



A French *société anonyme* with capital of EUR 1,047,349,376  
Registered at 128, avenue du Maréchal de Lattre de Tassigny - 87000 Limoges, France  
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Limoges, May 23, 2008

**SHARE BUYBACK PROGRAM APPROVED BY  
THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS ON MAY 22, 2008**

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Legrand is the global specialist in products and systems for electrical installations and information networks where people live and work. Its comprehensive offering of solutions for use in commercial, industrial and residential markets makes it a benchmark for suppliers worldwide. Innovation for a steady flow of new products with high added value is a prime vector for growth. Backed by sound business and financial structures, Legrand is actively expanding its presence in fast-growing geographical zones and market segments that include lighting controls, energy savings and home automation, through a sustained stream of targeted, self-financed acquisitions and other initiatives. In 2007 Legrand employed 35,000 people around the globe and reported sales of €4.1billion, including 25% in emerging markets. The company is listed on the Eurolist market of Euronext Paris and is a component stock of indexes including the SBF120, FTSE4Good and MSCI World (ISIN code FR0010307819). [www.legrandelectric.com](http://www.legrandelectric.com)

Established in accordance with articles 241-1 and following of the General Regulation of the *Autorité des Marchés Financiers* (AMF) (*the French stockmarket supervisor*), this description of the share buyback program has been drawn up for the purpose of setting forth the objectives and terms of the program of Legrand ("the Company") for the purchase of its own shares as approved by the General Meeting of Shareholders on May 22, 2008.

On May 22, 2008, the Board of Directors of Legrand implemented the share buyback program authorized by decision of the General Meeting of Shareholders held the same day.

**I. Number of shares and percentage of capital stock held by the Company.**

On May 22, 2008, the Company's capital stock consisted of 261,837,344 shares.

At the same date, the Company held 5,823,519 of its own shares, representing 2.22% of its capital stock.

**II. Allocation by purpose of own shares held by the Company**

At May 22, 2008, the 5,823,519 own shares held by the Company were allocated as follows, by purpose:

- 938,100 shares under a contract to ensure liquidity of trading in shares in accordance with the Charter of Professional Ethics recognized by the *Autorité des Marchés Financiers* (the French stockmarket supervisor) through an investment service provider acting independently,
- 80,000 shares allocated to employee profit-sharing,
- 4,805,419 shares allocated to the implementation of any Company stock-option plan in accordance with the provisions of articles L.225-177 and following of the *Code de*

*Commerce* (commercial code) and any free allocation of shares pursuant to the provisions of articles L.225-197-1 and following of the *Code de Commerce* (commercial code).

### **III. Purposes of the buyback program**

Legrand envisages conducting or having conducted a share buyback for the purposes of:

- ensuring liquidity and trading in shares through an investment service provider acting independently under a contract in accordance with the Charter of Professional Ethics recognized by the *Autorité des Marchés Financiers* (the French stockmarket supervisor),
- implementing any Company stock-option plan in accordance with the provisions of articles L.225-177 and following of the *Code de Commerce* (commercial code); any free allocation of shares as may result from any company or group employee share-ownership plan in accordance with the provisions of articles L.443-1 and following of the *Code du Travail* (labor code); any free allocation of shares pursuant to the provisions of articles L.225-197-1 and following of the *Code de Commerce* (commercial code); and any free allocation of shares for the purposes of employee profit-sharing, together with any hedging transactions relating to any of the aforesaid transactions,
- holding and subsequently delivering shares by way of exchange or payment relating to equity acquisitions, this being within the limits established under applicable regulations,
- delivering shares on the exercise of rights attached to securities where these rights entail direct or indirect entitlement, whether immediately or at some later date, to Company shares,
- canceling all or some of the shares so purchased, pursuant to the authorization granted to the Board of Directors by the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 22, 2008.

### **IV. Limit on the percentage of capital stock and the number of shares that may be purchased pursuant to the share buyback program**

#### **1. Maximum percentage of capital stock that the Company may acquire**

The limit on the portion of capital stock that is authorized for purchase under the buyback program is 10% of the total number of shares representing the capital stock at the date of the Combined Ordinary and Extraordinary General Meeting of Shareholders held on May 22, 2008 (26,183,734 shares).

As provided under articles L. 225-209 and L.225-210 of the *Code de Commerce* (commercial code), the Company may at no time hold Legrand shares representing more than 10% of the shares making up Legrand's capital stock at the date concerned (subject to more restrictive limits established under applicable law).

The securities that Legrand proposes to buy are shares only.

#### **2. Maximum authorized unit purchase price**

The maximum price that may be paid for shares purchased pursuant to the buyback program is €36 per share, it being provided that this price may be adjusted in the event of a change in the nominal value of shares in connection with a capital increase resulting from incorporation of reserves, with a free allotment of shares, with a share split or combination, with distribution of reserves or other assets, or with the amortization of equity or other transactions affecting equity, in such a way as to allow for the impact of such transactions on nominal value. In any event, the purchase of the securities shall only be made in accordance with any applicable law and regulation.

The maximum total expenditure authorized for the purposes of implementing the share buyback program is €650 million, including fees, commissions and other expenses. Legrand reserves the right to conduct the buyback program in the full amount authorized.

**V. Duration of the buyback program**

The buyback program is implemented for a period of eighteen months from the authorization granted by the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 22, 2008, or up to November 22, 2009 at the latest.

**VI. Appointment of an investment service provider****Implementation of share buyback program**

The Company will appoint an investment service provider acting independently in order to assist it in the implementation of the share buyback program.

**Liquidity contract**

Under a contract signed on May 29, 2007, Legrand hired Crédit Agricole Cheuvreux to provide for the liquidity of Legrand shares and ensure more regular trading. This contract complies with the Charter of Professional Ethics drawn up by the AFEI and recognized by the *Autorité des Marchés Financiers* (the French stockmarket supervisor) on March 22, 2005.

The total amount of this liquidity contract is €45 million.

**VII. Review of previous share buyback program**

The Combined Ordinary and Extraordinary General Meeting of Shareholders on May 15, 2007, authorized the Board of Directors to implement, or have implemented by delegation, a share buyback program during a period of eighteen months ending November 15, 2008. A description of this program was published on May 3, 2007.

This program was implemented on May 16, 2007, the day after the General Meeting of Shareholders.

The tables below give information on transactions carried out under the previous buyback program.

**Summary of data****Disclosure of trading in own shares between May 15, 2007 and May 22, 2008**

Percentage of capital held directly or indirectly: (1)	2.22%
Number of shares cancelled over the preceding 24 months: (2)	9,138,395
Number of shares in the portfolio: (1)	5,823,519
Book value of the portfolio (in euros): (1)	128,261,568
Market value of the portfolio (in euros): (1)	111,287,448

(1) At the date of publication of the program description.

(2) The 24 months preceding the date of publication of the program description.

	Aggregate gross flows		Positions open at the program description publication date			
	Purchases	Sales / Transfers	Open long positions		Open short positions	
Number of shares	15,244,636	3,734,379	<i>Calls purchased</i>	<i>Long futures contracts</i>	<i>Calls written</i>	<i>Short future contracts</i>
Average maximum expiration date			None	None	None	None
Average traded price	€22.86	€21.80				
Average strike price			None	None	None	None
Amounts	€348,464,628	€81,398,631				