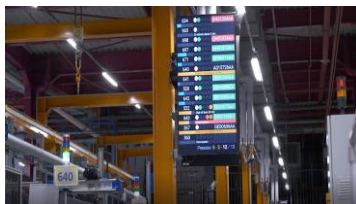




Combined General Meeting of Shareholders

May 29, 2019

2018 IN PICTURES



AGENDA (1/2)

- 1 A SOLID VALUE-CREATING DEVELOPMENT MODEL P. 5**
- 2 STRENGTHENING THE SUSTAINABLE-AND-PROFITABLE GROWTH PROFILE P. 15**
- 3 SOLID INTEGRATED PERFORMANCE AND 2018 TARGETS FULLY MET P. 38**
- 4 GOVERNANCE P. 51**

AGENDA (2/2)

5 **COMPENSATION** **P. 60**

6 **OVERVIEW OF RESOLUTIONS** **P. 65**

7 **STATUTORY AUDITORS' REPORTS** **P. 69**

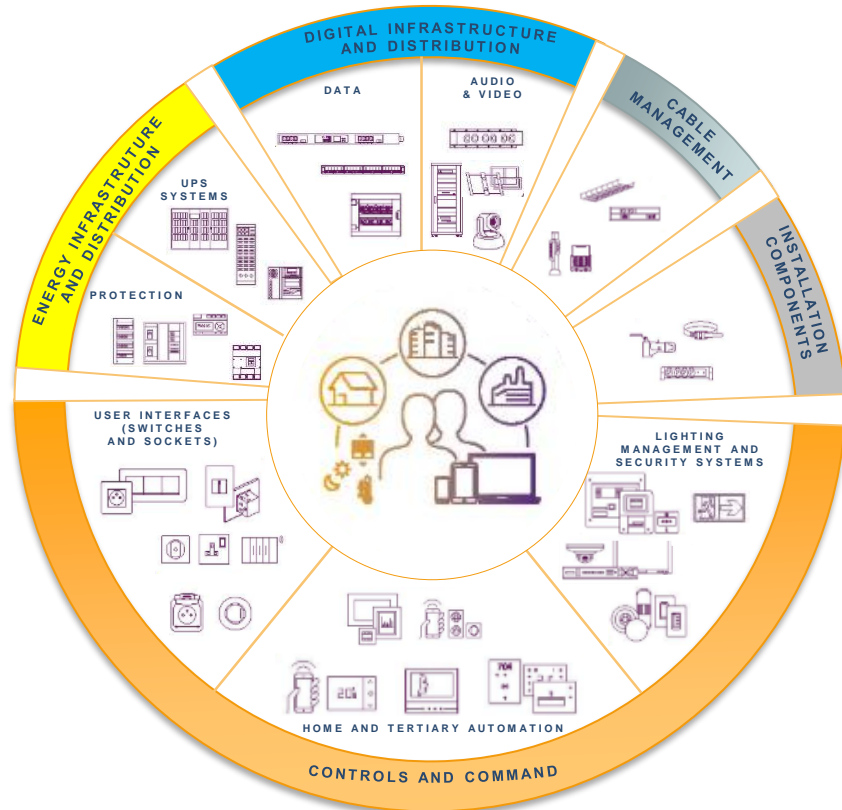
8 **QUESTIONS & ANSWERS** **P. 71**

9 **VOTE OF RESOLUTIONS** **P. 72**

1

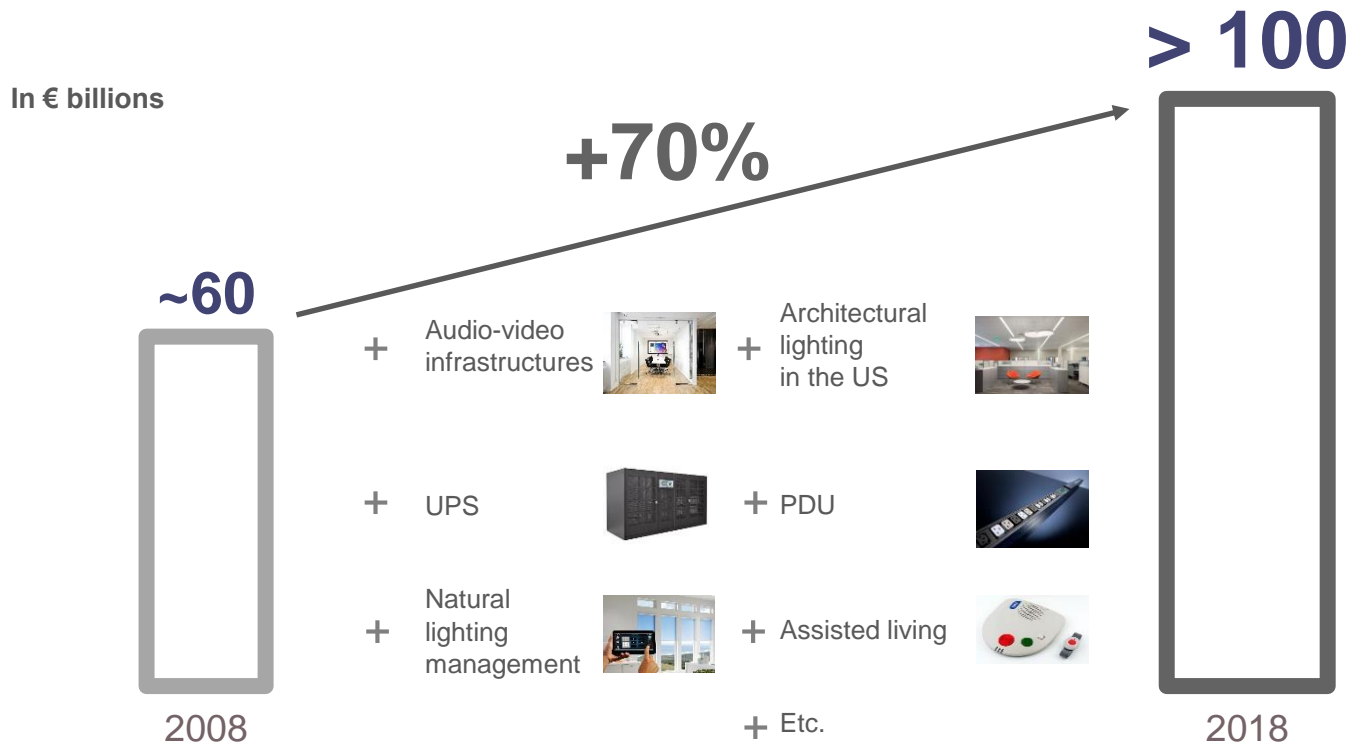
A SOLID VALUE-CREATING DEVELOPMENT MODEL

