

LEGRAND

Code of Conduct for dealings on the Stock exchange by Company Officers, Similar Persons, and Permanent and Occasional Insiders

This Code of Conduct for dealings on the Stock Exchange (hereinafter the “**Code**”) is intended to define the rules governing dealings in Legrand (“**Legrand**” or the “**Company**”) Securities by Legrand’s Company Officers, Similar Persons, and Permanent and Occasional Insiders (as defined below).

The purpose of the Code is to draw the attention of Company Officers, Similar Persons, and Permanent and Occasional Insiders to the laws and regulations in force in this area and to the administrative and/or criminal penalties imposed for breach of such laws and regulations, and to establish preventive measures in order to enable any person to invest in Legrand Securities while complying with the rules relating to market integrity.

Legrand’s Chief Financial Officer will send this Code to every Company Officer, Similar Person and Insider, indicating the category to which that person belongs (Company Officer, Similar Person, or Insider), as well as to any person qualified as an Occasional Insider, indicating the reasons for said qualification.

Company Officers and Insiders must return the letter contained in Appendix 1, duly completed and signed, to Legrand’s Chief Financial Officer, within ten days of receiving the Code. Similar Persons must return the letter contained in Appendix 2, duly completed and signed, to Legrand’s Chief Financial Officer, within ten days of receiving the Code. Occasional Insiders must return the letter contained in Appendix 3, duly completed and signed, to Legrand’s Chief Financial Officer, within ten days of receiving the Code.

1. Definitions

For the purposes of the Code, the following terms shall have the following meanings:

AMF: *l’Autorité des Marchés Financiers* - the French Financial Markets Authority.

Insiders: Persons working for Legrand who have regular access to Inside Information (as defined below).

Legrand Group: Legrand and all its subsidiaries and associated companies included within the scope of its consolidated accounts.

Inside Information: Specific information which has not been published, which relates directly or indirectly to Legrand, or to one or more Securities (as defined below), and which if it were published, would be likely to have a material influence on the price of the Securities concerned or of Securities associated therewith.

Information should only be considered “public” if it has been the subject of a press release by Legrand, and/or of legal publication, and/or of the issue of financial advice in the national press.

Information can be Inside Information even if it only relates directly to one or more companies in the Legrand Group other than Legrand itself.

Information is deemed to be specific if it refers to a set of circumstances or to an event which has arisen or which is likely to arise and if it is possible to draw a conclusion as to the possible effect of such circumstances or event on the price of the Securities concerned or of Securities associated therewith.

Information which if it were published would be likely to have a material influence on the price of the Securities concerned or on the price of derivative Securities associated therewith, is information on which, among other information, a reasonable investor would be likely to base his or her investment decisions.

The publication in the press or in any other media of rumours relating to information not officially confirmed by the Company as stated above, does not have the effect that such information ceases to be Inside Information.

In practice, and by way of example, the following matters are considered Inside Information for as long as they have not been published (non exhaustive list) and as long as the event in question could materially influence the situation of Legrand or the Legrand Group:

- any forecast relating to revenue or profits for the quarter, half-year or year;
- any forecast as to the growth of revenue, profits or dividends, or more generally any forecast as to changes in any financial indicator;
- any forecast indicator, index or market trend (concerning the real estate and construction markets in particular) that may affect Legrand’s profits;
- any forecast regulatory changes or changes in technical standards;
- any proposed acquisition, sale, merger or substantial partnership by the Legrand Group; **the preparation of the transaction, even at a hypothetical and preliminary stage, must be treated as Inside Information;**
- any substantial draft contract;
- any one-off event (lawsuit, litigation, financial transaction, restructuring, organizational change, management change, takeover bid) likely to have a material influence on the situation of Legrand or of the Legrand Group;
- any information referred to in the above subparagraphs relating to

a company in which Legrand directly or indirectly has an investment, which, if it were published, would be likely to have a material influence on the price of the Securities.

Occasional Insiders: Any person other than a Permanent Insider who has intermittent access to Inside Information concerning the Legrand Group, including employees who, by virtue of their position or special skills, are called on to participate in any way in the preparation or execution of a transaction or event qualified as Inside Information.

Permanent Insiders: Company Officers, Similar Persons and Insiders

Company Officer:

- (i) the Chairman and Chief Executive Officer
- (ii) the Honorary Chairman
- (iii) the members of the Board of Directors
- (iv) Senior Executive Vice Presidents.

Similar Persons: Persons who have the power to take management decisions concerning the development and strategy of Legrand shall be deemed to be Similar Persons (treated in the same way as Company Officers), as shall persons with regular access to Inside Information directly or indirectly relating to Legrand.

Securities:

- (i) shares and negotiable securities issued or to be issued by Legrand;
- (ii) rights detachable from such securities and particularly preferential subscription or allocation rights;
- (iii) any derivative instrument derived from the rights or securities referred to in (i) and (ii) above, and in particular futures contracts (including equivalent instruments for settlement in cash, swaps, and options).

Transaction: Any purchase or sale of the Securities, whether immediately or in the future, on or off-market, the giving of an undertaking to buy or sell the Securities, any transaction in derivative products of which the underlying instruments are the Securities, and any hedging transaction the effect of which is to acquire or transfer the economic risk attached to the Securities. Subscriptions and purchases by the exercise of options to subscribe or purchase shares are also covered, even if not followed by a transfer of the shares obtained.

