

Resolutions for the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 29, 2019

I. – RESOLUTIONS FOR THE ORDINARY GENERAL MEETING

First Resolution (Approval of Company financial statements for 2018)

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 the 2018 financial year and of the auditors' report on the annual financial statements, shareholders approve the Company's financial statements for the financial year ended December 31, 2018 as presented, which show a net profit of €227,535,268.46, together with the transactions reflected in these financial statements or summarized in the reports referred to.

Moreover, in accordance with the provisions of article 223 quater of the French Tax Code (*Code général des impôts*), shareholders approve the total amount of expenses and charges referred to in article 39, paragraph 4 of the French Tax Code, amounting to €37,855 in respect of the 2018 financial year, and the tax incurred in respect of said expenses and charges, amounting to €13,033.

Second Resolution (Approval of consolidated financial statements for 2018)

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 together with the auditors' report on the consolidated financial statements, shareholders approve the Company's consolidated financial statements for the financial year ended December 31, 2018 as presented, which show a net profit excluding minority interests of €771.7 million, 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' and auditors' reports on the annual financial statements, shareholders:

1. Observe that the net book profit for the financial year ended December 31, 2018 amounts to €227,535,268.46;
2. Resolve to allocate the amount of €275,759.20 to the legal reserve, which is thus raised to 10% of the share capital;
3. Observe, in the absence of any retained earnings, that distributable income in respect of the 2018 financial year is equal to €227,259,509.26;
4. Resolve to allocate the amount of €16,965,062.22 to reserves unavailable for treasury shares, thereby raising them to a total amount of €19,679,214.30;
5. Recognize that distributable income less the amount allocated to reserves unavailable for treasury shares amounts to €210,294,447.04;
6. Resolve to distribute a dividend to shareholders amounting to €1.34 per share, making a total amount of €357,230,334.68 on the basis of the number of shares comprising the share capital at December 31, 2018 and after deduction of treasury shares held at this date, it being stipulated that the dividend thus distributed shall be deducted in an amount of €0.79 per share from distributable income and in an amount of €0.55 per share from the "issue premiums" account.

In the event of a change before the ex-dividend date in the number of shares entitling holders to a dividend from the number of shares making up capital stock at December 31, 2018, minus the number of treasury shares held at that date, the total amount of dividends and the amount deducted from "issue premiums" will be adjusted accordingly.

The ex-dividend date is June 3, 2019 and the dividend will be made payable from June 5, 2019.

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

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 the number of shares issued or cancelled before that date, the total amount of the dividend and, by the same token, the amount to be deducted from the "issue premiums" account.

Concerning the tax treatment of the €1.34 dividend per share proposed to Company shareholders, subject to any adjustments related to potential variations referred to in the section above, it is stipulated that this distribution will be considered, for tax purposes:

- in the amount of €0.79, as taxable income subject, for individual shareholders residing in France, to the flat-rate income tax of 12.8% introduced by 2018 finance act No. 2017-1837 of December 30, 2017 (or, by global and irrevocable option to be exercised by the shareholder in the income tax declaration and no later than the time limit for said declaration, to sliding-scale income tax after deduction of the 40% exemption provided for under article 158, paragraph 3, sub-paragraph 2° of the French Tax Code), to a withholding tax of 17.2% for social security contributions as well as, for taxpayers whose reference fiscal income exceeds certain thresholds, to an exceptional levy on high incomes at a rate of either 3% or 4%, pursuant to article 223 sexies of the French Tax Code. This portion of dividend is, in principle, subject to a non-definitive flat-rate tax of 12.8% on its gross

amount, excluding social security contributions, said levy being attributable to income tax on revenue received during the 2019 fiscal year unless an exemption is requested in accordance with the provisions of article 242 quater of the French Tax Code;

- in the amount of €0.55 deducted from the “issue premiums” account, as a repayment of paid-in capital within the meaning of article 112, paragraph 1 of the French Tax Code, therefore non-taxable for individual shareholders residing in France but reducing the fiscal share price.

Shareholders note that, in respect of the 2015, 2016 and 2017 financial years, the amounts of dividend paid and income distributed eligible for the 40% income-tax exemption provided for under article 158, paragraph 3, sub-paragraph 2° of the French Tax Code were as follows:

Financial year	Shares with dividend entitlement	Net dividend per share	Earnings distributed per share	
			Eligible for the 40% income-tax exemption provided for under article 158-3-2 of the French Tax Code	Not eligible for the 40% income-tax exemption provided for under article 158-3-2 of the French Tax Code*
2015	267,006,775 shares with a par value of €4	€1.15*	€0.72	0€
2016	266,508,331 shares with a par value of €4	€1.19**	€0.79	0€
2017	267,316,360 shares with a par value of €4	€1.26***	€0.93	0€

* A share of €0.43 of the dividend distributed in respect of the 2015 financial year being considered for tax purposes as a repayment of paid-in capital according to the terms of article 112-1-1 of the French Tax Code, this amount is not considered as distributed earnings.