LEGRAND: THE GLOBAL SPECIALIST IN ELECTRICAL AND DIGITAL BUILDING INFRASTRUCTURE



- More than 300,000 product references
- More than 100 product families, with over 40 of them connected
- About 3,700 patents in around 80 countries

ONGOING EXPANSION OF THE ACCESSIBLE MARKET



BUOYANT LONG-TERM MEGATRENDS

Social megatrends



- Demographic growth and development of the middle class
- Ageing and health
- Climate change
- Urbanization

Customer-related megatrends



- Mobility and connected living
- E-commerce
- Personal data protection
- Collaborative and remote working

Technological megatrends



- Voice control and artificial intelligence
- Fiber optics
- Wireless and sensors
- Big data and blockchains

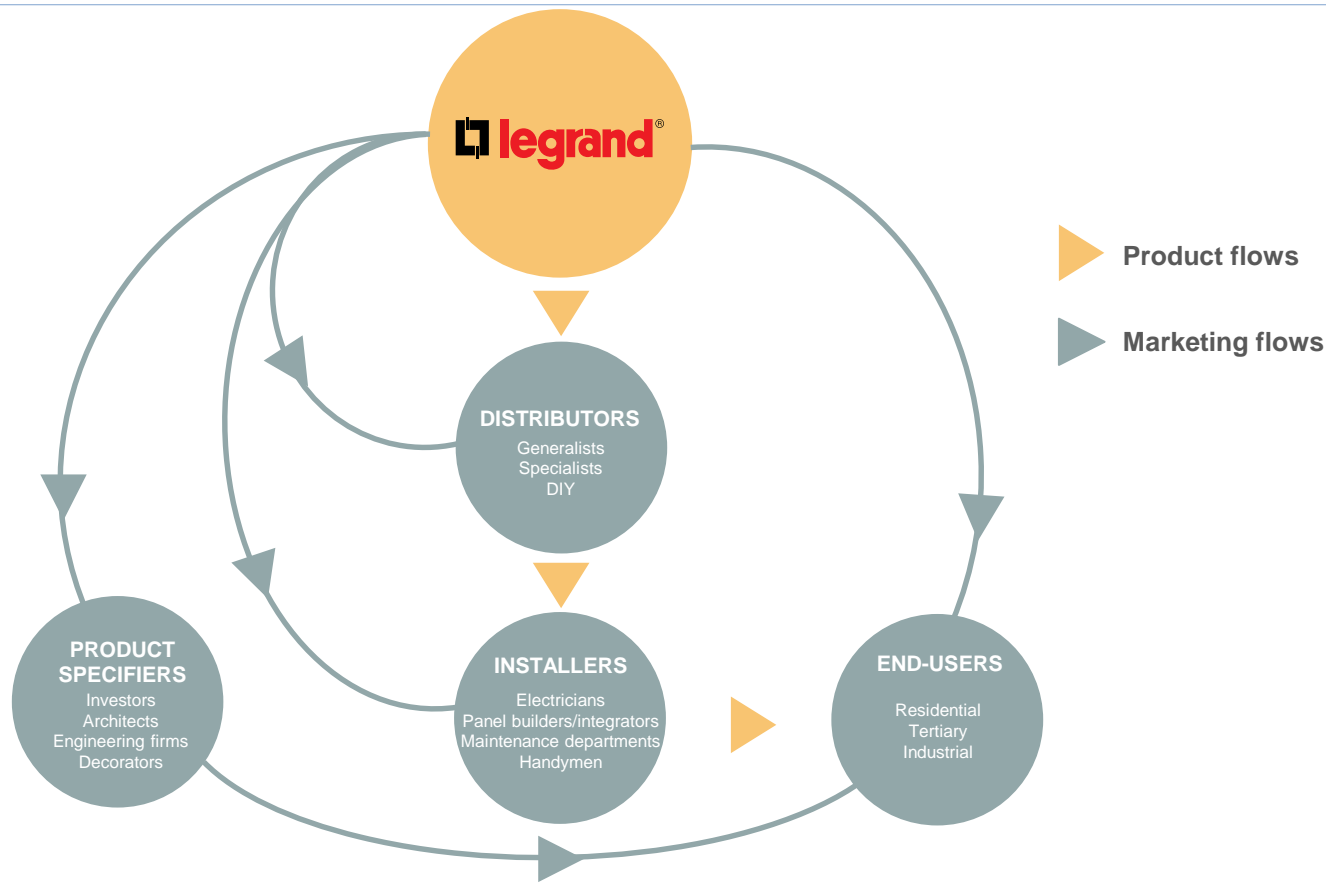


SECTORS



- New applications and innovative services
- The connected home
- High performance infrastructures
- Smart cities and buildings

A KEY PLAYER IN ITS VALUE CHAIN



BUSINESS MODEL: PROFITABLE, SUSTAINABLE, VALUE-CREATING GROWTH

Assets

Human

Intellectual

Industrial

Financial

Social

Natural

Organic growth

Innovation: investment of around **5%** of sales in R&D on average between 2008 and 2018



Acquisitions

€3.9bn invested in **48** acquisitions between 2008 and 2018

Leadership positions

Share of sales with **#1** or **#2** positions: **69%** in 2018 versus **59%** in 2007

Long-term value creation 2014-2018

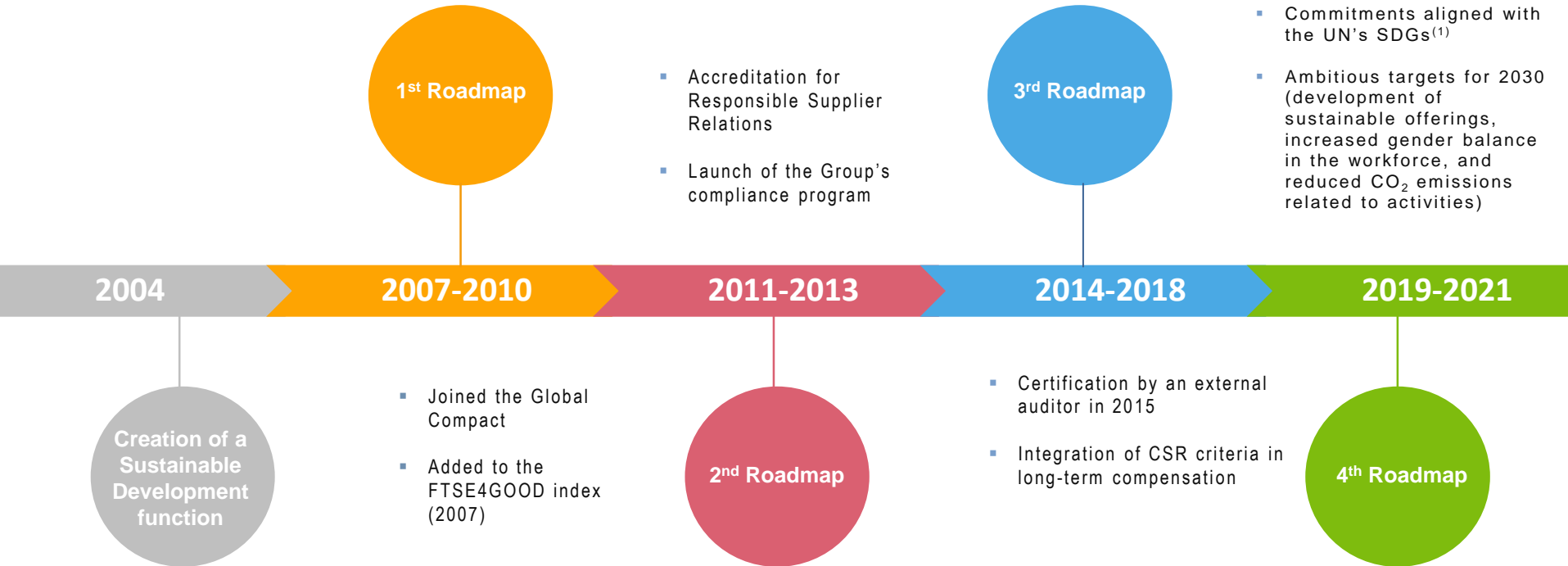
CAGR⁽¹⁾ of sales excluding FX: **+7.1%**