2. Compliance Officer

Legrand's Chief Financial Officer shall be the Compliance Officer responsible for ensuring compliance with the provisions of the Code.

In carrying out his task, the Chief Financial Officer shall be responsible, in particular:

- for informing Company Officers, Similar Persons and Insiders, in advance, of the black-out periods resulting from the publication of the annual, quarterly or half-yearly accounts, based on the expected date of such publications provided to him in advance by the Chairman and Chief Executive Officer;
- for receiving the declarations of Company Officers, Similar Persons and related parties regarding Transactions in the Securities under the conditions defined by Article 7 below, and for keeping up-to-date information relating to the ownership of the Securities by each Company Officer and Similar Person;
- for informing the Company's Board of Directors and Chairman and Chief Executive Officer without delay of any observed breach of the provisions of this Code;
- for drawing up a list of Permanent Insiders and, if applicable, lists of Occasional Insiders in accordance with the provisions of Article L. 621-18-4 of the Monetary and Financial Code and Articles 223-27 *et seq.* of the General Regulations of the AMF: these lists of names, which will be provided to the AMF at its request and will be retained for five years from the date they are prepared or updated, will include a statement of the reasons for the inclusion of each person named;
- pursuant to Article 223-24 of the General Regulations of the AMF, for preparing and updating the list of Similar Persons which will be transmitted simultaneously to the Similar Persons and to the AMF.

In addition, Permanent Insiders may seek the advice of Legrand's Chief Financial Officer before executing a Transaction in Legrand securities. It is important to note that this advice is non-binding and the decision whether to engage in a Transaction in the Securities is the sole responsibility of the person in question.

3. Confidentiality Obligations

Any person holding Inside Information - whether they are a Company Officer, Similar Person, Permanent Insider or Occasional Insider - must refrain from communicating such information to any other person, including within the Company, save in the normal course of his work, profession or functions.

Consequently, any Permanent or Occasional Insider must keep any Inside Information confidential as regards any other person, including within the Company, unless the business or assignment of that person requires them to be aware of such information.

It is also strictly prohibited to recommend to any person that they carry out or arrange to have carried out by any other person a Transaction in the Securities based on Inside Information.

All Permanent and Occasional Insiders undertake **not to distribute information or to spread rumors**, whether through the media (including the Internet) or by any other means, which are or are likely to be false or misleading as regards the Securities and/or the situation, results or prospects of the Company.

In addition, prior to sending Inside Information to an external service provider, every Permanent or Occasional Insider must inform the service provider of its confidentiality obligations and limit the service provider's disclosure of the Inside Information.

For a list of the **penalties** imposed in the event of breach of the obligations described in this Article 3, reference is made to the box appearing in Article 5.A below.

4. Registration of the Securities owned by Company Officers, Similar Persons and Insiders

Company Officers, Similar Persons and Insiders of Legrand, together with their spouses and dependent children, must register all the Securities that they own as well as any Securities that they may acquire subsequently.

5. Obligations to refrain from entering into Transactions in the Securities

A. Possession of Inside Information

Any person in possession of Inside Information - whether they are a Company Officer, Similar Person, Permanent Insider or Occasional Insider - must refrain from entering into any Transaction in the Securities, whether directly or indirectly, on his own behalf or on behalf of any other person, on or off-market, until that Inside Information has been published.

The attention of Company Officers, Similar Persons and Insiders is also drawn to the risk of Transactions in the Securities being entered into by persons closed to them, particularly including the related parties listed in Article 7 below and, more generally, any persons who by reason of the relationship between them and the Company Officer, Similar Person or Insider concerned, could be suspected of having used Inside Information communicated by that Company Officer, Similar Person or Insider.

The legal obligation to refrain from any dealing applies in the event of possession of Inside Information relating to any listed securities other than the Securities, and particularly the securities of listed companies in which Legrand has an investment currently or in the future.

Penalties imposed for use of Inside Information

Articles L. 465-1 *et seq.* of the Monetary and Financial Code:

"It shall be an offense punishable by two years' imprisonment and a fine of €1,500,000, the amount of which may be increased to 10 times the amount of any profit made and shall not be less than the amount of such profit, for management executives of a company of the kind referred to in Article L. 225-109 of the Commercial Code, and persons holding Inside Information in the course of their profession or functions as to the prospects or situation of an issuer whose securities are traded on a regulated market, or as to the future prospects of a financial instrument or an asset defined in paragraph II of Article L. 421-1 that is admitted for trading on a regulated market, to carry out or allow to be carried out, whether directly or through an agent, one or more transactions before the public becomes aware of such information.

It shall be an offense punishable by one year's imprisonment and a fine of €150,000, for any person holding Inside Information in the course of his professional functions as to the prospects or situation of an issuer whose securities are traded on a regulated market, or as to the future prospects of a financial instrument or an asset defined in paragraph II of Article 421-1 admitted for trading on a regulated market, to communicate such information to a third party other than in the normal course of his profession or functions.

It shall be an offense punishable by one year's imprisonment and a fine of €150,000, the amount of which may be increased to 10 times the amount of any profit made and shall not be less than the amount of such profit, for any person other than those referred to in the previous two paragraphs who knowingly possesses Inside Information on the situation or the prospects of an issuer whose securities are admitted to trading on a regulated market or the likely performance of a financial instrument or an asset defined in paragraph II of Article 421-1 that is admitted to trading on a regulated market, to directly or indirectly communicate that information, or allow it to be communicated, to a third party before the public becomes aware of such information. If the information in question is used in the commission of a crime or an offense, the sentence shall be increased to seven years' imprisonment and a fine of €1,500,000 if the amount of the profit realized is below that figure."