** A share of €0.40 of the dividend distributed in respect of the 2016 financial year being considered for tax purposes as a repayment of paid-in capital according to the terms of article 112-1-1 of the French Tax Code, this amount is not considered as distributed earnings.

*** A share of €0.33 of the dividend distributed in respect of the 2017 financial year being considered for tax purposes as a repayment of paid-in capital according to the terms of article 112-1-1 of the French Tax Code, this amount is not considered as distributed earnings.

Fourth Resolution (Approval of the compensation components due or allocated to Mr. Gilles Schnepf)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, pursuant to section II of article L. 225-100 of the French Commercial Code (Code de Commerce), shareholders approve the fixed, variable and exceptional components of overall compensation and any benefits paid or attributed in respect of the financial year ended December 31, 2018 to Mr. Gilles Schnepf, Chairman and Chief Executive Officer until February 7, 2018 and Chairman of the Board of Directors from February 8, 2018 onwards, as detailed in the report on corporate governance set out in the 2018 Registration Document, appendix 2 “Management report of the Board of Directors on March 20, 2019 to the Annual General Meeting scheduled on May 29, 2019”, section 3.16 “Total compensation and benefits of any kind paid or allocated to each corporate officer during the financial year”.

Fifth Resolution (Approval of the compensation components due or allocated to Mr. Benoît Coquart)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, pursuant to section II of article L. 225-100 of the French Commercial Code, shareholders approve the fixed, variable and exceptional components of overall compensation and any benefits paid or attributed in respect of the

financial year ended December 31, 2018 to Mr. Benoît Coquart, Chief Executive Officer from February 8, 2018 onwards, as detailed in the report on corporate governance provided for in article L.225-37 of the French Commercial Code, and set out in the 2018 Registration Document, appendix 2 “Management report of the Board of Directors on March 20, 2019 to the Annual General Meeting scheduled on May 29, 2019”, section 3.16 “Total compensation and benefits of any kind paid or allocated to each corporate officer during the financial year”.

Sixth Resolution (Compensation policy applicable to the Chairman of the Board of Directors in respect of the 2019 financial year: approval of principles and criteria for determining, distributing and allocating fixed, variable and exceptional components of overall compensation and any benefits awarded to the Chairman of the Board of Directors in respect of his office)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, and apprised of the report on corporate governance provided for in article L. 225-37 of the French Commercial Code as set out in the 2018 Registration Document, appendix 2 “Management report of the Board of Directors on March 20, 2019 to the Annual General Meeting scheduled on May 29, 2019”, section 3.17 “Principles and criteria for the determination, breakdown and allocation of fixed, variable and exceptional elements of total compensation and any benefits due

to company officers”, shareholders approve the principles and criteria for determining, distributing and allocating fixed, variable and exceptional components of overall compensation and any benefits awarded to the Chairman of the Board of Directors in respect of his mandate as from January 1, 2019, as outlined in the abovementioned report.

Seventh Resolution (Compensation policy applicable to the Chief Executive Officer in respect of the 2019 financial year: approval of principles and criteria for determining, distributing and allocating fixed, variable and exceptional components of overall compensation and any benefits awarded to the Chief Executive Officer in respect of his office)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, and apprised of the report on corporate governance provided for in article L. 225-37 of the French Commercial Code as set out in the 2018 Registration Document, appendix 2 “Management report of the Board of Directors on March 20, 2019 to the Annual General Meeting scheduled on May 29, 2019”, section 3.17 “Principles and criteria for the determination, breakdown and allocation of fixed, variable and exceptional elements of total compensation and any benefits due to company officers”, shareholders approve the principles and criteria for determining, distributing and allocating fixed, variable and exceptional components of overall compensation and any benefits awarded to the Chief Executive Officer in respect of his mandate as from January 1, 2019, as outlined in the abovementioned report.

Eighth Resolution (Renewal of the Director’s term of office of Ms. Eliane Rouyer-Chevalier)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings and apprised of the report of the Board of Directors, shareholders note that the term of Ms. Eliane Rouyer-Chevalier expires at the close of this General Meeting and decide, as proposed by the Board of Directors, to renew her mandate as Director for a period of four years, ending at the close of the General Meeting of shareholders called in 2023 to approve financial statements for the financial year ending December 31, 2022.

Ninth Resolution (Appointment as Director of Mr. Michel Landel)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings and apprised of the report of the Board of Directors, shareholders decide, as proposed by the Board of Directors, to appoint Mr. Michel Landel as Director for a period of four years, ending at the close of the General Meeting of shareholders called in 2023 to approve financial statements for the financial year ending December 31, 2022.