Adjusted operating profit on sales: **19.7%**

Normalized Free Cash Flow on sales: **13.4%**

CSR roadmaps achievement rate: **122%**

RESPONSIBLE VALUE-CREATION SUPPORTED BY MULTI-YEAR CSR ROADMAPS



BALANCED DISTRIBUTION OF ADDED VALUE OVER THE LONG TERM

Value creation⁽¹⁾

Sales (a)

€4.6bn

Stakeholders

Customers

Purchasing (b)

€2.3bn

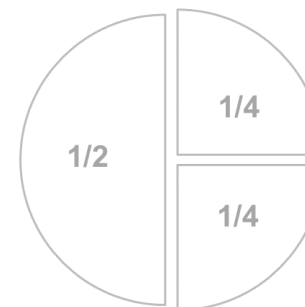
Suppliers

Added value
(a-b)

€2.3bn

Employees

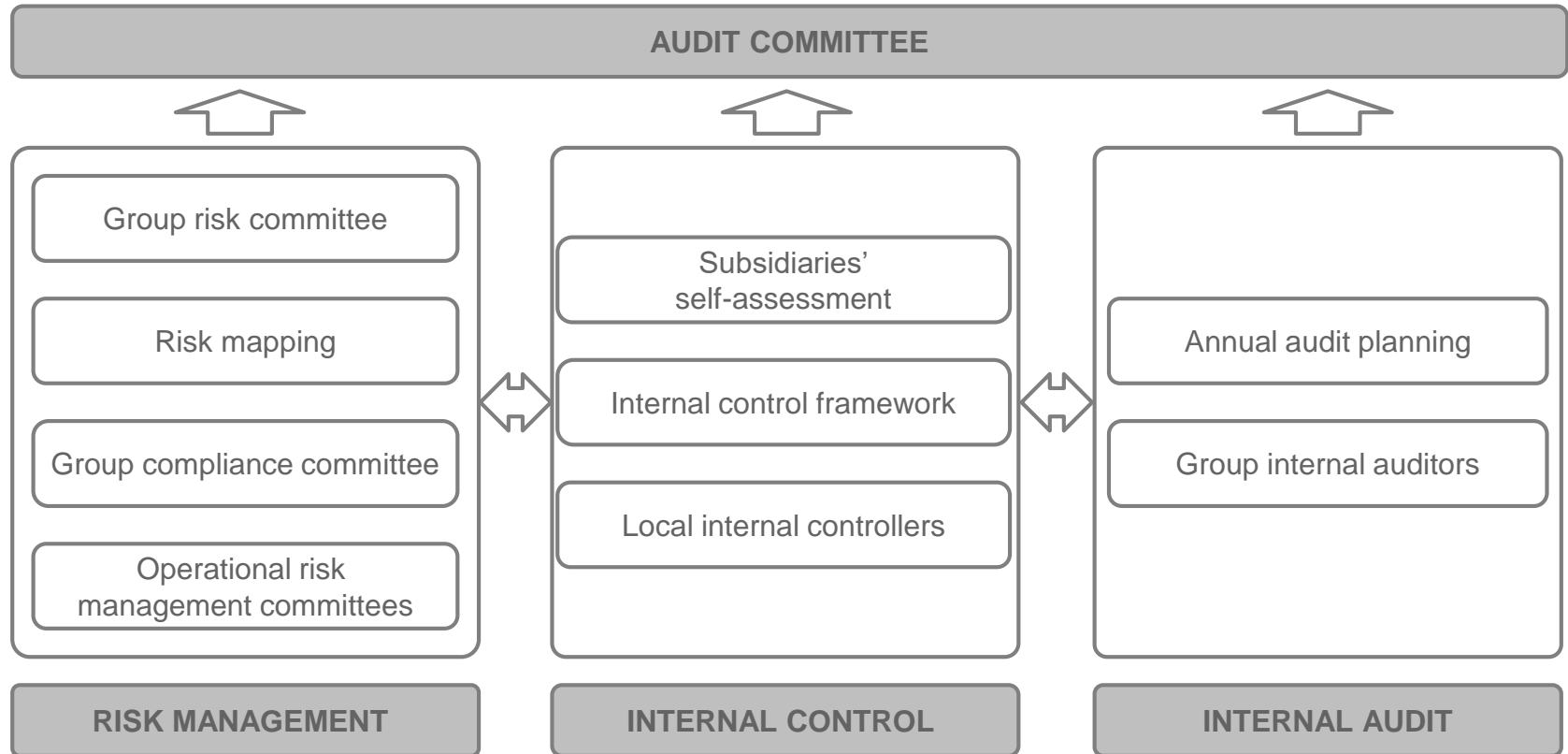
Investments for growth



- R&D investments
 - Industrial investments
 - Acquisitions
- Other stakeholders**
- Shareholders and lenders
 - State (income tax)
 - Civil society

1. Average data 2007-2018 rounded to €0.1bn.

VALUE CREATION WELL IN HAND, WITH GOVERNANCE DEDICATED TO RISK MANAGEMENT



A RENEWED AND DIVERSIFIED EXECUTIVE COMMITTEE



BENOÎT COQUART
Chief Executive Officer



KARINE ALQUIER-CARO
Executive VP Purchasing



BENEDICTE BAHIER
Executive VP
Human Resources



ANTOINE BUREL
Deputy Chief Executive Officer,
Executive VP Operations



FRANCK LEMERY
Chief Financial Officer



JEAN-LUC CARTET
Executive VP
Asia Pacific
Africa Middle-East
South America



JOHN SELLDORFF
President and
Chief Executive Officer
of Legrand North &
Central America



