

This delegation would be valid for 26 months, starting from the date of the General Meeting. If this resolution is adopted, this delegation would invalidate the delegation of the same nature granted by the Combined Ordinary and Extraordinary General Meeting of May 25, 2012 to the extent not used.

For reference, the Company has not used the delegation granted to it by the Combined Ordinary and Extraordinary General Meeting of May 25, 2012.

### Powers to effect formalities (11<sup>th</sup> resolution)

This resolution is customary and would allow your Board of Directors to proceed with all legally required filings, formalities and publications after the General Meeting of Shareholders called for May 24, 2013.

Made on March 6, 2013 by the Board of Directors

## Draft resolutions for the combined Ordinary and Extraordinary General Meeting of Shareholders on May 24, 2013

### ■ RESOLUTIONS FOR THE ORDINARY GENERAL MEETING

#### First Resolution (Approval of the Company's financial statements as at December 31, 2012)

Meeting in accordance with the conditions as to quorum and requisite majority for Ordinary General Meetings, and being apprised of the Board of Directors' management report on the activity and general situation of the Company in 2012 financial year; of the Chairman of the Board's report appended to the management report; the auditor's report on the annual financial statements; and the auditor's report on the Chairman's report; the shareholders approve the Company's financial statements at December 31, 2012 as presented, which show a net profit of €86,731,814.88, together with the transactions reflected in these financial statements or summarized in the reports referred to.

#### Second Resolution (Approval of the consolidated financial statements as at December 31, 2012)

Meeting in accordance with the conditions as to quorum and requisite majority for Ordinary General Meetings, and being apprised of the Board of Directors' management report on the activity and general situation of the Group and the auditor's report on the consolidated financial statements, the shareholders approve the Company's consolidated financial statements at December 31, 2012 as presented, which show a net profit of €505.6 million excluding minority interests, together with the transactions reflected in these financial statements or summarized in the reports referred to.

#### Third Resolution (Appropriation of earnings and determination of dividend)

Meeting in accordance with the conditions as to quorum and requisite majority for Ordinary General Meetings, and being apprised of the Board of Directors' management report and the auditor's report on the annual financial statements; the shareholders:

1. Observe that the net book profit for the financial year ended December 31, 2012 amounts to €86,731,814.88;

2. Resolve to appropriate €4,336,590.74 of this net book profit to the legal reserve;
3. Observe that, after this appropriation of €4,336,590.74 to the legal reserve, and considering retained earnings from previous years amounting to €305,647,936.82, the amount available for distribution in respect of 2012 financial year is €388,043,160.96;
4. Resolve to distribute a dividend to shareholders amounting to €1 per share, making a total amount of €264,223,291 on the basis of the number of shares making up the capital stock at December 31, 2012 and after deduction of treasury shares held at this date; and
5. Resolve to appropriate the remaining distributable income in the amount of €123,819,869.96 to retained earnings.

In the event of a change in the number of shares entitling holders to a dividend from the 264,374,875 shares making up capital stock at December 31, 2012, the total amount of the dividend will be adjusted accordingly, and the amount appropriated to retained earnings will be calculated on the basis of dividends actually paid.

The ex-dividend date on Euronext Paris is May 29, 2013, and the dividend referred to in paragraph 4 above will be made payable from June 3, 2013

No dividends will be due on any shares that may be held by the Company itself or that have been cancelled before the payment date.

The shareholders grant the Board of Directors all necessary powers to determine, considering in particular the number of treasury shares held by the Company at the dividend payment date and, if any, the number of shares cancelled before that date, the total amount of the dividend and, by the same token, the amount of distributable income to be appropriated to retained earnings.

Pursuant to the applicable law and regulations, the dividend is eligible in full for the 40% income-tax exemption provided under Article 158-3-2 of the French Tax Code (*Code Général des Impôts*) and for the 21% non-definitive withholding tax (*acompte non libératoire*).