In addition, in the event of failure to comply with the provisions of Articles 621-1 *et seq.* of the General Regulations of the AMF (reproduced in [Appendix 4](#)), including the obligations set out in Article 3 above, the AMF may impose a fine on the persons responsible, of up to €100,000,000 or 10 times the amount of any profit made (Article L. 621-15-III of the Monetary and Financial Code).

B. Black-out periods

Without prejudice to the general obligation to refrain from dealing, described in Article 5.A above, any Company Officer, Similar Person or Insider must **refrain from carrying out any Transaction in relation to the Securities, whether directly or indirectly, on his own behalf or on behalf of another person:**

- during the period of **30 days** preceding the date on which the annual, half-yearly or quarterly accounts are published and the two trading days after the publication date;

- during the period between the date on which a meeting of the Board of Directors is called to approve a proposal constituting Inside Information, and the date on which an official communiqué is published by Legrand concerning that proposal, when he or she is aware of it.

The Chief Financial Officer is responsible for informing every Company Officer, Similar Person and Insider, in advance, of black-out periods resulting from the publication of the annual, quarterly or half-yearly accounts, based on the expected date of such publications provided to him in advance by the Chairman and Chief Executive Officer.

It is recommended that Transactions involving the Securities be carried out after publication of the annual, quarterly or half-year accounts and observing the periods mentioned above, without prejudice to compliance with the general rules applicable to holding of Inside Information.

C. Programmed trading mandate

The AMF's recommendations concerning the implementation of a programmed trading mandate are set forth in Appendix 7.

Even when a programmed trading mandate is implemented, it is recommended that no Transactions involving the Securities be executed during the black-out periods defined above.

6. Prohibited Transactions

It is strictly prohibited for Company Officers, Similar Persons and Insiders to enter into:

- any margin buying or short sale of the Securities;
- any habitual short-term buying and selling of the Securities, that is to say any round-trips over a period of less than 20 stock exchange sessions (with the exception of sales of shares following the exercise of stock options).

Company Officers further agree not to enter into any hedging transactions with respect to the Securities that they hold and in particular with respect to any bonus shares or stock options that they receive.

7. Declaration Obligations

Company Officers, Similar Persons and related parties are obligated, within a period of five stock exchange sessions following its completion, to make a declaration to the AMF of any Transaction they enter into in relation to the Securities.

Related parties of a Company Officer or Similar Person are:

1. his or her cohabiting spouse or his or her partner with whom he or she is connected by a civil solidarity agreement;
2. children in respect of whom he or she exercises parental authority or who live with him or her either habitually or during certain periods of the year, or for whom he or she is effectively and permanently responsible;
3. any other blood relative or relative by marriage who has lived in his or her home for at

least one year on the date of the transaction concerned;

4. any legal person or entity formed pursuant to French or foreign law, and:

- the direction, administration or management of which is the responsibility of the Company Officer or Similar Person or of any of the persons referred to in 1, 2 or 3 above, and which acts in the interests of any of those persons,
- or which is controlled, directly or indirectly, within the meaning of Article L. 233-3 of the Commercial Code, by the Company Officer or Similar Person or by any of the persons referred to in 1, 2 or 3 above,
- or which has been formed for the benefit of the Company Officer or of the Similar Person, or of any of the persons referred to in 1, 2 or 3 above,
- or in respect of which the Company Officer or the Similar Person or any of the persons referred to in 1, 2 or 3 above has the benefit of at least the majority of the economic benefits.

The Transactions that must be declared include but are not limited to the following:

- exercises of stock options;
- sales of Securities resulting from the exercise of stock options (a separate declaration is required even if the sale is made simultaneously with the exercise of the stock options);
- wash sales at year end;
- firm forward purchases and sales of the Securities (at the time the forward contract is entered into);
- conditional forward purchases and sales of the Securities, and in particular, purchases and sales of options;
- lending of the Securities;
- transactions in securities issued by entities whose only assets are the Legrand Securities and in which the Company Officers, Similar Persons or related parties perform their duties;
- the exercise of a conversion or swap option attached to a bond (convertible bond or OCEANE bond);
- transactions executed on behalf of a Company Officer, a Similar Person or a related party pursuant to a mandate;
- if beneficial and legal ownership of a Security are separated, the Company Officer, Similar Person or related party who sells or purchases the legal ownership of a Security must declare the transaction;
- the payment of dividends in the form of shares (at the time of settlement).

The declaration must be in accordance with the standard forms appearing in Appendices 5 and 6 below and must, in particular, include the following information:

- the company name of the issuer,
- the identity of the person making the declaration,
- the nature of the Transaction entered into (purchase, sale, subscription, swap, exercise of options to subscribe or purchase shares, dealing in derivatives, etc),
- a description of the Securities concerned,
- the date and place of the Transaction, and
- the unit price and amount of the Transaction.

It must be sent to the following address: declarationdirigeants@amf-france.org.

The execution advice must be sent to the AMF within the same time limit, by e-mail, or by ordinary post to *Autorité des Marchés Financiers*, 17, place de la Bourse, 75002 Paris.

