:</p> <ul style="list-style-type: none"> ■ financial criteria (organic growth, adjusted operating margin before acquisitions, external growth); ■ extra-financial criteria (rate of achievement of the Group's CSR Roadmap, with 4 pillars: promote diversity and inclusion, reduce the carbon footprint, promote circular economy, be a responsible business). <p>Of which qualitative (20%): structured to take account of the year's initiatives deployed to support growth and develop talent.</p>	Minimum value: 0% of fixed compensation Target value: 100% of fixed compensation Maximum value: 150% of fixed compensation
Long-term	Spur higher long-term financial and non-financial performance Retain and build loyalty over the long term	Determined by the Board of Directors, upon a recommendation from the Compensation Committee, according to strategic priorities and based on: <ul style="list-style-type: none"> ■ objectives to be achieved; ■ type and weighting of future performance criteria. <p>Determined after application of a continuing service requirement and four demanding performance criteria (each counting for a quarter) measured over 3 years:</p> <ul style="list-style-type: none"> ■ target for organic sales growth; (3-year average of achievement rates); ■ target for adjusted operating margin before acquisitions (3-year average of achievement rates); ■ rate of achievement of the Group's CSR Roadmap (3-year average of achievement rates); ■ Legrand's share price performance relative to the performance of the CAC 40 index (performance gap measured over a 3-year period). 	Minimum value: 0% Awarded value (target value): 200% of fixed compensation Maximum value: 150% of the number of shares initially awarded depending on the achievement of future performance criteria

Implementation of the compensation policy for the Chief Executive Officer with respect to 2023

The Board of Directors, on the recommendation of the Compensation Committee, decided on the following principles regarding the compensation policy for the Chief Executive Officer in respect of 2023.

■ **Annual fixed compensation amounting to €900,000.**

This amount, identical to the 2022 level, was decided upon by the Board of Directors held on March 15, 2023.

■ **Annual variable compensation, the target value of which was set at 100% of annual fixed compensation (80% quantifiable and 20% qualitative).**

The Board of Directors, on the recommendation of the Compensation Committee, decided to increase the quantifiable portion of the annual variable compensation by 5% and to reduce the qualitative portion by a similar margin of 5%. In line with the best governance practices, the weighting of the rate of achievement of the CSR roadmap was increased by 5% for the quantitative portion of annual variable compensation.

It may range between 0% and 150% of fixed compensation, depending on the level of achievement of the quantifiable and qualitative criteria presented in the “Quantifiable performance criteria selected for annual variable compensation and target-setting method” in section 6.2.2.2 C of this chapter.

■ **Long-term compensation in the form of performance share plans, the target value of which has been set at 200% of the annual fixed compensation.**

It will entitle the recipient to an award of shares. The number of shares may range thereafter between 0% and 150% of the initial award based on the level of achievement of four financial and extra-financial criteria measured on the basis of a three-year average. These criteria are detailed in the “Performance criteria selected for long-term variable compensation and target-setting method” in section 6.2.2.2 C of this chapter.

C – Determination of the calculation principles, criteria and weightings applicable to the annual and long-term variable compensation components attributable to the Chief Executive Officer in respect of 2023

Annual variable compensation of the Chief Executive Officer in respect of 2023

The principles for calculating the annual variable compensation in respect of 2023 including the criteria applicable and their weighting, are set out in the table below. They were determined by the Board of Directors of March 15, 2023, upon proposal of the Compensation Committee.

Under Article L. 22-10-34 II. of the French Commercial Code, payment of the annual variable compensation is subject to prior approval by the Shareholders' Meeting (*ex-post* vote). The compensation policy does not provide for any possibility for the Company to claw back variable compensation paid once it has been paid.

The Board of Directors of March 15, 2023 decided to leave unchanged the nature of quantifiable and qualitative criteria relating to annual variable compensation since 2021, as well as their target value and their maximum value.

A decision was made to adjust quantifiable and qualitative criteria relating to annual variable compensation. In line with the recommendations of the Code of Corporate Governance, the weighting of the quantifiable criteria was increased by 5%, and the weighting of qualitative was reduced by a similar margin of 5%. The weighting of the rate of achievement of the Group's CSR Roadmap was increased from 10% to 15% of target annual fixed compensation. The Group's CSR Roadmap criterion, and notably the achievements of the climate and environmental criteria, is based solely on quantifiable criteria. The Group's CSR Roadmap is focused on four pillars: (i) encouraging diversity and inclusion, (ii) reducing our carbon impact, (iii) promoting the circular economy, and (iv) being a responsible company. For more details on the 2022-2024 objectives in the Group's CSR Roadmap, please refer to chapter 4.2 of this Universal Registration Document.