FREDERIC XERRI
Executive VP Europe

- ❑ More than 20 years of experience in average in the Group
- ❑ 51 years old in average
- ❑ 25% of women
- ❑ Complementarity of skills

2

**STRENGTHENING THE
SUSTAINABLE-AND-
PROFITABLE GROWTH
PROFILE**

STRENGTHENING THE SUSTAINABLE-AND-PROFITABLE GROWTH PROFILE

- Strengthening the strategic Eliot program
- Multiple organic growth initiatives
- External growth momentum
- An optimized performance
- New 2019-2021 CSR roadmap

STRENGTHENING THE SUSTAINABLE-AND-PROFITABLE GROWTH PROFILE

- ❑ **Strengthening the strategic Eliot program**
- ❑ Multiple organic growth initiatives
- ❑ External growth momentum
- ❑ An optimized performance
- ❑ New 2019-2021 CSR roadmap

STRENGTHENING THE STRATEGIC ELIOT PROGRAM

ELIOT 2020 TARGETS ACHIEVED AS EARLY AS 2018



Metrics	2014-2020 targets	2018 achievements	
Growth in sales of connected products	Double-digit CAGR ⁽¹⁾ from 2014 to 2020, i.e., more than €413m sales in 2020	+28% CAGR⁽¹⁾ from 2014 to 2018, i.e., €635m sales in 2018	✓
Number of connected product families	Doubling from 20 in 2014 to 40 in 2020	more than 40 connected product families ⁽²⁾	✓

1. CAGR: Compound Annual Growth Rate.
2. Including Netatmo (not consolidated in 2018 sales).

STRENGTHENING THE STRATEGIC ELIOT PROGRAM

NETATMO: A UNIQUE OPPORTUNITY TO ACCELERATE THE ELIOT PROGRAM

NETATMO Security



Presence
outdoor camera



Welcome
indoor camera

NETATMO Energy



Smart
thermostat

NETATMO Weather



Personal
weather station

NETATMO Air Care



Healthy
home coach

- Enriching Legrand offering with complementary and high-potential connected products
- An R&D workforce of 130 engineers with unique expertise in cutting-edge fields (artificial intelligence, software integration with products, user experience)

STRENGTHENING THE STRATEGIC ELIOT PROGRAM

EXAMPLES OF ONGOING DIGITALIZATION OF LEGRAND'S OFFERING

Living Now control unit
with built in Amazon™ voice assistant



- First ever user interface including Alexa™ voice assistance
- User experience:
 - Fluid and simple user interface
 - Alexa™ searches available throughout the home

Galaxy
connected emergency lighting



- Easy connected emergency lighting
- User experience:
 - Safety with real time notification
 - Productivity with on-site visit optimization

STRENGTHENING THE STRATEGIC ELIOT PROGRAM

DATA PROTECTION AND PRIVACY

□ Obligations

- Data and privacy protection
- Individual rights

□ Organization

- Appointment of a Group Data Protection Officer (DPO)
- Implementation of a DPO network for all entities concerned
- Dedicated working groups

□ Targets

- Coordinated Group-wide approach
- Compliance with GDPR⁽¹⁾ obligations
- Auditability of the approach



1. General Data Protection Regulation, implemented since May 25, 2018.

STRENGTHENING THE SUSTAINABLE-AND-PROFITABLE GROWTH PROFILE

- Strengthening the strategic Eliot program
- **Multiple organic growth initiatives**
- External growth momentum
- An optimized performance
- New 2019-2021 CSR roadmap

MULTIPLE ORGANIC GROWTH INITIATIVES
ONGOING INVESTMENTS IN INNOVATION

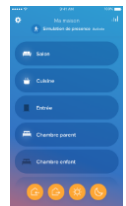
Investments in R&D in 2018

4.8%
of sales

R&D workforce

Close to
2,400
people in 2018

MULTIPLE ORGANIC GROWTH INITIATIVES ACCELERATION IN NEW PRODUCT LAUNCHES IN 2018 (1/3)



Céliane with Netatmo France



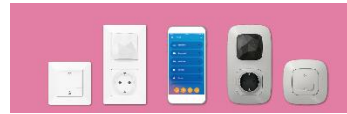
Dooxie France



Yiyuan China



Living Now Italy



Valena Life and Allure Greece



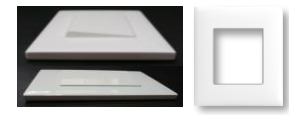
Quinzino Mexico



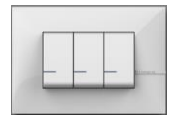
Pial + Brazil



Aqua Life Australia & New Zealand



Affela South Korea



Bamboo Thailand & Philippines



Arteor Animation World



Nilo Step Portugal



MyHome_Up Living Now design Italy



UX Hotel room management World

MULTIPLE ORGANIC GROWTH INITIATIVES ACCELERATION IN NEW PRODUCT LAUNCHES IN 2018 (2/3)



Galaxy emergency lighting Australia



Finelite's HP4 wet location North America



Infinium fiber enclosure North America



Outdoor single ceiling and pedestal mount North America



TILED series LED video wall mounting system North America



Nuvo sound diffusion player North America



Logix France



Splice cassette split line North America



Nurse call Europe



Connected mobile socket Europe



USB type C accessories World



Impact series on-wall kiosks North America



Human-centric lighting offerings North America

MULTIPLE ORGANIC GROWTH INITIATIVES ACCELERATION IN NEW PRODUCT LAUNCHES IN 2018 (3/3)



DX3 stop arc
Germany



XL3N 630
Middle-East & Africa



Keor Mod
World



Keor HPE
World



Universal 2 channel
KNX dimmer
Europe



DMX-SP 2500
India



Practibox S
Brazil



Digital time switch
Alpha Rex
World



Keor SP
France & Belgium



Keor multiplug
France & Belgium



MULTIPLE ORGANIC GROWTH INITIATIVES

IMPLEMENTATION OF A 3-ZONE FRONT OFFICE ORGANIZATION

Europe



Key figures

- Sales⁽¹⁾: ~€2.5bn
- Headcount⁽²⁾: 14,400

Zone Manager



Frédéric Xerri
26 years with Legrand

North and Central America



Key figures

- Sales⁽¹⁾: ~€2.2bn
- Headcount⁽²⁾: 6,400

Zone Manager



John Selldorff
17 years with Legrand

Rest of the World



Key figures

- Sales⁽¹⁾: ~€1.4bn
- Headcount⁽²⁾: 17,600

Zone Manager



Jean-Luc Cartet
27 years with Legrand

1. 2018 sales by destination rounded to €0.1bn.
2. 2018 weighted average headcount.