Company Officers, Similar Persons and related parties must also send such declarations to the Chief Financial Officer, and must, at his request, declare the number and nature of the Securities that they hold as well as any other relevant information as to the ownership of the Securities (separate beneficial and legal ownership, undertakings to buy or sell, pledges of the Securities, etc).

Declarations are not required in respect of:

- dealings by Company Officers or Similar Persons the cumulative amount of which does not exceed €5,000 in the current calendar year (on the understanding that when such dealings relate to financial instruments associated with the issuer's Securities, this amount applies to the underlying Securities). As soon as the cumulative amount of such dealings exceeds €5,000, the Company Officer or Similar Person must declare all the dealings made by him, including those which were not required to be declared under the exemption;
- allocations of bonus shares: Company Officers and Similar Persons who are awarded bonus shares do not declare the award. At the end of the holding period, if the Company Officers, Similar Persons or related parties decide to sell the Securities, they must declare the sale;
- tenders of the Securities in connection with a merger, spin-off or asset contribution;
- gifts, distributions by way of gifts, and inheritances: the Company Officers, Similar Persons or related parties who receive a gift, a distribution by way of gift or a transfer of Securities in an inheritance are not required to declare the Securities they receive. However, they must declare any subsequent sale of those Securities. The donor does not declare the Securities that he transfers by way of gift;
- pledges of the Securities;
- if beneficial and legal ownership of a Security are separated, the Company Officer, Similar Person or related party who receive the beneficial ownership are not required to make a declaration.

Company Officers are also reminded or informed that they are required:

- to inform the Chief Financial Officer prior to any Transactions in the Securities whose amount exceeds €5,000;
- to inform the members of the Board of Directors as soon as possible of any Transaction in the Securities once such Transaction is complete;
- to inform the AMF monthly of the number of Securities sold to Legrand (*Article 241-5 of the General Regulations of the AMF*);
- during periods of takeover bids in which Legrand is the target, or during periods of public exchange offers initiated by Legrand, to make a declaration to the AMF every day after the stock exchange closes, of purchases or sales of the Securities or of the securities of the target company, when Legrand is the initiator thereof, as well as any transaction that could have the effect of transferring the ownership of the Securities (or of the securities of the target company when Legrand is the initiator) or of voting rights (*Article 231-46 of the General Regulations of the AMF*).

8. Special provisions relating to stock options

Pursuant to Article L. 225-177 of the Commercial Code, the Company cannot grant share purchase or subscription options:

- within a period of **10 stock exchange sessions** preceding and following the date on which the consolidated accounts (or, if consolidated accounts are not produced, the annual parent Company accounts) are published;
- within the period between the date on which the Company's managing bodies become aware of Inside Information, and the date following the expiry of **10 stock exchange sessions** after the date on which that Inside Information is published;
- within a period of **20 stock exchange sessions** following the detachment of a coupon carrying a right to a dividend or to an increase in the share capital.

It is also recommended that Company Officers, Similar Persons, Permanent and Occasional Insiders do not exercise their stock options:

- in the event that they are in possession of Inside Information, before it is published;
- during the black-out periods described in Article 5.B above.

Even where this recommendation does not appear to be justified since the exercise of an option does not generate any profit in itself, it must nevertheless be carefully considered given the very broad wording of Article L. 465-1 of the Monetary and Financial Code relating to the offense of insider dealing, which refers to carrying out any "transaction" before the public becomes aware of the information in question.

9. Special provisions relating to bonus shares granted to Company Officers, Similar Persons, Permanent and Occasional Insiders

Pursuant to Article L. 225-197-1 of the Commercial Code, free shares cannot be sold after the holding period:

- within a period of **10 stock exchange sessions** preceding and **3 stock exchange sessions** following the date on which the annual consolidated accounts (or, if consolidated accounts are not produced, the parent Company accounts) are published;
- within the period between the date on which the Company's managing bodies become aware of Inside Information, and the date following the expiry of **10 stock exchange sessions** after the date on which such Inside Information is published.

* * *

APPENDIX 1
LETTER OF UNDERTAKING
Company Officers/Insiders

I, the undersigned (*first name, last name, position*) confirm that:

I have read Legrand's Code of Conduct for dealings on the Stock Exchange, which contains the rules applicable to the possession, communication and use of Inside Information and the penalties incurred in the event of breach of those rules.

I undertake to comply with the terms of the Code.

I have been informed that my name appears on a list of Permanent Insiders prepared by Legrand's Chief Financial Officer (and of the reasons for my inclusion on this list), that it will be provided to the AMF at its request, and that it will be kept for a period of five years after it is prepared or updated.

[Date]

[Signature]

APPENDIX 2
LETTER OF UNDERTAKING
Similar Persons

I, the undersigned (*first name, last name, position*) confirm that:

I have read Legrand's Code of Conduct for dealings on the Stock Exchange, which contains the rules applicable to the possession, communication and use of Inside Information and the penalties incurred in the event of breach of those rules.

I undertake to comply with the terms of the Code.

I have been informed that my name appears on a list of Similar Persons prepared by Legrand's Chief Financial Officer, which has been provided to me and to the AMF.

I have also been informed that my name appears on a list of Permanent Insiders prepared by Legrand's Chief Financial Officer (and of the reasons for my inclusion on this list), that it will be provided to the AMF at its request, and that it will be kept for a period of five years after it is prepared or updated.