The shareholders note that dividends paid in respect of the 2009, 2010 and 2011 financial years were as follows:

Financial year	Shares with dividend entitlement	Net dividend per share
2009	262,451,948 shares with a par value of €4	€0.70
2010	262,911,065 shares with a par value of €4	€0.88
2011	263,449,797 shares with a par value of €4	€0.93

#### Fourth Resolution (Ratification of the nomination of Mr. Dongsheng Li to replace a departing Director)

Meeting in accordance with the conditions as to quorum and requisite majority for Ordinary General Meetings, and having been apprised of the report of the Board of Directors, the shareholders approve the nomination to the position of Director of Mr. Dongsheng Li, who was provisionally nominated by the Board of Directors at its meeting on July 26, 2012 to replace Mr. Mattia Caprioli for the remainder of his term. That term runs until the end of the General Meeting called in 2014 to consider the financial statements for the financial year ending on December 31, 2013.

#### Fifth Resolution (Appointment of a Director)

Meeting in accordance with the conditions as to quorum and requisite majority for Ordinary General Meetings, and as proposed by the Board of Directors, shareholders decide to appoint Ms. Annalisa Loustau Elia as Director for a period of four years, ending at the date of the General Meeting of shareholders called in 2017 to consider financial statements for the financial year ending December 31, 2016.

#### Sixth Resolution (Authorization granted to the Board of Directors to enable the Company to purchase, sell or transfer its own shares)

Meeting in accordance with the conditions as to quorum and requisite majority for Ordinary General Meetings, and being apprised of the Board of Directors' report, the shareholders:

1. Authorize the Board of Directors, with the right of sub-delegation as provided by law and by the Company's articles of association, and in accordance with Article L. 225-209 *et seq.* of the French Commercial Code, to purchase, or to have purchased, Company shares representing up to 10% of the Company's capital stock at the date of this Meeting, with the proviso that, when shares are purchased to ensure the market liquidity of Legrand stock under the conditions described below, the number of shares used to calculate this 10% limit will be the number of shares purchased less the number of shares resold during the term of this authorization;

2. Resolve that the shares may be purchased, sold or transferred for the purposes of:

- ensuring liquidity and active trading of Company shares through a completely independent investment services provider, under a liquidity contract consistent with the Code of Ethics approved by French Financial Markets Authority (*Autorité des Marchés Financiers*);
- implementing (i) any and all Company plans relating to options to purchase new or existing shares plans under Articles L. 225-177 *et seq.* of the French Commercial Code; (ii) any and all employee share-ownership transactions effected exclusively for participants in a company or Group share ownership savings plan under Articles L. 3332-1 *et seq.* of the French Labor Code or to provide for share allotments for employee profit-sharing and/or in lieu of discount; (iii) any free allocation of shares as provided by Articles L. 225-197-1 *et seq.* of the French Commercial Code; and undertaking any hedging transactions related to these transactions, at any time that the Board of Directors, or the person acting on behalf of the Board of Directors, deems appropriate;
- holding and subsequently delivering shares by way of exchange or payment relating to external growth acquisitions, with the proviso that the number of shares acquired by the Company with a view to holding and subsequently using them in payment for or in exchange for a merger, split or contribution of assets cannot exceed 5% of the Company's share capital;
- delivering shares upon the exercise of rights attached to securities providing access, either immediately or at some later date, to the Company's share capital, whether through reimbursement, conversion, exchange, presentation of a warrant, or any other means;
- canceling some or all of the shares so purchased, subject to adoption of the seventh resolution below; or
- allowing any other practice that may be permitted or recognized by law or by the French Financial Markets Authority (*Autorité des Marchés Financiers*), or for any other purpose consistent with in force regulations.

Shares may be purchased, sold, transferred or exchanged, directly or indirectly, at any time within the limits authorized by law and regulation, except at such times as Company shares may be the object of a tender offer, by any means, on or off any market, including through OTC transactions, trading in blocks of shares or public tender offers, or through the use of any financial instruments or derivatives, including option-based mechanisms such as purchases and sales of put and call options.

