

9.2.1.1 FINANCIAL GRANTS OF AUTHORITY AND AUTHORIZATIONS CURRENTLY IN FORCE

At the date of this universal registration document, the Company's Board of Directors held the following financial authorizations from the shareholders at the Shareholders' General Meetings:

Authorizations and grants of authority by shareholders in General Meeting	Duration of the authority/ Expiry date	Terms and conditions of the authority	Use of the authority during the 2019 financial year
Shareholders' General Meeting of May 30, 2018			
Authorization to allot existing or new shares free of charge to employees and/or corporate officers (resolution 17)	18 months July 30, 2021	Limit: 1.5% of the share capital at the date of the allotment decision	617,818 shares
Issues of shares or complex securities, with preferred subscription rights maintained (resolution 18)	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €200 million (this amount is included in the overall nominal limit for capital increases through the issuance of shares or securities convertible to equity of €200 million (the "Overall Capital Increase Limit")) Overall nominal amount of bonds and other debt securities that may be issued pursuant to this grant of authority: may not exceed €2 billion (this amount is included in the overall nominal limit for debt securities of €2 billion (the "Overall Debt Securities Limit"))	Nil
Issues, by public offering, of shares or complex securities, without preferred subscription rights (resolution 19)	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €100 million (this nominal amount is included in the nominal limit of €100 million set by resolution 20 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this grant of authority: may not exceed €1 billion (this amount is included in the limit of €1 billion set by resolution 20 and in the Overall Debt Securities Limit)	Nil
Issues, by means of an offer within the scope of article L. 411-2 II of the French Monetary and Financial Code (private placement), of shares or complex securities, without preferred subscription rights (resolution 20)	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €100 million or the legal limit, i.e. 20% of the Company's share capital (this nominal amount is included in the nominal limit of €100 million set by resolution 19 and in the Overall Capital Increase Limit) Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this grant of authority: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by resolution 19 and in the Overall Debt Securities Limit)	Nil
Increase in the amount of issues made with or without preferred subscription rights in the event of excess demand (resolution 21)	26 months July 30, 2020	Deadline: within thirty days from the closing date for subscriptions Limit: 15% of initial issue Price: same price as that determined for the initial offering Compliance with the upper limits applicable to each type of issue decided pursuant to resolutions 18, 19 or 20	Nil
Capital increase through incorporation of reserves, profits, premiums or other items (resolution 22)	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €100 million, it being noted that this limit is independent of any of the other limits on issuance of shares and other securities pursuant to authorities or authorizations granted by the Shareholders' General Meeting of May 30, 2018	Nil

Issues of shares or complex securities for members of the Company or Group employee share-ownership program, without preferred subscription rights (resolution 23)	26 months July 30, 2020	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €25 million (this amount is included in the nominal limit of €100 million set by resolutions 19 and 20 and in the Overall Capital Increase Limit)	Nil
Issues of shares or complex securities as consideration for contributions in-kind to the Company without preferred subscription rights (resolution 24)	26 months July 30, 2020	5% of the share capital at the issue date Total nominal amount of capital increases pursuant to this grant of authority: included in the nominal limit of €100 million set by resolutions 19 and 20 and in the Overall Capital Increase Limit Total nominal amount of debt securities issued pursuant to this grant of authority: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by resolutions 19 and 20 and in the Overall Debt Securities Limit)	Nil

Shareholders' General Meeting of May 29, 2019

Authorization for the purpose of allowing the Company to trade its own shares (resolution 10)	18 months November 30, 2020	Limit: 10% of the share capital at May 29, 2019 Maximum amount allocated : €1,000 million Maximum purchase price per share : €90	83,002,566 €
Authorization to reduce the share capital by cancellation of shares (resolution 12)	18 months November 30, 2020	Limit: 10% of the share capital at May 29, 2019	Nil

9.2.1.2 FINANCIAL GRANTS OF AUTHORITY AND AUTHORIZATIONS SUBMITTED TO THE COMBINED ANNUAL AND EXTRAORDINARY GENERAL MEETING OF MAY 27, 2020

At the Shareholders' General Meeting to be held on May 27, 2020, shareholders will be asked to renew the following financial authorizations and grants of authority (see the draft resolutions in Appendix 4 of this universal registration document):

Authorization/grant of authority	Duration and expiry date	Terms and conditions of the authority/Maximum nominal amount
Authorization for the purpose of allowing the Company to trade its own shares (resolution 15)	18 months November 27, 2021	Limit: 10% of the share capital at May 27, 2020 Maximum amount allocated : €1,000 million Maximum purchase price per share : €90
Authorization to reduce the share capital by cancellation of shares (resolution 21)	18 months November 27, 2021	Limit: 10% of the share capital at May 27, 2020
Issues of shares or complex securities, with preferred subscription rights maintained (resolution 22)	26 months July 27, 2022	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €200 million (this amount is included in the overall nominal limit for capital increases through the issuance of shares or securities convertible to equity of €200 million (the "Overall Capital Increase Limit")) Overall nominal amount of bonds and other debt securities that may be issued pursuant to this grant of authority: may not exceed €2 billion (this amount is included in the overall nominal limit for debt securities of €2 billion (the "Overall Debt Securities Limit"))
Issues, by public offering, of shares or complex securities, without preferred subscription rights (resolution 23)	26 months July 27, 2022	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €100 million (this nominal amount is included in the nominal limit of €100 million set by resolution 24 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to this grant of authority: may not exceed €1 billion (this amount is included in the limit of €1 billion set by resolution 24 and in the Overall Debt Securities Limit)