The following adjustments were also made:

- The qualitative criterion for sustainable development and efforts to fight against global warming was removed.
- The “General criteria” qualitative criterion was replaced by the “People development” criterion, including “Development of talent and succession planning for key managers” and the “Talent attraction and initiatives to promote the employer brand image” criteria. The weighting remained unchanged.
- The “Innovation and Research & Development (new products and manufacturing processes)” aspect of the “Innovation and market positions” qualitative criterion was replaced by “Innovation and Research & Development (new products and transformation of manufacturing processes)”.
- The “Strategic fit of acquisitions completed” aspect of the “Quality of external growth” qualitative criterion was removed and minor formal adjustments were made to the residual criteria.

These changes simplify the annual variable compensation by cutting the number of qualitative criteria for variable compensation to three in 2023 from four in 2022 and reduce the weighting of the qualitative portion of annual variable compensation within total annual variable compensation.

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Quantifiable performance criteria selected for annual variable compensation and target-setting method

Performance criterion	Reason for selection of the criterion	Target-setting method
Organic sales growth	Alignment with annual public targets	The range bounds for the performance targets are based on the Company's annual targets, announced to the market upon publication of the annual financial statements of the previous year (in February)
Adjusted operating margin before acquisitions	Alignment with annual public targets	
External growth	Fit with the Group's growth model	Fit with the Group's growth model (measured by sales growth during the year resulting from changes in scope)
Rate of achievement of the CSR Roadmap	The CSR Roadmap is central to the Group's growth model. It aims to ensure that the Group achieves profitable, sustainable growth and responsible	Fit with the Group's social responsibility commitments under its CSR Roadmap

Criteria and targets for annual variable compensation for 2023

				Min	Target	Max		
Quantifiable: 80% of target fixed compensation	Organic sales growth	2023 organic sales growth	As a % of fixed compensation	0%	15%	22.5%		
			Indicator value	-1%	1%	3%		
	Operating margin	2023 adjusted operating margin (at 2022 scope)	As a % of fixed compensation	0%	40%	60%		
			Indicator value	19.6%	20.0%	20.4%		
	External growth	2023 sales growth resulting from changes in scope	As a % of fixed compensation	0%	10%	15%		
			Indicator value	0%	5%	10%		
Corporate Social Responsibility	Rate of achievement of the Group's CSR Roadmap ⁽¹⁾	As a % of fixed compensation	0%	15%	22.5%			
		Indicator value	70%	100%	130%			
QUANTIFIABLE TOTAL				0%	80%	120%		
Qualitative: 20% of target fixed compensation	Innovation and market positions	<ul style="list-style-type: none"> ■ Innovation and Research & Development (new products and transformation of manufacturing processes). ■ Trend in sales generated by products in faster expanding segments. ■ Changes in market share. 		0%	10%	15%		
			Quality of external growth	<ul style="list-style-type: none"> ■ Quality of acquisitions pipeline. ■ Emphasis on multiples paid. ■ Quality of integration (in the short and medium term). 		0%	5%	7.5%
					People Development	<ul style="list-style-type: none"> ■ Development of talent and succession planning for key managers. ■ Talent attraction and Initiatives to promote the employer brand image 		0%
	QUALITATIVE TOTAL						0%	20%
TOTAL VARIABLE AS A % OF FIXED COMPENSATION				0%	100%	150%		

(1) The Group CSR Roadmap is based on four pillars:

- (i) promote diversity and inclusion;
- (ii) reduce our carbon footprint: through the Group's energy efficiency products, by enabling our customers to avoid the emission of 12 million tons of CO₂, by cutting by 10% every year the Group's Scope 1&2 CO₂ emissions, by improving the energy efficiency of our plants and through the deployment of renewable energies and by encouraging at least 250 of Legrand's key suppliers to have an official CO₂ emission reduction target of 30% on average by 2030;
- (iii) promote the circular economy by achieving a 15% recycled plastics use rate and 40% recycled metals use rate in products manufactured by the Group, by phasing out 100% of single-use plastic from flow pack and expanded polystyrene packaging, and by covering 72% of the Group's annual sales with Product Sustainable Profiles; and
- (iv) be a responsible business.