The price paid for purchases may not exceed €60 per share (excluding acquisition fees), if being specified that this maximum price will be adjusted as necessary to reflect capital transactions, in particular incorporation of reserves or free share allotments and/or share splits or reverse splits.

The maximum amount allowed for implementation of the share buy-back program is €500 million.

Implementation of this resolution may not at any time cause the number of treasury shares held by the Company, directly or indirectly, to exceed 10% of the total number of shares making up the capital stock at the date under consideration.

The shares purchased and held by the Company will be deprived of voting rights and will carry no entitlement to payment of a dividend.

Shareholders grant the Board of Directors all powers, with the right of sub-delegation as provided by law and the Company's articles of association, to decide whether and how to implement this authorization, and in particular to determine the terms of implementation, to place orders on or off any markets, to enter into any agreements, to allocate or re-allocate shares acquired for the various purposes allowed by law and regulation, to make any declarations to the French Financial Markets Authority (*Autorité des Marchés Financiers*) or any other body, to effect any formalities, and in general to take any action that may be useful or necessary for purposes of this resolution.

This authorization is valid for eighteen months from the date of this General Meeting of shareholders and, from this day, deprives previous authorizations for the same purpose of their effect to the extent not used.

## ■ RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING

### **Seventh Resolution (Authorization granted to the Board of Directors to reduce the capital stock by cancellation of shares)**

Meeting in accordance with the conditions as to quorum and requisite majority for Extraordinary General Meetings, and being apprised of the Board of Directors' report and the auditor's special report, the shareholders authorize the Board of Directors, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, to cancel, at its sole initiative and on one or more occasions, in such proportion and at such times as it deems appropriate, some or all of the Company shares purchased under share buyback programs authorized and deployed by the Company, and to reduce the capital stock of the Company by the total nominal amount of the shares thus cancelled, up to a limit of 10% of the share capital at the date of this General Meeting, in any period of twenty-four months.

The difference between the carrying amount of the cancelled shares and their nominal amount shall be allocated to reserves or premiums.

Shareholders grant the Board of Directors all powers, with the right of sub-delegation as provided by law and the Company's articles of association, to set the terms for cancellation of the shares, to effect and recognize such cancellations and the corresponding capital reductions, to allocate the difference between the price paid for the cancelled shares and their nominal value to any reserves or premiums, to make the necessary amendments to the Company's articles of association, to make all

necessary declarations to the French Financial Markets Authority (*Autorité des Marchés Financiers*), to effect all other formalities and in general to do all that may be useful or necessary for purposes of this resolution.

This authorization is granted for a period of twenty-six months from the date of this General Meeting of Shareholders and, from this day, deprives previous authorizations for the same purpose of their effect to the extent not used.

### **Eighth Resolution (Authorization granted to the Board for the purpose of making one or more allotments of options for the purchase of or subscription to shares to the benefit of employees and/or corporate officers of the company and associated companies or certain of these employees or corporate officers, entailing the shareholders' waiver of their preferred subscription rights to shares issued pursuant to exercise of subscription options)**

Meeting in accordance with the conditions as to quorum and requisite majority for Extraordinary General Meetings, and being apprised of the Board of Directors' report and the auditor's special report, the shareholders:

1. Authorize the Board of Directors to grant employees and/or corporate officers of the Company and associated companies, or certain of these employees or corporate officers, options carrying the right to subscribe to new shares or to purchase existing shares of the Company's stock as provided by Articles L. 225-177 to L. 225-186-1 of the French Commercial Code.
2. The options for subscription to or purchase of shares are to be granted subject to the following conditions:
  - the options must be exercised within 10 years from the date of grant by the Board of Directors, with the proviso that, if the options are granted to the corporate officers referred to in Article L. 225-185 paragraph 4 of the French Commercial Code, they may be exercised only as specified by Article L. 225-186-1 of the French Commercial Code,
 