MULTIPLE ORGANIC GROWTH INITIATIVES INTENSIFY DIGITAL INITIATIVES TO SUPPORT GROWTH

2018 Data

29%

of the communication budget
dedicated to digital solutions

Multiplication by

more than **4**

of R&D staff assigned
to software between
2010-2018

97%

of sales covered
by a CRM⁽¹⁾ tool

74,000

products references
in ETIM⁽²⁾ format

100

POCs⁽³⁾ launched including
51 ready
for deployment

Increased

data collected to improve
the functionalities and quality
of connected products

1. CRM: Customer Relationship Manager.
2. ETIM: Electro-Technical Information Model.
3. Proof Of Concept.

STRENGTHENING THE SUSTAINABLE-AND-PROFITABLE GROWTH PROFILE

- Strengthening the strategic Eliot program
- Multiple organic growth initiatives
- **External growth momentum**
- An optimized performance
- New 2019-2021 CSR roadmap

EXTERNAL GROWTH MOMENTUM

A LARGE NUMBER OF OPPORTUNITIES IN A MARKET OF MORE THAN €100BN

Close to **3,000** small- to mid-sized companies



About **300** selected companies under active monitoring



5% external growth on average between 2014 and 2018

EXTERNAL GROWTH MOMENTUM

ACQUISITION⁽¹⁾ OF UNIVERSAL ELECTRIC CORPORATION



- Undisputed #1 in the United States in busways – electric power distribution systems based on metal busbars
- Solutions that have long been known for their quality, ease of installation and use, and that are sold under the Starline brand – a true benchmark for the market
- Annual sales of around \$175 million
- More than 450 employees



- Legrand is pursuing its development in the buoyant digital infrastructures market, sustained by the ongoing increase in data flows around the world
- The Group is strengthening its leading positions in offerings for datacenters in the United States (Voice-Data-Image cabinets, structured cabling, PDUs, KVM and pre-terminated solutions)

1. Acquisition announced on February 19, 2019 and finalized on April 1, 2019.

STRENGTHENING THE SUSTAINABLE-AND-PROFITABLE GROWTH PROFILE

- Strengthening the strategic Eliot program
- Multiple organic growth initiatives
- External growth momentum
- **An optimized performance**
- New 2019-2021 CSR roadmap

AN OPTIMIZED PERFORMANCE OPTIMIZATION OF OPERATIONS

Improved operating performance

- Legrand Way⁽¹⁾ acceleration
- Enhanced industrial initiatives
- Revamped “Make or Buy” approach

Targeted back-office digitalization Industry 4.0

- 100 POCs⁽²⁾, of which 51 operational and ready for deployment
- Strengthening the collaborative supply chain for end-to-end flow management
- Ambition to dedicate, over time, up to 10% of capex to Industry 4.0

Other levers

- Synergies from recently acquired companies
- Optimization of energy consumption
- Enhanced alignment of LTI⁽³⁾ to performance

1. Legrand's operating excellence best practice implementation program.

2. POCs: Proof of Concept.

3. LTI: Long Term Incentives.

STRENGTHENING THE SUSTAINABLE-AND-PROFITABLE GROWTH PROFILE

- Strengthening the strategic Eliot program
- Multiple organic growth initiatives
- External growth momentum
- An optimized performance
- **New 2019-2021 CSR roadmap**

NEW 2019-2021 CSR ROADMAP
MAIN FOCUS POINTS

BUSINESS ECOSYSTEM

- Improvement of overall value chain
- Development of sustainable solutions in the Group's offering



PEOPLE

- Respect for human rights
- Respect for diversity in people development
- Involvement with local communities



ENVIRONMENT

- Decrease in carbon footprint for Group activities
- Innovating for circular economy
- Inclusion of CSR priorities in industrial processes

GROUP'S MAIN ENVIRONMENTAL AND SOCIAL CHALLENGES ARE INCLUDED IN THE PRIORITIES OF THE ROADMAP⁽¹⁾

Societal & environmental issues



3 Focal areas



BUSINESS ECOSYSTEM



PEOPLE



ENVIRONMENT

2019-2021 targets

- Implementation of a “life cycle cost” approach for 100% of the purchases concerned
 - 100% of sales covered by a product-risk quality policy
 - 3,000 staff members trained in business ethics each year
- Increase by 20% the presence of women in management
 - More than 85% of employees to receive at least one training session each year
 - 100% of Legrand facilities implementing human rights
- 7% reduction at constant scope in CO₂ emissions related to the Group's energy consumption
 - 10% reduction in VOC (Volatile Organic Compound) emissions
 - 90% of waste recovered

