

TOGETHER IMPROVING LIVES

Combined General Meeting
of Shareholders

May 31, 2023



2023 Combined General Meeting of shareholders

Contents

1. Sustainable growth model
2. Financial performance and outlook
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5. Compensation
6. Presentation of the resolutions
7. Statutory auditors' reports
8. Questions
9. Vote of the resolutions



1

Sustainable growth model

Legrand is perfectly positioned

A specialist in a buoyant industry



A STRATEGIC, LOW-RISK INDUSTRY

More **resilient to economic cycles**

→ A strategic, low energy-intensive industry supported by authorities under global **stimulus plans**



SECULAR TRENDS

Demography
Urbanization
Emerging middle class

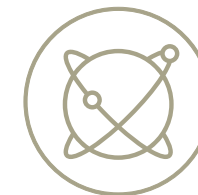
→ **Electrification**
→ **Shortage of buildings**
→ **Development of new economies**



TOP-OF-THE-AGENDA TRENDS

Climate emergency,
Well-being, comfort
Ageing

→ **Buildings of the future**
→ **Energy efficiency**
→ **Sobriety by design**
→ **Autonomy**



STRATEGIC INDUSTRY

Digitalization
Modularity

→ Digital lifestyles, **digitalization**
→ **Flexibility, new hybrid workstyles**

Legrand benefits from the most favorable trends in the building sector

Legrand is perfectly positioned

A unique, value-creating profile



THE ONLY BUILDING PURE PLAYER

“A giant in niches” with
2/3 of sales as leader



CRYSTAL-CLEAR GROWTH STRATEGY

Organic and targeted
acquisitions



RESPONSIBLE VALUE CREATION

An historical approach
to integrated
performance (front-
running financial results
and robust ESG
performances)



ACCOUNTABLE & RESPONSIVE ORGANIZATION

Dedicated teams,
strong focus on
execution

Legrand is perfectly positioned

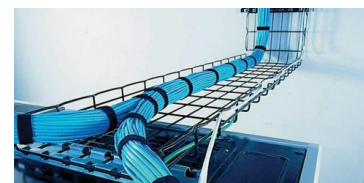
An extensive offering of over 300,000 product references meeting the needs of all buildings



Control electrical installations



Make power available



Ensure the flow of electricity



Remotely manage / control all infrastructures



Provide a secure power supply



Protect electrical installations



Recharge electric vehicles



Measure and control energy consumption



Install structured cabling



Distribute audio and video signals



Organize datacenters' white-space infrastructures



Supply power to workstations



Manage and optimize lighting



Regulate temperature and sunlight



Ensure safety and security of buildings



Welcome and screen visitors

Legrand is perfectly positioned

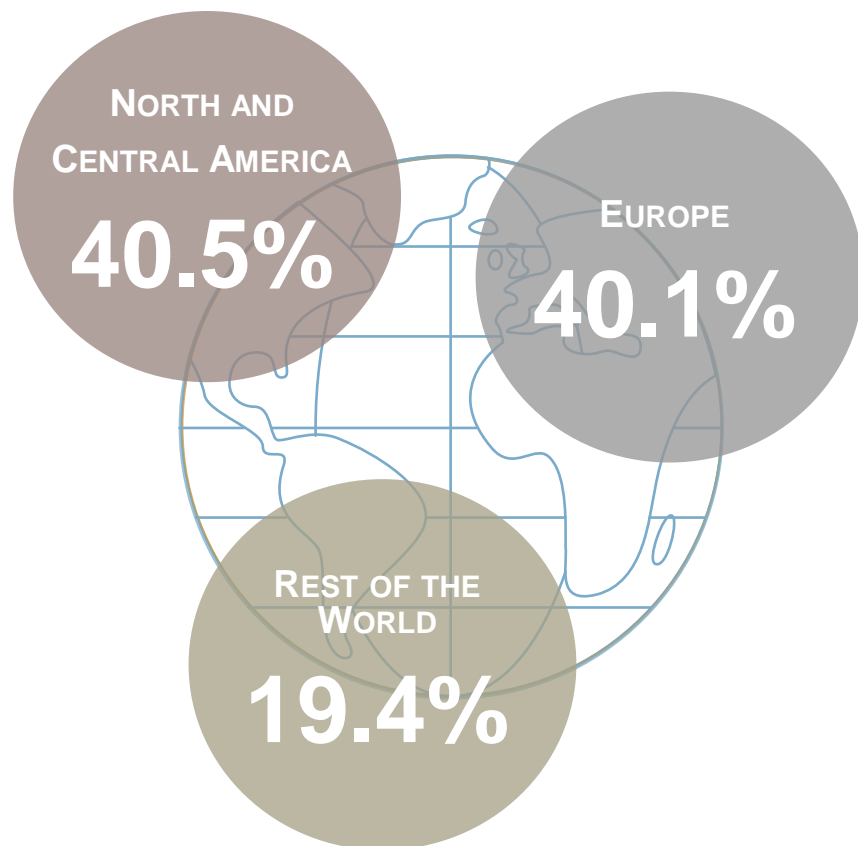
Delivering major benefits to the entire value chain...