Issues, by means of an offer within the scope of article L. 411-2 II of the French Monetary and Financial Code (private placement), of shares or complex securities, without preferred subscription rights (resolution 24)	26 months July 27, 2022	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €100 million or the legal limit, i.e. 20% of the Company's share capital (this nominal amount is included in the nominal limit of €100 million set by resolution 23 and in the Overall Capital Increase Limit) Overall Capital Increase Limit Total nominal amount of debt securities (including bonds) issued pursuant to this grant of authority: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by resolution 23 and in the Overall Debt Securities Limit)
Increase in the amount of issues made with or without preferred subscription rights in the event of excess demand (resolution 25)	26 months July 29, 2022	Deadline: within thirty days from the closing date for subscriptions Limit: 15% of initial issue Price: same price as that determined for the initial offering Compliance with the upper limits applicable to each type of issue decided pursuant to resolutions 22, 23 or 24
Capital increase through incorporation of reserves, profits, premiums or other items (resolution 26)	26 months July 27, 2022	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €100 million, it being noted that this limit is independent of any of the other limits on issuance of shares and other securities pursuant to authorizations or authorizations granted by the Shareholders' General Meeting of May 27, 2020
Issues of shares or complex securities for members of the Company or Group employee share-ownership program, without preferred subscription rights (resolution 27)	26 months July 27, 2022	Total nominal amount of capital increases pursuant to this grant of authority: may not exceed €25 million (this amount is included in the nominal limit of €100 million set by resolutions 23 and 24 and in the Overall Capital Increase Limit) 5% of the share capital at the issue date
Issues of shares or complex securities as consideration for contributions in-kind to the Company without preferred subscription rights (resolution 28)	26 months July 27, 2022	Total nominal amount of capital increases pursuant to this grant of authority: included in the nominal limit of €100 million set by resolutions 19 and 20 and in the Overall Capital Increase Limit Total nominal amount of debt securities issued pursuant to this grant of authority: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by resolutions 23 and 24 and in the Overall Debt Securities Limit)

9.2.2 - Acquisition by the Company of its own shares

9.2.2.1 CURRENT SHARE BUYBACK PROGRAM

Use of the authorization granted at the Combined Ordinary and Extraordinary General Meeting of May 29, 2019

The Company implemented a share buyback program pursuant to the authorization described below and granted to the Board of Directors at the Shareholders' General Meeting on May 29, 2019:

Transaction	Term of authorization and expiry date	Maximum amount (in millions of euros)	Maximum number of shares
Share buyback program (resolution 10)	18 months November 30, 2020	1,000	10% of the Company's share capital at May 29, 2019

The Company has purchased a certain number of its shares pursuant to this share buyback program and previous programs.

During 2019, the Company purchased a total of 1,527,922 shares at a total cost of €98,155,309 (€15,152,743 under the share buyback program implemented pursuant to the authorization granted by the Board of Directors at the Shareholders' General Meeting on May 30, 2018, and €83,002,566 under the share buyback program implemented pursuant to the authorization granted to the Board of Directors at the Shareholders' General Meeting on May 29, 2019), and sold 1,838,528 shares for a total of €116,879,319, under the liquidity agreement entered into with Kepler Cheuvreux on May 29, 2007. The terms of this

agreement comply AMF decision 2018-1 establishing liquidity contracts under normal market practice, which entered into force on January 1, 2019.

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

Aside from the liquidity agreement, the company bought back 600,000 shares for a total of €36,538,032 and an average price of €60.90 per share, with transaction fees amounting to €124,229.

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

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

Description of the current share buyback program

The full description of the current share buyback program is available on the Company's website (www.legrandgroup.com).

9.2.2.2 NEW SHARE BUYBACK PROGRAM TO BE SUBMITTED FOR APPROVAL AT THE SHAREHOLDERS' GENERAL MEETING

The draft resolutions adopted by the Company's Board of Directors on March 19, 2020 for submission to shareholders at the Shareholders' General Meeting on May 27, 2020 provide for the renewal of the authorization for the share buyback program, subject to a limit of 10% of the share capital and a total amount of €1,000 million, with a maximum purchase price of €90 per share.

Draft resolutions are listed in Appendix 4 to this universal registration document.

9.2.3 - Other securities giving access to equity

At the date of registration of this universal registration document there are no securities, other than shares, giving access to the Company's equity.

9.2.4 - Changes in share capital

In 2019, the Company's share capital was increased by a total nominal amount of €1,323,916 by the issue of 330,979 shares following the exercise of stock warrants.