1. Objectives for 2021.

2030 AMBITIONS CONTRIBUTING TO THE UNITED NATIONS'
SUSTAINABLE DEVELOPMENT GOALS

80% of sales made with sustainable products
by design and/or by usage



BUSINESS ECOSYSTEM



Diversity: 1/3 of key positions held by women
and gender-balanced workforce



PEOPLE



CO₂ emissions: reduce scope 1 & 2 emissions
by 30%



ENVIRONMENT

3

**SOLID INTEGRATED
PERFORMANCE AND 2018
TARGETS FULLY MET**

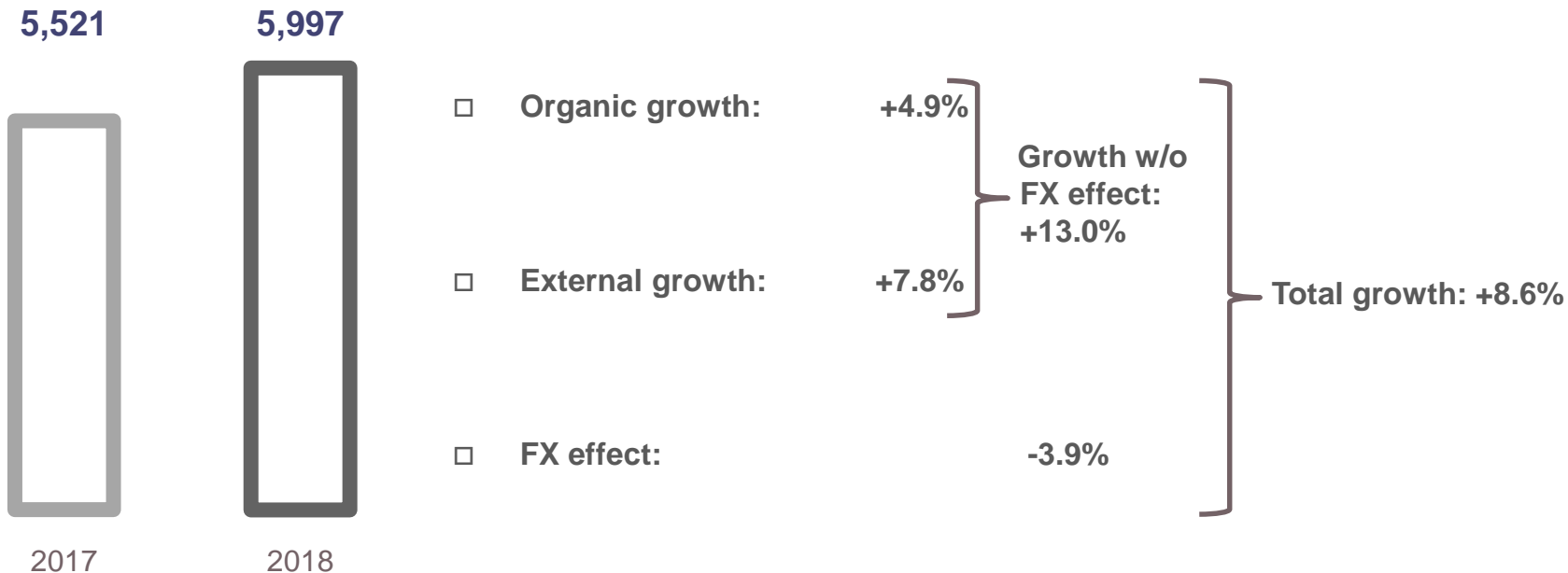
2018 TARGETS FULLY MET

Metrics	February 2018 Targets announced	November 2018 Targets confirmed and specified	2018 Achievements	
Organic growth	+1% to +4%	Close to +4%	+4.9%	✓
Adjusted operating margin before acquisitions ⁽¹⁾	20.0% to 20.5% of sales	20.0% to 20.5% of sales	20.2% of sales	✓
CSR roadmap achievement rate			122%	✓

1. At 2017 scope of consolidation.

2018 CHANGE IN NET SALES

In € millions



SOLID ORGANIC GROWTH IN ALL THREE GEOGRAPHIC ZONES IN 2018

Europe

+5.5%

North & Central America

+4.2%

Rest of the World

+4.9%

FINANCIAL PERFORMANCE KEY FIGURES 2018

In € millions	2017	2018	Change
Net sales	5,521	5,997	+8.6%
Adjusted operating profit	1,105	1,212	+9.7%
Net income attributable to the Group	711	772	+8.5% ⁽¹⁾

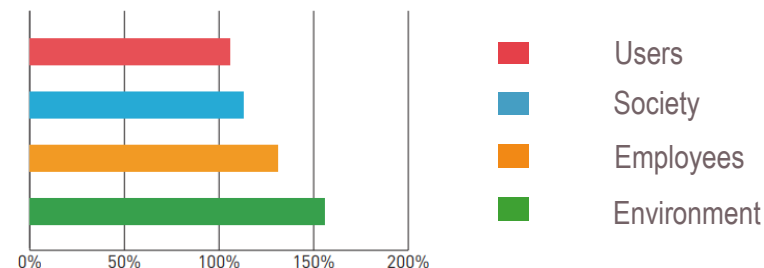
1. Compared with the 2017 net profit attributable to the Group adjusted for the favorable net impact of significant non-recurring corporate taxation gains and expenses, the 2018 net profit attributable to the Group would increase by +23.3%. For more details, readers are invited to consult pages 14, 15 and 20 of the press release issued February 8, 2018.

2018 CSR ACHIEVEMENTS (1/3)

2014-2018 CSR roadmap
achievement rate:

122%

Achievement rates by focus point



2014-2018 CSR roadmap achievements outperformed targets demonstrating the Group's commitment to creating long-term value for all stakeholders.

2018 CSR ACHIEVEMENTS (2/3)



SCIENCE
BASED
TARGETS

DRIVING AMBITIOUS CORPORATE CLIMATE ACTION



The Science Based Targets initiative approved Legrand's targets for reducing its greenhouse gas emissions by 30%⁽¹⁾ by 2030.

Legrand drafted its first Human Rights Charter, accessible to all Legrand employees and third parties, on the occasion of the 70th anniversary of the UN's Universal Declaration of Human Rights.

Legrand was attributed the "Manufacturing Star of Energy Efficiency⁽²⁾" award by ASE⁽²⁾ in the United States for meeting its energy consumption targets under the federal "better plants" program

1. Targets set under the Paris Climate Agreement.

2. A prize recognizing the integration of energy-efficiency into manufacturing processes, awarded by "Alliance to Save Energy", an organization that promotes energy efficiency.

2018 CSR ACHIEVEMENTS (3/3)



Bticino won, for the 2nd time, a “Best place to work” award in Italy in 2018⁽¹⁾, ranking first in the “Electronics and Electrotechnics” category.

Legrand was one of the leading companies in Positive Planet’s “positivity barometer”⁽²⁾.

Legrand has distinguished itself in the environmental category of the Italian Institute of Packaging Award for its “Wrapeasy Universal Packaging”, eco-designed packaging for cable management.

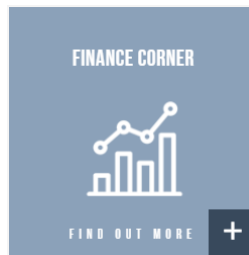
1. *This award is given by the news weekly Panorama based on a survey of 2,000 companies.*
2. *This barometer measures companies’ ability to create value over time for all of their stakeholders.*

FINANCIAL PERFORMANCE FIRST-QUARTER 2019 KEY FIGURES

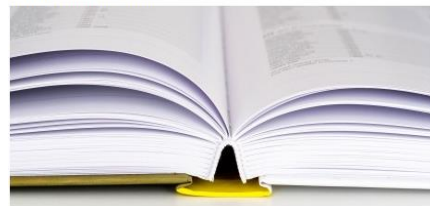
In € millions	Q1 2018	Q1 2019	Change
Net sales	1,445	1,550	+7.3%
Adjusted operating profit	290	305	+5.1%
Net profit attributable to the Group	175	190	+8.6%

LEGRAND IS ATTENTIVE TO ITS SHAREHOLDERS (1/4) COMMUNICATING WITH SHAREHOLDERS

- Quarterly earnings releases
- Dedicated shareholders' corner
- Letters to shareholders (French only)
- Shareholder's guide (French only)
- Site visits
- Toll-free number
- E-voting
- Responsive website

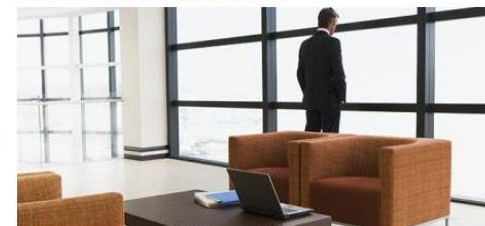


SHAREHOLDER'S GUIDE



N° Vert 0 800 41 42 43

BECOMING A LEGRAND SHAREHOLDER



TAXATION FOR FRENCH RESIDENTS ONLY



KEEP IN TOUCH WITH YOU AT ALL TIMES



EAGER TO MEET AND ENTER INTO DIALOGUE WITH YOU



LEGRAND IS ATTENTIVE TO ITS SHAREHOLDERS (2/4) CHANGE IN STOCK PRICE SINCE THE IPO⁽¹⁾



1. Presented evolution from April 6, 2006 to May 23, 2019.

LEGRAND IS ATTENTIVE TO ITS SHAREHOLDERS (3/4) TOTAL SHAREHOLDER RETURN SINCE THE IPO⁽¹⁾

Dividend per share

+9%⁽²⁾

(2006-2018 compound annual growth rate)

Earnings per share

+9%

(2006-2018 compound annual growth rate)

TSR⁽³⁾

+12% per year

(from April 6, 2006 to May 23, 2019)

1. April 6, 2006.
2. Including a 2018 dividend of €1.34 per share subject to the approval of shareholders at the General Meeting on May 29, 2019, payable on June 5, 2019. Distribution conditions for the dividend in respect of 2018 are detailed on page 357 of the 2018 Registration Document.
3. Total Shareholder Return, with dividend reinvested.