For more details on the 2022-2024 objectives in the Group's CSR Roadmap, and especially the climate and environmental objectives, please refer notably to chapter 4.2 of this Universal Registration Document.

Long-term compensation of the Chief Executive Officer in respect of 2023

In respect of 2023, the Chief Executive Officer is benefiting from a performance share plan (the “**2023 Performance Share Plan**”).

The initial allocation will be converted into at the meeting of the Board of Directors to be held on May 31, 2023, following the Shareholders' Meeting. It corresponds to 200% of the target amount of the annual fixed compensation, with a possible variation between 0% and 150% of the initial allocation based on future performance criteria.

The nature of performance criteria has remained unchanged compared to the 2022 compensation policy.

Performance criteria selected for long-term variable compensation and target-setting method

The **first two performance criteria** are aligned with the Company's targets disclosed in February. These are annual targets concerning organic sales growth and adjusted

operating margin before acquisitions, which are central to Legrand's profitable growth-based business model.

The **third criterion** is of an extra-financial nature, based on the fulfillment of the Group's corporate social responsibility commitments under its CSR Roadmap. The CSR Roadmap is central to Legrand's model and aims to deliver sustainable and responsible growth while taking into account all stakeholders' concerns.

The **fourth criterion** is based on performance of Legrand's share price relative to the CAC 40 index. If the share price underperforms the CAC 40 index (as described in point 4 below), no payment is made in relation to this criterion.

The proposed performance criteria thus reflect the Company's model based on profitable, sustainable and responsible growth aligned with the interests of all stakeholders. They are transparent.

Performance criterion	Description of performance criterion and target-setting method	Weighting of performance criterion
Target for organic sales growth	Target: 3-year arithmetic mean of the upper and lower bounds of the annual target ranges concerned Comparison between the target and the average achievement over three years	1/4
Target for adjusted operating margin before acquisitions	Target: 3-year arithmetic mean of the upper and lower bounds of the annual target ranges concerned Comparison between the target and the average achievement over three years	1/4
Annual rates of achievement of the Group's CSR Roadmap	Target: arithmetic mean over 3 years of the annual CSR Roadmap achievement rates	1/4
Legrand's share price performance relative to the performance of the CAC 40 index	Performance gap between Legrand's share price and the CAC 40 index over a 3-year period	1/4

Performance criteria are measured over a three-year period. The number of performance shares awarded definitively to the Chief Executive Officer is calculated using the following method:

1) Organic sales growth criterion

Pay-out rate ⁽¹⁾	0%	Between 50% and 90%	90%	Between 90% and 110%	110%	Between 110% and 150%	150%
3-year average of performance in the year of introduction of the plan and the following 2 years	Less than (LB ⁽²⁾ - 2 points)	Between (LB ⁽²⁾ - 2 points) and LB ⁽²⁾	Equal to LB ⁽²⁾	Between LB ⁽²⁾ and UB ⁽³⁾	Equal to UB ⁽³⁾	Between UB ⁽³⁾ and (UB ⁽³⁾ + 2 points)	Above (UB ⁽³⁾ + 2 points)

(1) For any point between the limits given in the table above, the pay-out rate is calculated on a straight-line basis.

(2) LB (Lower Bound) corresponding to the 3-year average of the lower bounds of the annual target announced to the market.

(3) UB (Upper Bound) corresponding to the 3-year average of the upper bounds of the annual target announced to the market.

Illustration of the determination of the 3-year target based on the 2023 Performance Share Plan

	Lower bound established on the basis of the annual target	Upper bound established on the basis of the annual target
Year 1: 2023	Equal to -1%	Equal to +3%
Year 2: 2024	Announced to the market in February 2024	Announced to the market in February 2024
Year 3: 2025	Announced to the market in February 2025	Announced to the market in February 2025
3-year target: Average of annual targets	LB ⁽¹⁾	UB ⁽²⁾

(1) LB corresponds to the 3-year average of the lower bounds of the annual target announced to the market.