If the corporate officers remain in office beyond this period of ten years, the period will be extended to expire three months after they cease to hold office as regards the portion of the options for which the Board of Directors has determined, in accordance with the provisions of Article L. 225-185, paragraph 4 of the French Commercial Code, that they may not be exercised as long as the grantees remain in office,
  - the total number of options granted under this resolution may not carry entitlements to the subscription to or purchase of shares representing more than 1.5% of the share capital of the Company on the day the options are granted, with the proviso that this limit does not include any adjustments that may be made to protect the rights of option grantees as required by prevailing law and regulation. This limit applies to the total number of options granted under this resolution and to the free shares allocated under the ninth resolution,
  - the options allocated to the Chairman and Chief Executive Officer of the Company and to members of the Executive

Committee shall be contingent on achieving the performance conditions defined by the Board of Directors,

- allocation of options to all grantees shall be subject to a presence condition as determined by the Board of Directors,
- the total number of options granted to the Company's corporate officers may not exceed 10% of the total granted by the Board of Directors under this resolution,
- the subscription and purchase price per share of Company stock under each plan shall be set by the Board of Directors on the day of allocation and may not be lower than 100% of the average price for Legrand shares on the NYSE Euronext Paris market in the twenty trading days preceding the day on which options are granted. The price for purchase options must also comply with the provisions of Article L. 225-179 paragraph 2 of the Commercial Code.

The subscription price may not be changed unless, during the term of the option, the Company undertakes any of the financial transactions which, under prevailing regulations, trigger the requirement to take measures to protect the interests of grantees.

Shareholders expressly recognize and determine that this delegation entails the waiver, in favor of the option grantees, of shareholders' preferred rights to subscribe the new shares issued as options are exercised.

Shareholders confer on the Board of Directors all powers, with the right of sub-delegation as provided by law and the Company's articles of association, to determine other terms and conditions for the allocation and exercise of options, the list of grantees or categories of grantees, the number of shares each grantee may subscribe or purchase, and the periods and dates for the exercise of options and the sale of resulting shares, as well as to suspend, for the maximum period allowed by applicable law and regulation, the exercise of options in the event of corporate actions or financial transactions entailing the exercise of rights attached to shares.

The shareholders also resolve that the Board of Directors will have all necessary powers, with the right of sub-delegation as provided by law and the Company's articles of association, to recognize capital increases that result from subscription to shares upon exercise of subscription options, to amend the Company's articles of association as necessary, and, at its sole discretion and as it sees fit, to charge expenses relating to capital increases to the premiums on these transactions, and to draw from the same amounts the sums required for appropriation to the legal reserve, to effect all formalities useful for the issue, admission to trading and financial servicing of the shares issued

under this resolution, and to make any necessary declarations to any entity, and in general to do all that may be useful or necessary for purposes of this resolution.

Should the Company undertake, after the allocation of options, financial transactions and in particular those affecting share capital, the Board of Directors will take all necessary measures to protect the interests of grantees of options as provided by law and regulation.

This authorization is granted for a period of thirty-eight months from the date of this General Meeting and can be used on one or more occasions. It deprives previous authorizations for the same purpose of their effect to the extent not used.

**Ninth Resolution (Authorization to the Board of Directors to make one or more allocations of free shares to the benefit of employees and/or corporate officers of the company and associated companies or certain of these employees or corporate officers, entailing waiver by the shareholders of their preferred subscription rights to the shares issued as the result of grants of free shares)**

Meeting in accordance with the conditions as to quorum and requisite majority for Extraordinary General Meetings, and being apprised of the Board of Directors' report and the auditor's special report, and in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code, in particular Article L. 225-197-6, the shareholders:

1. Authorize the Board of Directors to make free allocations on one or more occasions, of existing Company shares or shares to be issued by the Company;
2. Resolve that the beneficiaries of such allocations must be employees and/or corporate officers of the Company or associated companies as defined under L. 225-197-2 of the French Commercial Code, or certain of these employees or corporate officers;
3. Resolve that the Board of Directors will determine the identity of the beneficiaries of the allotments, the conditions for allotments and, as the case may be, requirements for allocations of free shares;
4. Resolve that the total number of shares issued or to be issued and available for free allocations under this resolution may not exceed 1.5% of the share capital of the Company at the date of the decision to make the allotment, with the proviso that this limit does not include any adjustments that may be made to protect the interests of grantees as required by

prevailing law and regulation. This limit applies to the total number of options granted under the eighth resolution and to the free shares allocated under this resolution;