LEGRAND IS ATTENTIVE TO ITS SHAREHOLDERS (4/4) 2018 PROPOSED DIVIDEND

Dividend per share⁽¹⁾

€1.34

1. *Subject to the approval of shareholders at the General Meeting on May 29, 2019, payable on June 5, 2019. Distribution conditions for the dividend in respect of 2018 are detailed on page 357 of the 2018 Registration Document.*

4

GOVERNANCE

A DIVERSIFIED BOARD, WITH VARIED AND COMPLEMENTARY SKILLS

Membership in line with best practice

- Diversity⁽¹⁾:
 - **50%**⁽²⁾ women, i.e, above the legal requirement
 - **80%**⁽²⁾ independent Directors, i.e, above the minimum recommended by Afep-Medef
 - **5** different nationalities
- 1 Director representing employees since June 2018

Director's experiences and skills

- Strategic skills
- Senior executive experience in major listed companies
- Financial skills
- Additional specialized expertise (financial communication, talent management, marketing and corporate social responsibility)

1. *Subject to approval by the General Meeting of Shareholders of resolutions for the renewal of Ms. Eliane Rouyer-Chevalier's term of office and the appointment of Mr. Michel Landel.*

2. *Percentages calculated without taking into account the Director representing employees, as provided for by French law and in the Afep-Medef Code.*

CHANGES IN MEMBERSHIP OF THE BOARD OF DIRECTORS (1/2)

□ **Renewal of Ms. Eliane Rouyer-Chevalier's term of office**

- French citizen, age 66
- Independent Director of Legrand since 2011
- Chair of the Audit Committee
- Member of the Compensation Committee



Offices and functions held outside Legrand

- Chairwoman of ERC Consulting
- Consultant for the World Bank
- Independent Director of Vigeo Eiris
- Director of F2IC
- Director of Time2Start
- Director of Ipsos

Process conducted by the Nominations & Governance Committee

- Review of independence
- Review of the rules on the plurality of offices
- Financial and accounting qualifications, specialist skills in financial communications and CSR, expertise in regulatory matters

CHANGES IN MEMBERSHIP OF THE BOARD OF DIRECTORS (2/2)

□ Appointment of Mr. Michel Landel

- French citizen, age 67
- Previously Chief Executive Officer and Director at Sodexo
- Independent Director



Offices and functions held outside Legrand

- Lead Director and Chairman of the Nomination and Compensation Committee at Danone
- Chairman of the Board of Directors at Groupe Louis Delhaize
- Chairman of Astrolabe Services

Process conducted by the Nominations & Governance Committee

- Application selected as part of the external recruitment campaign for new Directors conducted in 2018
- Review of independence and the rules on the plurality of offices
- Senior executive of a listed company with a significant international share of business, strong and pioneering commitments to diversity, and expert knowhow on CSR

ACTIVE BOARD AND SPECIALIZED COMMITTEES

Board of Directors

- ❑ 8 Board meetings
- ❑ 85% attendance rate to Board of Directors meetings
- ❑ 1 meeting of non-executive Directors
- ❑ 1 Board seminar

Board's specialized Committees

- ❑ 8 Audit Committee meetings
- ❑ 3 Compensation Committee meetings
- ❑ 4 Strategy and Social Responsibility Committee meetings
- ❑ 2 Nominations and Governance Committee meetings
- ❑ 95% attendance rate at Committee meetings



In both 2017 and 2018, Legrand ranked among the top quarter of CAC 40 companies with best governance practices according to the “CAC 40 Governance” index launched by Euronext in partnership with Vigeo Eiris

4 SPECIALIZED COMMITTEES WITHIN THE BOARD (1/2)

Audit Committee



- ❑ Chaired by Ms. Eliane Rouyer-Chevalier
- ❑ 4 members
- ❑ 100% independent members

Strategy and Social Responsibility Committee



- ❑ Chaired by Ms. Christel Bories
- ❑ 6 members
- ❑ 67% independent members

Nominations and Governance Committee

- ❑ Chaired by Ms. Angeles Garcia-Poveda
- ❑ 3 members
- ❑ 67% independent members



Compensation Committee

- ❑ Chaired by Ms. Angeles Garcia-Poveda
- ❑ 4 members
- ❑ 100% independent members



4 SPECIALIZED COMMITTEES WITHIN THE BOARD (2/2)

Audit Committee - 92% attendance rate

- ❑ Results (review of annual, quarterly and half-yearly financial statements, review of statutory auditors' reports)
- ❑ Internal control and risk management (review of the risk management system, review of the new risk map, assessment of cybercrime risks)
- ❑ External control and internal audit (scrutiny of the 2018 audit program, quarterly review of audit assignments, review of external auditors' assignments)

Strategy & CSR Committee - 95% attendance rate

- ❑ Acquisitions (review of past acquisitions, scrutiny of acquisition projects, definition of strategic guidelines)
- ❑ 2018 budget
- ❑ CSR (assessment of the 2014 - 2018 Roadmap, presentation of the 2019 - 2021 Roadmap)

Nominations & Governance Committee - 100% attendance rate

- ❑ Membership of the Board and its committees (independence of Directors, diversity policy, recommendations for the appointment and renewal of Directors)
- ❑ Annual review of Company officers' succession plan at a dedicated meeting of the Nominations and Governance Committee
- ❑ Assessment of the Board's work

Compensation Committee - 100% attendance rate

- ❑ Compensation (review of the overall compensation structure of senior management, determination of compensation of the Chairman of the Board in respect of 2017 and of compensation principles for Company officers in respect of 2018)
- ❑ Long-term incentive scheme and performance share plans
- ❑ Attendance fees

A BOARD ASSESSMENT PROCESS GOING BEYOND THE REQUIREMENTS OF THE AFEP-MEDEF CODE

Assessment of the Board's work according to a three-year cycle, alternating between:

- External assessment
- Internal assessment including evaluation of Directors' individual contributions
- Internal assessment without evaluation of Directors' individual contributions

2018 assessment:

- External assessment
- Results: Board's work deemed, on the whole, satisfactory
- Improvement resulting from the 2018 assessment:
 - Review of the information process used for acquisition projects;
 - Presentation of topics related to Human Resources, in particular talent management, during the 2019 Seminar.