(2) UB corresponds to the 3-year average of the upper bounds of the annual target announced to the market.

2) Adjusted operating margin before acquisitions criterion

Pay-out rate ⁽¹⁾	0%	Between 50% and 90%	90%	Between 90% and 110%	110%	Between 110% and 150%	150%
3-year average of performance in the year of introduction of the plan and the following 2 years	Below (LB ⁽²⁾ - 50 bps)	Between (LB ⁽²⁾ - 50 bps) and LB ⁽²⁾	Equal to LB ⁽²⁾	Between LB ⁽²⁾ and UB ⁽³⁾	Equal to UB ⁽³⁾	Between UB ⁽³⁾ and (UB ⁽³⁾ + 50 bps)	Above (UB ⁽³⁾ + 50 bps)

(1) For any point between the limits given in the table above, the pay-out rate is calculated on a straight-line basis.

(2) LB corresponds to the 3-year average of the lower bounds of the annual target announced to the market.

(3) UB corresponds to the 3-year average of the upper bounds of the annual target announced to the market.

Illustration of the determination of the 3-year target based on the 2023 Performance Share Plan

	Lower bound established on the basis of the annual target	Upper bound established on the basis of the annual target
Year 1: 2023	Equal to +19.6%	Equal to +20.4%
Year 2: 2024	Announced to the market in February 2024	Announced to the market in February 2024
Year 3: 2025	Announced to the market in February 2025	Announced to the market in February 2025
3-year target: Average of annual targets	LB ⁽¹⁾	UB ⁽²⁾

(1) LB corresponds to the 3-year average of the lower bounds of the annual target announced to the market.

(2) UB corresponds to the 3-year average of the upper bounds of the annual target announced to the market.

3) Achievement rate of the Group's CSR Roadmap

Pay-out rate ⁽¹⁾	0%	Between 70% and 100%	Between 100% and 105%	Between 105% and 150%	150%
Arithmetic mean over a 3-year period of the annual CSR Roadmap achievement rates	Below 70%	Between 70% and 100%	Between 100% and 125%	Between 125% and 200%	Over 200%

(1) For any point between the limits given in the table above, the pay-out rate is calculated on a straight-line basis.

4) Legrand's share price performance

Pay-out rate ⁽¹⁾	0%	30%	Between 30% and 150%	150%
Performance gap between Legrand's share price and the CAC 40 ⁽²⁾ index	Below 0 point	Equal to 0 point	Between 0 point and 15 points	Above 15 points

(1) For any point between the limits given in the table above, the pay-out rate is calculated on a straight-line basis.

(2) For the 2023 Performance Share Plan, 3-year performance will be measured over the 2023-2025 period using the following calculation method:

- Legrand's share price performance: comparison of the average daily closing prices in the second half of the third year of the plan (second half of 2025) to the average daily closing market prices in the second half of the year preceding the first year of the plan (second half of 2022), i.e., €75.18;
- performance of the CAC 40 index: comparison of the average CAC 40 daily closing indices of the second half of the third year of the plan (second half of 2025) to the average closing indices of the CAC 40 index of the second half of the year preceding the first year of the plan (second half of 2022), i.e. 6,291.6 points.

The difference between these two performances will be measured by the difference, in percentage points, between the change in the Legrand share price and the change in the CAC 40 index.

Vesting period and fate of performance shares in the event of the departure of the Chief Executive Officer before the end of the vesting period

The vesting period for the Chief Executive Officer is three years. The (additional) holding period is two years. At the end of the vesting period of the performance shares allocated in 2023, the performance criteria and the condition of continuing service will be verified. As regards the condition of continuing service, the following rules are applicable:

- should the Chief Executive Officer resign during the vesting period, the shares initially awarded by the Board of Directors will not vest;
- should the Chief Executive Officer be dismissed, not be reappointed or retire during the vesting period, only part of the shares would vest, subject to the performance criteria on the date the vesting period ends, calculated in proportion to his length of service at the Company during the vesting period;
- in the event of death during the vesting period, the Chief Executive Officer's heirs may request that ownership of all shares that the Board of Directors initially allocated to the deceased Chief Executive Officer be transferred to them, as permitted by law, without waiting until the end of the vesting period;
- in the event that the Chief Executive Officer becomes permanently disabled, within the meaning of French law or that of his country of residence, the Chief Executive Officer may, under French law, request the transfer of ownership of all shares that the Board of Directors initially allocated to him without waiting until the end of the vesting period.