Tenth Resolution (Authorization granted to the Board of Directors to allow the Company to trade in 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, 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, in accordance with articles L. 225-209 *et seq.* of the French Commercial Code and with the provisions of European regulation No. 596/2014 of the European Parliament and of the Council dated April 16, 2014 on market abuse, to purchase, or to have purchased, Company shares representing at most 10% of the Company’s share capital at the date of this General Meeting, it being noted that, when shares are bought to ensure the market liquidity of Legrand shares under the conditions described below, the number taken into account for the calculation of this limit of 10% will be the number of shares bought less the number of shares resold during the term of this authorization;
2. provide that shares may be bought, sold or transferred for the purposes of:
 - ensuring the liquidity and active operation of the market in Company shares by the intermediary of an investment services provider, acting independently under a liquidity contract in compliance with applicable regulations,
 - implementing (i) any and all Company stock options plans in accordance with articles L. 225-177 *et seq.* of the French Commercial Code or any similar plan, (ii) any and all Group employee share-ownership programs in accordance with articles L. 3332-1 *et seq.* of the French Labour Code (*Code du travail*) or to provide for share allocations for employee profit-sharing and/or in lieu of discount according to applicable laws and regulations, (iii) any and all free share allocations pursuant to articles L. 225-197-1 *et seq.* of the French Commercial Code, and any and all share allocations for employee profit-sharing, as well as providing hedging for such transactions at such times as the Board of Directors or the person acting on its behalf takes action, (iv) any allocation of shares to employees and/or corporate officers of the Company and/or the Group according to applicable laws and regulations,
 - holding and subsequently transferring shares by way of exchange or payment relating to a business acquisition, merger, demerger, or transfer of assets, it being stipulated that the number of shares acquired by the Company with a view to holding these and employing them at a later date as payment for or in exchange for a merger, demerger, or transfer of assets may not exceed 5% of the Company’s capital stock,
 - delivering shares on the exercise of rights attached to securities providing immediate or future access to the equity of the Company, through redemption, conversion, exchange, presentation of a warrant, or in any other way,
 - cancelling all or some of the shares thus purchased, subject to the approval of the twelfth resolution below, or
 - carrying out such other practices as may be permitted or recognized by law or by the French Financial Market Authority

(*Autorité des marchés financiers*), or pursuing any other objective complying with applicable laws and regulations.

Shares may be purchased, sold, transferred or exchanged, directly or indirectly, in particular by any third party acting on behalf of the Company at any time within the limits authorized by laws and regulations, except at such times as Company shares may be the object of a tender offer, in one or more instalments, by any means, on or off any market, including via systematic internalisers or 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 or by delivery of shares arising from the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, presentation of a warrant or any other means, either directly or indirectly through an investment service provider.

The maximum price paid for purchases may not exceed €90 per share (excluding acquisition expenses) or the equivalent value of this amount in any other currency or currency unit established with reference to several currencies on the same date, it being noted that this price will be adjusted as necessary to reflect capital transactions, in particular incorporation of reserves or free share allocations and/or share splits or reverse splits.

The maximum amount allowed for implementation of the share buy-back program is €1 billion, or the equivalent value of this amount in any other currency or currency unit established with reference to several currencies on the same date.

The application of this resolution may not at any time result in the number of own shares directly or indirectly held by the Company rising above 10% of the total number of shares comprising the share capital at that time.

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 by the Company's Articles of Association, to decide on the use and implementation of this authorization, and in particular to determine the conditions of such use, to place orders on or off any markets, to enter into any agreements, to allocate or re-allocate shares acquired for the purposes allowed in compliance with law and regulations, to make any declarations to the French Financial Market Authority or any other body, to effect any formalities, and in general to do all that may be useful or necessary for the 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 similarly purposed authorizations of their effect to the extent not used.

II. – RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING

Eleventh Resolution (Amendment of article 8.2 of Company Articles of Association)

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and apprised of the report of the Board of Directors, shareholders resolve, as proposed by the Board of Directors, to amend article 8.2 of the Company's Articles of association, in accordance with article L. 233-7 of the French Commercial Code, as follows:

Article 8.2 – Share ownership thresholds

Sub-section 3 is amended as follows:

"In the event of non-compliance with the notice obligations referred to in this article 8.2, and on the request, noted in the minutes of a General Meeting, of one or more shareholders owning at least two per cent (2%) of the share capital or voting rights, any shares in excess of the fraction that ought to have been declared shall be stripped of their voting rights and the defaulting shareholder shall not be entitled to exercise them or assign them for any General Meeting taking place until the expiry of a period of two years following the date on which such notice is properly served."

Twelfth Resolution (Authorization granted to the Board of Directors to reduce the capital stock by cancellation of treasury 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 auditors' 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 several 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 implemented by the Company, and to reduce the capital stock of the Company by the total nominal amount of the shares thus cancelled, within 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 full 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, to effect all other formalities and in general to do all that may be useful or necessary for the purposes of this resolution.

This authorization is granted for a period of 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.

III. – RESOLUTION FOR THE ORDINARY GENERAL MEETING

Thirteenth 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.