[Date]

[Signature]

APPENDIX 3

LETTER OF UNDERTAKING

(Occasional Insider)

[Legrand letterhead]

[To: Legrand Group employee]

[●]

[Dear (first name)]

Pursuant to current insider trading regulations, we are required to include your name on our list of “occasional insiders” by virtue of your involvement, as [●] *[indicate the employee's function within the Group that justifies his or her inclusion on the list]*, in preparing/organizing/executing the [●] project *[describe the project, e.g. acquisition by Legrand of [●], or anticipated event involving the Group such as a law suit or restructuring]* (the "**Project**"), and to the extent that you will receive certain information about the Project.

The existence of the Project and the information about the Project given to you or that may be given to you (the "**Information**") are strictly confidential and may be qualified as “Inside Information” under French securities regulations. Under these regulations, we are required to keep an up-to-date list of occasional insiders for submission to the French securities regulator (Autorité des Marchés Financiers – AMF) to facilitate the AMF’s investigations into the identity of any persons who may have breached insider dealing rules and to remind such persons of the obligations of holders of Inside Information. The fact that a person’s name appears on the list does not in any way infer that they may be guilty of insider dealing.

Legrand's Chief Financial Officer has drawn up a list of Occasional Insiders in respect of the Project. You are included on this list, along with details of why you are included and the date of your inclusion. This list will be made available to the AMF on request at any time during the five-year period from the date when it is drawn up or updated.

You will find enclosed the Legrand Code of Conduct for dealings on the Stock Exchange, which includes an overview of the main rules governing the holding, communication and use of Inside Information under the applicable laws and regulations, and of the penalties that may be imposed on any person who breaches these rules.

You are asked to read this Code carefully and to comply with the resulting obligations.

As a consequence of the foregoing,

- You recognize that you have read the Code of Conduct for dealings on the Stock Exchange and have been informed of:
 - your inclusion on the list of Insiders drawn up in connection with the Project;
 - the rules governing the holding, communication and use of inside information, and
 - the penalties that may be incurred if these rules are breached.
- You undertake, from the date of signature of this letter until the date when the Inside Information communicated or to be communicated to you concerning the Project is made public, for example in a press release issued by Legrand, or is no longer qualified as Inside Information, to:
 - treat as strictly confidential any and all Inside Information received or to be received in relation to the Project, and
 - refrain from purchasing or selling, any Legrand Securities, directly or through a third party, on or off-market or as the underlying for any derivative financial instruments or otherwise.

We will notify you when information about the Project is made public or when the Project has been abandoned. In the case where a press release is issued, you will be required to continue to treat as strictly confidential all Inside Information not disclosed in the press release.

Your name will remain on the list of Occasional Insiders even if you stop working on the Project (in this case, the list will simply be updated to indicate the date on which you ceased having access to Inside Information).

In accordance with the French Data Protection Act of January 6, 1978 (*Loi Informatique et Libertés*) as updated on August 6, 2004, this list is confidential and it will not be disclosed to any persons other than the AMF. To check the information about you contained in the list and, if necessary, request that any material errors be corrected, you should contact the Legrand's Chief Financial Officer.

We will be pleased to provide any further information you may require or to provide guidance in applying the above rules.

Please sign and return the attached copy of this letter, by registered mail with return receipt requested, within ten days, to confirm your agreement with the terms of this undertaking.

Thank you in advance for your cooperation.

Sincerely yours,

(Signed in)....., on.....

Chief Financial Officer

[●]

APPENDIX 4
Article 621-1 et seq. of the General Regulations of the AMF

PART II - INSIDER DEALING

CHAPTER I - INSIDER INFORMATION - DEFINITIONS

Article 621-1

Inside Information is specific information which has not been published, which relates directly or indirectly to one or more issuers of financial instruments or to one or more financial instruments, and which, if it were published, would be likely to have a material influence on the price of the financial instruments concerned or of financial instruments associated therewith.

Information is deemed to be specific if it refers to a set of circumstances or to an event which has arisen or which is likely to arise and if it is possible to draw a conclusion as to the possible effect of such circumstances or event on the price of the financial instruments concerned or of financial instruments associated therewith.

Information which if it were published would be likely to have a material influence on the price of the financial instruments concerned or on the price of derivative financial instruments associated therewith, is information on which, among other information, a reasonable investor would be likely to base his or her investment decisions.

Article 621-2

In the case of derivative financial instruments, Inside Information is specific information which has not been published and which relates, directly or indirectly, to one or more such derivative instruments and which users of the markets on which such derivative instruments are traded would expect to receive in accordance with accepted market practices on those markets, when such information:

1. is periodically made available to the users of such markets, or
2. is published in accordance with the law, with regulations or with market rules, or pursuant to contracts or market practices specific to the market in the underlying product or to the market in the derivative instruments associated with the underlying products concerned.

Article 621-3

In the case of persons responsible for the execution of orders relating to financial instruments, Inside Information is also any information transmitted by a client in relation to that client's pending orders, which is precise in nature and which relates directly or indirectly to one or more issuers of financial instruments or to one or more financial instruments, and which is likely, if it were published, to have a material influence on the price of the financial instruments concerned or the price of the financial instruments associated therewith.

CHAPTER II - ABSTENTION OBLIGATIONS

Article 622-1

Any person referred to in Article 622-2 must refrain from using Inside Information in his possession for the purpose of buying or selling (*Order of December 30, 2005*) "or for the purpose of attempting to buy or sell" on his own behalf or on behalf of another person, whether directly or indirectly, the financial instruments to which that information relates or the financial instruments with which such instruments are associated.