Holding obligation

Pursuant to Article L. 22-10-59 of the French Commercial Code, as specified in the Code of Corporate Governance, the Chief Executive Officer must retain in registered form a certain percentage of the shares allocated until his term of office ends. The Board of Directors decided that the Chief Executive Officer will be required to hold at least 30% of all performance shares acquired under performance share plans until his term of office ends.

Undertaking not to put in place any hedging transactions

The Company has not put in place any hedging instruments for performance shares. Furthermore, the Chief Executive Officer has formally undertaken to refrain from using any hedging instruments in relation to the performance shares allocated to him.

D – Other compensation components

Compensation for duties as a director of the Company and for directorships at other Group companies

No compensation is awarded to the Chief Executive Officer for duties as a director of the Company or of any other Group company.

Exceptional compensation

There are no plans to award him exceptional compensation.

Undertakings governed by Article L. 22-10-9 I, para. 4 of the French Commercial Code

Pension plans

Legrand has no undertakings under defined-benefit pension plans.

The Chief Executive Officer continues to benefit from the mandatory collective defined-contribution pension plan that falls within the scope of supplementary article 83 of the French General Tax Code ("FGTC"). The Chief Executive Officer was a member of that plan before his appointment as Chief Executive Officer, and he continues to benefit from it under the same terms as all other relevant employees.

All of the Group's French executives qualify for the benefit of the defined-contribution pension plan. Contributions are based on the A, B and C Tranches of compensation as defined for the calculation of contributions to the mandatory supplementary pension plans (ARRCO-AGIRC). Entitlements accrue through the payment of annual contributions equal to 1.5% of the A, B and C Tranches. The Company pays half this amount (0.75%) and the beneficiaries pay the other half (0.75%).

For 2023, the Company's contribution for the Chief Executive Officer is estimated at €2,640. This amount is given for information purposes only.

Termination benefits

The Chief Executive Officer does not benefit from any undertaking covering components of compensation, indemnities or other benefits that are or may be due in the event of or subsequent to the termination of his term of office or assignment to a different position ("golden parachutes"). No such undertaking covers him, including if control of the Company changes.

Non-compete clause

Given the profile of the Chief Executive Officer and to protect the interests of the Company and its shareholders, the Board of Directors, on March 20, 2018 authorized a non-compete agreement between the Company and the Chief Executive Officer. Under that agreement, the Chief Executive Officer undertakes not to carry out any activity that will compete with Legrand's business for a one-year period starting from the date his term of office ends.

The Company's Board of Directors will decide, when the Chief Executive Officer's term of office ends, whether or not to apply this non-compete clause. It may unilaterally decide to waive the application of this clause.

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If applied the Chief Executive Officer's fulfillment of this undertaking would result, for a one-year period after the end of his term of office, in the payment by the Company of monthly compensation. The latter would be equal to the monthly average of the reference salary received during the last 12 months of employment by the Company. The reference salary includes the fixed salary and annual variable compensation excluding sums received as long-term variable compensation. Its amount is below the cap recommended by the Code of Corporate Governance.

In accordance with Article R. 22-10-14 III. of the French Commercial Code, no compensation under this non-compete clause would be payable should the Chief Executive Officer decide to retire.

Incentive and profit-sharing plans

The Company has for many years implemented an exceptional incentive and profit-sharing plan covering all its employees and those of its main French subsidiaries. The Chief Executive Officer has not enjoyed the benefit of this plan since he was appointed as Chief Executive Officer on February 8, 2018.

Other non-monetary compensation components (company car, pension plan, supplementary health insurance coverage, etc.)

The Chief Executive Officer has the use of an executive car. The benefit in kind that this use of an executive car represents is estimated to be worth €6,135 for 2023. This amount is given for information purposes only.

Furthermore, the Board of Directors, on February 7, 2018, decided that the Chief Executive Officer would continue to benefit from the "medical expenses" supplementary health insurance and the "death, disability and inability to work" insurance available to the Group's French executives under the same terms, since he is classified as an executive for social security and tax purposes.

For 2023, the Company's contribution for Benoît Coquart is estimated at €7,118. This amount is given for information purposes only.