A BOARD ATTENTIVE TO STAKEHOLDERS' EXPECTATIONS

2019 board seminar with a focus on stakeholders

- **Customers:**
 - Presentation of customers from the region “Rest of the world”⁽¹⁾;
 - Meeting with a principal customer.
- **Shareholders:** Interaction with an investor on market perception of Legrand
- **Employees:** Presentation by the Human Resources VP of the Group’s action plan

Dialogue with shareholders

- Updating of regulations governing the Board of Directors, in line with the Afep-Medef Code as revised in June 2018
- Dialogue with shareholders entrusted to the Chairman of the Board, accompanied by the Investor Relations VP and other management representatives depending on the topics addressed:
 - Responsibility delegated to the Lead Director when the Chairman of the Board is unavailable;
 - Report on this assignment to the Board of Directors.

1. This region includes countries which are not in the region Europe and the region North and Central America.

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COMPENSATION

COMPANY OFFICERS' COMPENSATION UNCHANGED

- **Compensation unchanged for the Chairman of the Board**
- **Annual target compensation unchanged for the Chief Executive Officer**
- **Directors' attendance fees**

COMPENSATION UNCHANGED FOR THE CHAIRMAN OF THE BOARD

	Ex-post 2018	Ex-ante 2019
Fixed salary	€625,000	€625,000
Annual bonus	Nil	Nil
Exceptional bonus	Nil	Nil
Attendance fees	Nil	Nil
TOTAL COMPENSATION	€625,000	€625,000

ANNUAL TARGET COMPENSATION UNCHANGED FOR THE CHIEF EXECUTIVE OFFICER

	Ex-post 2018 On a full-year basis	Ex-post 2018 Pro-rated compensation ⁽¹⁾	Ex-ante 2019 On a full-year basis
Fixed salary	€700,000	€627,083	€700,000
Annual bonus	€730,100	€654,048	€700,000 (target)
Long-term bonus	€1,226,528	€1,098,757	€1,400,000 (target)
Benefits in kind (company car)	€4,347	€3,894	€5,406
TOTAL COMPENSATION	€2,660,975	€2,383,782	€2,805,406

1. Pro-rated amount from February 8, 2018 on the basis of annual amounts as detailed on pages 241 – 242 of the Company's 2018 Registration Document.

DIRECTORS' ATTENDANCE FEES

Allocation rule for attendance fees allocated to each Director:

- Fixed amount of €20,000;
- €5,000 per Board meeting;
- €2,000 per committee meeting;
- €20,000 for chairing the Audit Committee; €10,000 for chairing one other committees;
- €20,000 for the Lead Director.

Gross amount paid to Directors in respect of 2018: €653,000

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OVERVIEW OF RESOLUTIONS

RESOLUTIONS FOR THE ORDINARY GENERAL MEETING

- ❑ **Resolutions 1 to 3:** Resolutions on approval of financial statements, appropriation of earnings and distribution of dividend
- ❑ **Resolution 4:** Resolution on *ex-post* Say on Pay concerning Mr. Gilles Schnepf
- ❑ **Resolution 5:** Resolution on *ex-post* Say on Pay concerning Mr. Benoît Coquart
- ❑ **Resolution 6:** Resolution on *ex-ante* Say on Pay concerning Mr. Gilles Schnepf
- ❑ **Resolution 7:** Resolution on *ex-ante* Say on Pay concerning Mr. Benoît Coquart
- ❑ **Resolutions 8 and 9:** Resolutions on membership of the Board of Directors (renewal of an independent Director's term of office, appointment of an independent Director)
- ❑ **Resolution 10:** Authorization granted to the Board of Directors to enable the Company to trade in its own shares

RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING

OVERVIEW OF
RESOLUTIONS

- **Resolution 11:** Resolution relating to an amendment of the Company Articles of Association

- **Resolution 12:** Authorization granted to the Board of Directors to the effect of reducing company capital by cancellation of treasury shares

RESOLUTION FOR THE ORDINARY GENERAL MEETING

- **Resolution 13:** Powers to effect formalities

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STATUTORY AUDITORS' REPORTS

STATUTORY AUDITORS' REPORTS

- **For the Ordinary General Meeting:**
 - on annual parent company and consolidated financial statements;
 - on regulated agreements and commitments;
 - on the consolidated social, environmental and societal information featured in the management report.

- **For the Extraordinary General Meeting:**
 - on the reduction in capital by cancellation of treasury shares.

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QUESTIONS & ANSWERS

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VOTE ON RESOLUTIONS

GLOSSARY

- **Adjusted operating profit** is defined as operating profit adjusted for amortization and depreciation of revaluation of assets at the time of acquisitions and for other P&L impacts relating to acquisitions and, where applicable, for impairment of goodwill.
- **Busways** are electric power distribution systems based on metal busbars.
- **Cash flow from operations** is defined as net cash from operating activities excluding changes in working capital requirement.
- **CSR** stands for Corporate Social Responsibility
- **EBITDA** is defined as operating profit plus depreciation and impairment of tangible assets, amortization and impairment of intangible assets (including capitalized development costs), reversal of inventory step-up and impairment of goodwill.
- **Free cash flow** is defined as the sum of net cash from operating activities and net proceeds from sales of fixed and financial assets, less capital expenditure and capitalized development costs.
- **KVM** stands for Keyboard, Video and Mouse.
- **Net financial debt** is defined as the sum of short-term borrowings and long-term borrowings, less cash and cash equivalents and marketable securities.
- **Normalized free cash flow** is defined as the sum of net cash from operating activities—based on a normalized working capital requirement representing 10% of the last 12 months' sales and whose change at constant scope of consolidation and exchange rates is adjusted for the period considered—and net proceeds of sales from fixed and financial assets, less capital expenditure and capitalized development costs.
- **Organic growth** is defined as the change in sales at constant structure (scope of consolidation) and exchange rates.
- **Payout** is defined as the ratio between the proposed dividend per share for a given year, divided by the net profit attributable to the Group per share of the same year, calculated on the basis of the average number of ordinary shares at December 31 of that year, excluding shares held in treasury.
- **PDU** stands for Power Distribution Unit.
- **UPS** stands for Uninterruptible Power Supply.
- **Working capital requirement** is defined as the sum of trade receivables, inventories, other current assets, income tax receivables and short-term deferred tax assets, less the sum of trade payables, other current liabilities, income tax payables, short-term provisions and short-term deferred tax liabilities.

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