That person must also refrain from:

1. Communicating such information to any other person other than in the normal course of his work, profession or functions, or for purposes other than those for which the information was communicated to him;
2. Recommending to any other person, based on Inside Information, that they buy or sell or arrange for the purchase or sale by any other person, of the financial instruments to which that information relates or the financial instruments with which those instruments are associated.

The abstention obligations contained in this Article do not apply to transactions carried out to ensure the execution of a purchase or sale obligation which has fallen due in relation to financial instruments and arises from a contract entered into before the person concerned was in possession of Inside Information.

Article 622-2

The abstention obligations provided by Article 622-1 applies to any person in possession of Inside Information by reason of:

1. His position as a member of the administrative, management or supervisory bodies of the issuer;
2. His investment in the capital of the issuer;
3. His access to information by reason of his work, profession or functions, or by reason of his participation in the preparation and execution of a financial transaction;
4. Any activities capable of being classified as crimes or offenses.

These abstention obligations also apply to any other person in possession of Inside Information and who knows or ought to know that such information is Inside Information.

When the person referred to in this Article is a legal person, the abstention obligations also apply to any natural persons participating in the decision to proceed with the transaction on behalf of the legal person in question.

**APPENDIX 5
STANDARD FORM OF DECLARATION**

Declarations must be in the following form:

DECLARATION OF DEALINGS IN THE COMPANY'S SECURITIES
1. COMPANY NAME OF THE ISSUER
2. IDENTITY OF THE PERSON MAKING THE DECLARATION
<p>(a) First name(s) and last name of the person making the declaration; in the case of legal persons: the company name.</p> <p>(b) If the person making the declaration is a person referred to in (a)¹ and (b)² of Article L. 621-18-2 of the Monetary and Financial Code, specify the functions carried out on behalf of the issuer.</p> <p>(c) If the person making the declaration is a related party³, state: . for natural person: "a person associated with" and the forename(s), surname and functions of the person with whom that person has a close personal connection; . for legal entity: "company's registered name, legal entity associated with" and the forename(s), surname and functions of the person with whom that person has a close personal connection.</p>
3. DESCRIPTION OF THE FINANCIAL INSTRUMENT
<p>Shares <input type="checkbox"/></p> <p>Other types of financial instrument <input type="checkbox"/></p>
4. NATURE OF THE TRANSACTION
<p>Purchase <input type="checkbox"/></p> <p>Sale <input type="checkbox"/></p> <p>Subscription <input type="checkbox"/></p> <p>Swap <input type="checkbox"/></p> <p>Exercise of stock options <input type="checkbox"/></p> <p>Other type of transaction <input type="checkbox"/> (Specify:)</p>
5. DATE OF THE TRANSACTION
Day/Month/Year
6. PLACE OF THE TRANSACTION
7. UNIT PRICE
8. AMOUNT OF THE TRANSACTION

Contact details of the person making the declaration or his representative:

Address:

Telephone:

1. Namely: in "(a) Members of the Board of Directors, Management Board or Supervisory Board, and the Chief Executive Officer, Chairman and Chief Executive Officer, Senior Executive Vice President or Manager of that person" (Article L. 621-18-2(a) of the Monetary and Financial Code).
2. Namely: "(b) Any other person who under the conditions defined by the General Regulations of the Financial Markets Authority has the power to take management decisions concerning the development and strategy of an issuer, and on the other hand, who has regular access to Inside Information directly or indirectly relating to that issuer" (Article L. 621-18-2(b) of the Monetary and Financial Code).
3. Namely: "(c) Persons having close personal links with the persons referred to in (a) and (b) under the conditions defined by Decree of the Council of State" (Article L. 618-2(b) of the Monetary and Financial Code).

The personal data collected on this form will be processed by a computer reserved for the exclusive use of the AMF in carrying out its business. Pursuant to Law No. 78-17 of January 6, 1978 on information technology, files and liberties, the physical persons concerned may exercise their right to access the data and to have it corrected, if necessary, by contacting Issuer Management at the AMF.

APPENDIX 6
STANDARD FORM OF DECLARATION (AVAILABLE IN FRENCH ONLY)

DÉCLARATION DES OPÉRATIONS RÉALISÉES SUR LES TITRES DE LA SOCIÉTÉ	
1. DÉNOMINATION SOCIALE DE LA SOCIÉTÉ	
2. IDENTIFICATION DU DÉCLARANT	
a) Nom et prénom(s) du déclarant. Dans le cas des personnes morales, indiquer la dénomination sociale. b) Si le déclarant est une personne mentionnée aux a) ¹ et b) ² de l'article L. 621-18-2 du code monétaire et financier, préciser les fonctions exercées au sein de l'émetteur. c) Si le déclarant est une personne étroitement liée ³ , indiquer : <ul style="list-style-type: none"> • s'il s'agit d'une personne physique, « Une personne physique liée à » suivi du nom, du prénom et des fonctions de la personne avec laquelle le déclarant a un lien personnel étroit ; • s'il s'agit d'une personne morale, « [Dénomination sociale], personne morale liée à » suivi du nom, du prénom et des fonctions de la personne avec laquelle le déclarant a un lien personnel étroit. 	
3. DESCRIPTION DE L'INSTRUMENT FINANCIER	
Actions	<input type="checkbox"/>
Autres types d'instruments financiers	<input type="checkbox"/>
4. NATURE DE L'OPÉRATION	
Acquisition	<input type="checkbox"/>
Cession	<input type="checkbox"/>
Souscription	<input type="checkbox"/>
Échange	<input type="checkbox"/>
Exercice de stock-options	<input type="checkbox"/>
Autres types d'opération	<input type="checkbox"/>
Préciser :	
5. DATE DE L'OPÉRATION	
6. LIEU DE L'OPÉRATION	
7. PRIX UNITAIRE	
8. MONTANT DE L'OPÉRATION	