Sign-on bonuses

The Chief Executive Officer did not receive any compensation for taking up his duties, intended to make up for the loss of benefits resulting from his appointment.

6.2.2.3 Compensation policy applicable to the directors in respect of 2023

A – Directors' term of office

Directors are appointed by the Shareholders' Meeting for a term of office of three years, subject to the provisions of the Articles of Association concerning the age limit and the provisions of law and of the Code of Corporate Governance on multiple directorships. They may be reappointed without limitation subject to fulfilling the same requirements.

Directors may resign from their office at any time without giving any notice. Directors may be dismissed at any time by the Shareholders' Meeting without any notice. The duties of the directors representing employees come to an end prematurely as a matter of course should their contract of employment be terminated.

B – Compensation applicable to the directors in respect of 2023

The Board of Directors apportions directors' compensation based on the recommendation of the Compensation Committee and on the total amount authorized by the Shareholders' Meeting. The total amount authorized by the Shareholders' Meeting of May 27, 2020, was €1,200,000. It will remain valid until a new resolution setting out a new amount is adopted by the Shareholders' Meeting.

Neither the Chairwoman of the Board of Directors nor the Chief Executive Officer receives any compensation for their duties as a director of the Company.

Accordingly, the compensation is apportioned between the other directors including the two directors representing employees.

The apportionment of compensation between directors takes into account directors' actual attendance at meetings of the

Board of Directors and of its Board committees. Additional compensation may be awarded, or exceptional compensation paid, for specific duties, such as those of the Lead Director.

Based on a proposal from the Compensation Committee, the Board of Directors decided on March 15, 2023 to apply the same compensation policy used since 2021 again in 2023, that is:

- €25,000 a year in respect of the fixed portion of directors' compensation. For each director, this sum increases by €5,000 with every meeting of the Board of Directors they attend;
- €3,000 for each director who is also a member of a Board committee for each Board committee meeting they attend; and
- an additional €20,000 is paid to the Chair of the Audit Committee and an additional €10,000 paid to the Chairs of the other Board committees.

These rules for apportioning directors' compensation are in line with the Code of Corporate Governance, which recommends that the variable portion of the compensation granted to directors should outweigh the fixed portion.

Should the Board of Directors decide to entrust any director with specific duties or a specific assignment, they may be awarded exceptional compensation. Its amount will be proportionate for such duties or assignment and in line with market practices.

Regarding the Lead Director and the specific duties this role entails, the Board of Directors has decided to award additional directors' compensation to the office holder of €20,000. Information regarding the Lead Director's duties is provided in section 6.1.2 of this Universal Registration Document.

In accordance with the Directors' Charter, which forms part of the Internal Rules, all directors must, during their terms of office, gradually acquire a number of shares equivalent to one year's compensation.

The minimum number of shares that a director must hold in a personal capacity and retain throughout their term of office is 500 shares.

Lastly, each director is entitled to the reimbursement of travel expenses incurred in performing their duties, subject to the upper limits laid down in the policy applicable within the Company and provided the expense claims are supported by receipts.

6.2.3 - Total compensation and benefits paid in 2022 or awarded in respect of the same year to the company officers

6.2.3.1 Angeles Garcia-Poveda's total compensation and benefits paid in 2022 or awarded in respect of the same year

The tables summarizing the components of compensation and benefits of any kind paid in respect of the financial year ended December 31, 2022, or awarded in respect of the same year to Angeles Garcia-Poveda, Chairwoman of the Board of Directors, are shown below.

Summary of compensation, stock options and shares awarded to Angeles Garcia-Poveda in her capacity as Chairwoman of the Board of Directors in 2022 (Table 1 of the Code of Corporate Governance)

Angeles Garcia-Poveda, Chairwoman of the Board of Directors	2021	2022
Compensation awarded in respect of the year (see table 2 below for details)		
<i>(in euros)</i>	625,000	625,000
Value of options awarded during the year (table 4 – not applicable)		
Number of options	None	None
<i>(in euros)</i>	None	None
Value of performance shares awarded during the year (table 6 – not applicable)		
Number of shares	None	None
Value <i>(in euros)</i>	None	None
Value of long-term variable compensation awarded during the year		
Number of shares	None	None
Value <i>(in euros)</i>	None	None
TOTAL <i>(in euros)</i>	625,000	625,000