5. Observe that if allocations are granted to the corporate officers referred to in Article L. 225-197-1 II, paragraphs 1 and 2 of the French Commercial Code, they may be granted only as provided by Article L. 225-197-6 of the French Commercial Code;
6. Resolve that the number of free shares allotted to the Company's corporate officers may not exceed 10% of the total allotments made by the Board of Directors under this resolution;
7. Resolve that grantees will acquire unconditional ownership of shares at the close of a vesting period, to be set by the Board of Directors, of at least two years;
8. Resolve that the grantees are to be required to hold shares for a period, to be set by the Board of Directors, of at least two years after shares have vested if the vesting period is less than 4 years, with the proviso that the Board may reduce or waive the holding period depending upon the affected grantees;
9. Decide that, notwithstanding the above, should a grantee be the victim of a disability in the second or the third category referred to in Article L. 341-4 of the French Code *de la Sécurité Sociale*, the Board of Directors may provide that the shares vest before the expiration of the vesting period;
10. Resolve that, for all grantees, vesting of the shares granted under this resolution shall be determined by conditions of presence and performance set by the Board of Directors;
11. Authorize the Board of Directors to effect, as appropriate during the vesting period, adjustments to the number of free shares allotted to allow for changes in the Company's share capital and thereby preserve the rights of grantees;
12. Resolve further that the Board of Directors shall determine the duration of the vesting and required holding periods, shall determine the requirements and conditions for the holding of shares during the required period, and shall draw on the reserves, profits or premiums that the Company is free to dispose of for the purpose of paying up the shares to be issued in favor of the grantees;
13. Observe that in cases of free allotments of shares yet to be issued, this authorization will entail, at the end of the vesting period, a capital increase by way of incorporation of reserves, profits or share premiums in favor of the grantees of these shares and thus further entail the waiver in favor of the same grantees of shareholders' preferred rights to subscription and to the portion of the reserves, profit or premiums so incorporated, the capital increase taking full effect, without further process, on vesting of shares.

The shareholders confer on the Board of Directors all powers, with the right of sub-delegation as provided by law and the Company's articles of association, to determine other terms and conditions relating to the attribution of shares, to draw up the list of grantees or categories of grantees, to set the number of shares that may be allocated to each grantee, to determine the dates of attribution, and enter into such agreements as may be conducive to the satisfactory performance of the attributions.

The shareholders further resolve that the Board of Directors shall have all powers, with the right of sub-delegation as provided by law and the Company's articles of association, to recognize any and all capital increases resulting from the said attributions, to make the necessary amendments to the Company's articles of association, to effect all formalities regarding the issue, admission to trading and financial servicing of securities issued under this resolution, to make any necessary declarations before any and all entities, and in general to do everything that may be useful and necessary for purposes of this resolution.

This authorization is granted for a period of thirty-eight months from the date of this General Meeting, and may be used on one or more occasions. It deprives previous authorizations for this purpose of their effect, to the extent not used.

**Tenth Resolution (Delegation to the Board of Directors for the purpose of issuing shares or securities giving access to the Company's share capital, with waiver of shareholders' preferred subscription rights, in favor of participants in employee share-ownership programs of the Company or Group)**

Meeting in accordance with the conditions as to quorum and requisite majority for Extraordinary General Meetings and being apprised of the Board of Directors' report and the auditor's special report, shareholders, in accordance with the provisions of Articles L. 3332-1 *et seq.* of the French Labor Code (*Code du Travail*) and of Articles L. 225-129-2 to L. 225-129-6, L. 225-138-1, L. 225-138-1, L. 228-91 and L. 228-92 of the French Commercial Code:

1. Delegate to the Board of Directors, with the right of sub-delegation as provided by law and the Company's articles of association, the power to issue shares and/or securities giving access to the Company's share capital, on one or more occasions and in such amounts and at such times as it will determine, with waiver of shareholders' preferred subscription rights in favor of employees and former employees, directly or through a company investment fund or any other structures or entities allowed under prevailing law and regulation, of the Company and of the French and foreign companies connected to the Company within the meaning of Article L. 3344-1 of the French Commercial Code, insofar as these employees and former employees participate in an employee share-ownership program of the Company or of the Group (or in any other plan whose participants are allowed

by Articles L.3332-1 *et seq.* of the French Labor Code or any analogous law or regulation to restrict a capital increase under equivalent conditions);

2. Authorize the Board of Directors, in connection with such capital increase or increases, to allot shares or other securities giving access to the share capital without consideration, in particular in lieu of the discount provided for in point 4 below and/or of any supplement granted to employees, subject to the limits provided for in Article L. 3332-21 of the French Labor Code;
3. Resolve that the total nominal amount of the capital increases effected under this delegation may not exceed €25 million, with the proviso that this limit does not include adjustments that may be made in accordance with applicable law and regulation, and if necessary with contractual stipulations providing for other adjustments to preserve the rights of holders of securities that give rights to shares of the Company; with the proviso that this amount will be included in the overall limit set in the twentieth resolution adopted by the Combined Ordinary and Extraordinary General Meeting of Shareholders held on May 25, 2012;
4. Resolve that the issue price of the new shares will be equal to the average market price for Company shares over the twenty trading days preceding the date on which the opening date for subscription is decided on, less a discount up to the maximum allowed by law at the date of the Board of Directors' decision, with the proviso that the Board of Directors may reduce this discount if it deems it appropriate, in particular to comply with applicable national laws;
5. Waive, in favor of the aforementioned grantees, shareholders' preferred subscription rights in respect of the securities which may be issued under this authorization, and waive all shareholder claims on such free shares or securities as may be allotted under this resolution;
6. Resolve further that, if the grantees have not subscribed for the entire capital increase by the specified deadline, the increase will be effected only in the amount corresponding to the shares subscribed for, and unsubscribed shares may be re-offered to the affected grantees as part of a subsequent capital increase;
7. Confer on the Board of Directors all powers, with the right of sub-delegation as provided by law and the Company's articles of association, that may in particular be necessary to:
  - determine which participants or entities may benefit from the offer to subscribe,
  - decide whether subscriptions may be made through an investment fund or directly, in accordance with prevailing law and regulation and any other requirements,

- grant employees time to pay for their shares,
- determine terms and conditions for participation in the company employee share-ownership program (*Plan d'Épargne Entreprise*) and establish or amend the regulations of such programs,
- set the opening and closing dates for subscription, the terms and deadline for payment of subscribed shares and the issue price of the securities,
- define all features of the securities providing access to the Company's share capital,
- decide on the number of new shares or other securities to be issued,
- decide upon and take, following the issue of the shares and/or securities giving access to these shares, any action that may be necessary to protect the rights of holders of securities that giving access to the Company's share capital in accordance with applicable law and regulation, and if necessary with applicable contractual stipulations; and if necessary to suspend the exercise of rights attached to these securities in accordance with applicable law and regulation,
- recognize resulting capital increases,
- make the necessary amendments to Company's articles of association,
- make all appropriate charges to available reserves, in particular charges for the amounts required to bring the legal reserve to one-tenth of share capital after each issue and for issue expense,
- and, in general, do everything that may be useful and necessary under applicable law and regulation, and in particular to take any action necessary to arrange for admission to trading of the newly created shares.

The delegation conferred on the Board of Directors under this resolution is valid for a period of twenty-six months from the date of this General Meeting and, as of today, supersedes any unused portion of the delegation granted in the eighteenth resolution adopted by the Combined Ordinary and Extraordinary General Meeting of May 25, 2012.

#### **Eleventh Resolution (Powers to effect formalities)**

Shareholders confer on holders of a copy or official extract of the minutes of this General Meeting all powers necessary to effect all legally required filings, formalities and publications.