Coordonnées du déclarant ou de son représentant :

Adresse :

Téléphone :

Fax :

1. À savoir : « a) Les membres du conseil d'administration, du directoire, du conseil de surveillance, le directeur général, le directeur général unique, le directeur général délégué ou le gérant de cette personne ; » (Article L. 621-18-2 a) du code monétaire et financier).

2. À savoir : « b) Toute autre personne qui, dans les conditions définies par le règlement général de l'Autorité des marchés financiers a, d'une part, au sein de l'émetteur, le pouvoir de prendre des décisions de gestion concernant son évolution et sa stratégie, et a, d'autre part, un accès régulier à des informations privilégiées concernant directement ou indirectement cet émetteur ; » (Article L. 621-18-2 b) du code monétaire et financier).

3. À savoir : « c) Des personnes ayant, dans des conditions définies par décret en Conseil d'État, des liens personnels étroits avec les personnes mentionnées aux a et b. » (Article L. 621-18-2 b) du code monétaire et financier).

« Les données à caractère personnel collectées par le biais de ce formulaire font l'objet d'un traitement informatique réservé à l'usage exclusif de l'AMF pour l'accomplissement de ses missions. Conformément à la loi n° 78-17 du 6 janvier 1978 relative à l'informatique, aux fichiers et aux libertés, les personnes physique concernées peuvent exercer leur droit d'accès aux données, et le cas échéant, les faire rectifier en s'adressant à la Direction des Emetteurs à l'AMF. »

APPENDIX 7
Extract from AMF Recommendation No. 2010-07 of November 3, 2010
on Programmed Trading Mandates

3. Programmed trading mandates

3.1. Regulated mandates offering a rebuttable presumption

The AMF notes that some French companies have introduced trading mandates that allow executives to arrange with an agent to dispose of their shares. In some cases, the mandates may also include the exercise of stock options followed by the sale of the underlying shares. A similar arrangement, known as a trading plan, already exists in the United States²⁴ and the UK²⁵, where it is included in market regulations.²⁶

Executives are deemed likely to be holding inside information at all times. They have to comply with multiple black-out periods and make sure before entering into any transaction that they are not in an insider situation. Recent European case law on sanctions for insider misconduct²⁷ upheld the principle of the objective nature of insider misconduct, which is based on the rebuttable presumption that the executive has used inside information. Accordingly, a person holding inside information who makes a transaction will not automatically fall foul of the ban on insider misconduct, since any undue use of that information has to be established by a thorough examination of the factual circumstances, bearing in mind the aims of the Market Abuse Directive ("MAD").

In view of the foregoing, when executives of listed companies arrange trading mandates, as described in this guide, the AMF's position is that they benefit from a rebuttable presumption of not having engaged in insider misconduct unless there is positive proof that the rules of the mandate have been breached, in which case they may incur legal action for undue use of inside information with regard to the MAD.

Given the proximity or close relations that may exist between an executive and his agent, the mandate should in principle be governed by the precise, strict rules outlined below. The executive must not be in a position to influence in any way the decisions taken by his agent; and the following rules apply:

- the mandate shall be arranged in a period when the executive is not holding inside information;
- the mandate shall be made public when it is arranged, without disclosing its characteristics;
- the executive shall refrain from intervening in the execution of the mandate;
- the agent's transactions shall be governed by a precise and irrevocable instruction that is not executed until after a waiting period has elapsed.

²⁴ § 240.10b5-1 Trading "on the basis of material non public information in insider trading cases.

²⁵ Trading Plan Instrument amending the Model Code under the Financial Services and Markets Act 2000 (FSMA) pursuant to articles LR.9.2 et seq of the Listing Rules.

²⁶ The US Securities and Exchange Commission has created an "affirmative defense" whereby a manager can show that his dealings were not prompted by the possession of inside information but by a contractual arrangement entered into beforehand, when he was not in an insider situation. In the UK a trading plan, adopted in compliance with regulatory requirements, allows transactions to be executed on behalf of a manager during prohibited periods. In the British model, the trading plan is also a written agreement between the manager and an independent third party, and has the same characteristics as American trading plans. The manager notifies the issuer about the existence and signature date of the trading plan when it is first implemented and about every trade executed under it. The issuer publishes these notifications.

²⁷ CJEU judgment of 23 December 2009 in case C-45/08, Spector Photo Group NV, Chris Van Raemdonck/CBFA.

3.2. Characteristics of the mandate

The AMF recommends that executives should set up a trading mandate with the characteristics described below. The ideal mandate is one that allows the intermediary to demonstrate at all times that it has acted on the basis of objective facts. However, as regards supervision of the agent's trades, executives are free to choose among the options proposed.

3.2.1. Nature of the mandate

The service provided by the agent is an investment service. The AMF considers that the mandate is a discretionary investment mandate and recommends that it be referred to as a *mandat de gestion programmée* or "programmed trading mandate".

3.2.2. Arranging the mandate

The programmed trading mandate is arranged on the initiative of the executive or, where appropriate, the company.

If the company is the arranger, it can make the mandate compulsory for its executives or for a wider constituency, in particular "executive equivalents". In its procedures for granting stock options or bonus shares, it can stipulate that disposals must be made only through the mandate. In this case, the company appoints a corporate entity as the agent with which the mandate will be signed.

In any case, the AMF recommends that the agent should not be the person that manages the executive's personal and family assets.

The mandates arranged between the financial institution or management company and the executive(s) concerned must meet the following conditions

- The mandate must be arranged for a fixed term. However, it must specify that the transactions are to be carried out in accordance with an instruction from the executive for a period of at least 12 months. The instruction may be carried out within a shorter timeframe if its characteristics make this possible and market conditions allow. Furthermore, if the instruction leaves the agent with little leeway because it is based on a formula or an algorithm, its term may be shorter than 12 months but no less than 3 months.
- The executive informs the agent in writing on the day he issues the instruction, and each time he renews it, that he does not hold inside information that could have a significant effect on the company's share price.
- The mandate includes a statement of independence vis-à-vis the executive, issued by the legal entity acting as agent and indicating in particular that there are no family ties or business relationships pre-dating the signing of the mandate.
- The instruction starts to be executed at least three months after it has been given to the agent. If the real term of the instruction is 12 months, the executive can send the agent a new instruction three months before the first one expires. If the instruction is executed in a shorter timeframe, the executive can also send another instruction, which may not be executed until three months later.

- The executive must refrain from:
 - disposing of his shares otherwise than under the mandate²⁸ if the agent is to trade solely on the sell side,
 - buying the shares otherwise than under the mandate²⁹ if the agent is to trade solely on the buy side.
- The executive has a binding obligation not to intervene in the execution of the mandate or to contact the agent; a clause can be added to the agreement revoking it in the event of contacts between the executive and the agent.
- The executive's instruction is irrevocable except in the event of force majeure or the following special cases: (i) a personal event (e.g. death or disability of the principal); (ii) resignation or dismissal of the principal; (iii) gross negligence on the part of the agent; (iv) a market event (tender offer for the company or implementation of a delisting procedure, change of corporate control following a merger or spin-off); (v) departure of the executive or the management team.

In light of the nature and stringent requirements of the mandate, it may continue to be executed during the black-out periods set by the company. The AMF has noted, however, that some companies choose to suspend execution during these periods, for reputational reasons.

3.2.3. Purpose of the mandate

The mandate's purpose must be precisely defined and may involve one or more of the following:

- exercise of options to subscribe new shares or purchase existing shares;
- sale of shares exercised for the executive, as well as acquired and allotted shares;
- subscription or purchase of shares.

3.2.4. Instruction to regulate transactions

Regarding the instruction that determines how the agent is to trade, several solutions are possible:

The instruction must apply only to the purchase or to the disposal of the shares. In other words, under a single instruction, the agent will trade on the buy side or on the sell side only, though simple option exercises are permitted at all times.

- The first solution is to select a formula or an algorithm that sets the number, price and dates at which the agent can buy or sell the company's shares, or, more simply, in determining preprogrammed purchases and disposals. One variant of this solution is to allow the agent to sell a number of shares set by the executive during periods specified in the instruction, using the so-called VWAP technique, which establishes a selling price based on the volume-weighted average price of the shares in the central orderbook during a given period.
- The second solution is to determine the number and breakdown, over three-month periods, of the transactions to be executed during the term of the instruction, along with one or more reserve prices. In each period, the agent

²⁸ The mandate covers sales only. Moreover, managers are entitled to acquire securities by purchasing them in the market or subscribing a capital increase, for example. Such transactions are not covered by a presumption and are subject to ordinary law.

²⁹ The mandate covers sales only. Moreover, managers are entitled to acquire securities by purchasing them in the market or subscribing a capital increase, for example. Such transactions are not covered by a presumption and are subject to ordinary law.

either buys or sells shares at the dates and in the volumes he deems appropriate, remaining within the limits of the executive's instruction.

In any case, the agent must be able to prove that he has complied with the instructions he has received, as well as the formula or algorithm. Accordingly, all his transactions must be traceable.

3.2.5. Trade reporting under the mandate

The executive or the company discloses the existence of the mandate when it is signed, giving details about the its purpose, the market side (buy or sell) covered by the instruction when it is issued and each time it is renewed, and the list of the executives concerned (where the mandate has been arranged by the company and applies to several people). The company posts this information on its website, and a copy of the mandate and the instruction is filed with the AMF³⁰.

All transactions made by the agent on behalf of executives in the context of the mandate must be reported in accordance with Article L. 621-18-2 of the Monetary and Financial Code³¹. Each trade must be reported to the AMF within five days of execution and is published on its website in a special format. The agent is permitted to report the trade on the executive's behalf. The report states clearly that the transaction was executed under the mandate.

³⁰ The copy of the mandate may be filed electronically at declarationdirigeants@amf-france.org, with "Implementation of a programmed trading mandate" in the subject line, or be sent by postal mail to Autorité des Marchés Financiers, Direction des Emetteurs, 17 Place de la Bourse 75082, Paris Cedex 2, France.

³¹ This applies only to managers who are subject to the reporting requirement under Article L. 621-18-2 of the Monetary and Financial Code.