Balanced exposure (2022 sales)

Mitigating economic cyclicality

3 GEOGRAPHICAL REGIONS



4 MAIN END MARKETS

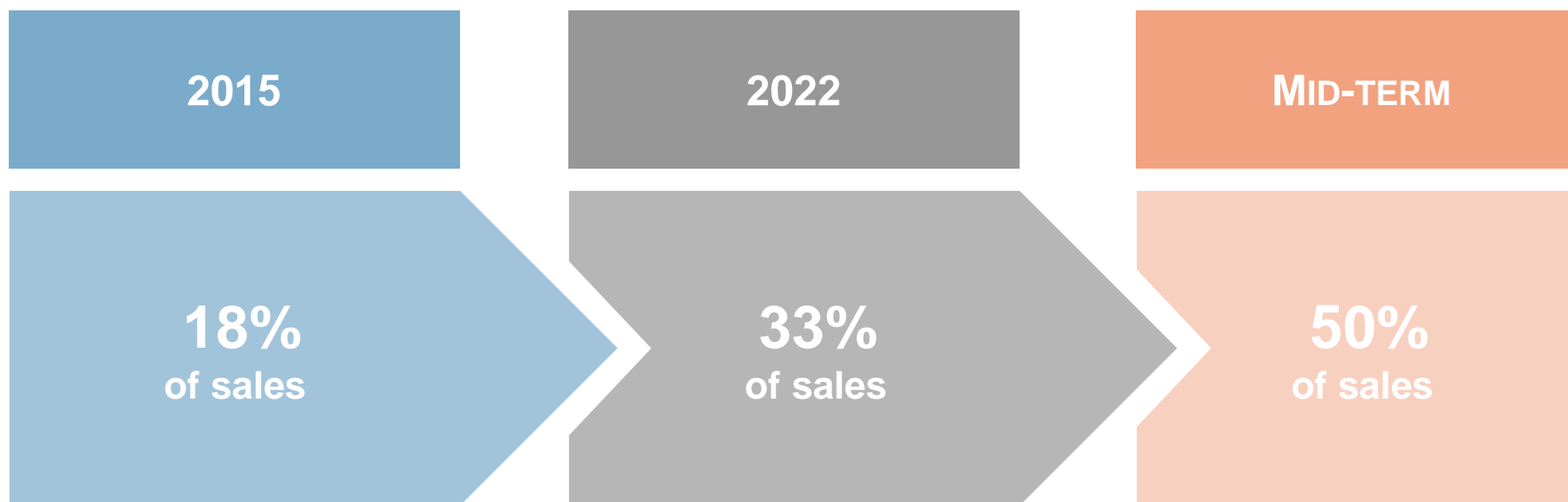


Renovation >40%

Strengthened organic growth profile

Focus on faster expanding segments:

Energy efficiency, connected products, datacenters



Strategy focused on growth

Ongoing investment in R&D

SUSTAINED & CONSISTENT R&D

~5%
of sales in the
long run

PIONEERING PRODUCT INNOVATION



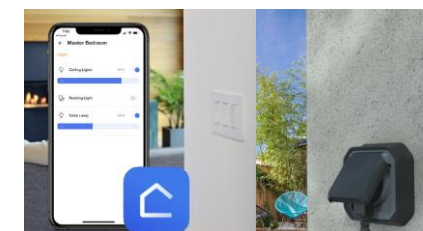
Incara
power in furniture



Smarter AC
thermostats



Nexpand cabinets



New connected user
interfaces

Growth-oriented strategy: M&A momentum

Numerous opportunities & successful docking



MARKET STRUCTURE

~3,000 small and mid-sized companies

50% of **local players**



CLOSE CONTACTS

~300 targets

Keeping close contacts by country at all time



SELECTIVE APPROACH

~5 acquisitions per year

Local complementary leadership positions

Value creative within 3 to 5 years

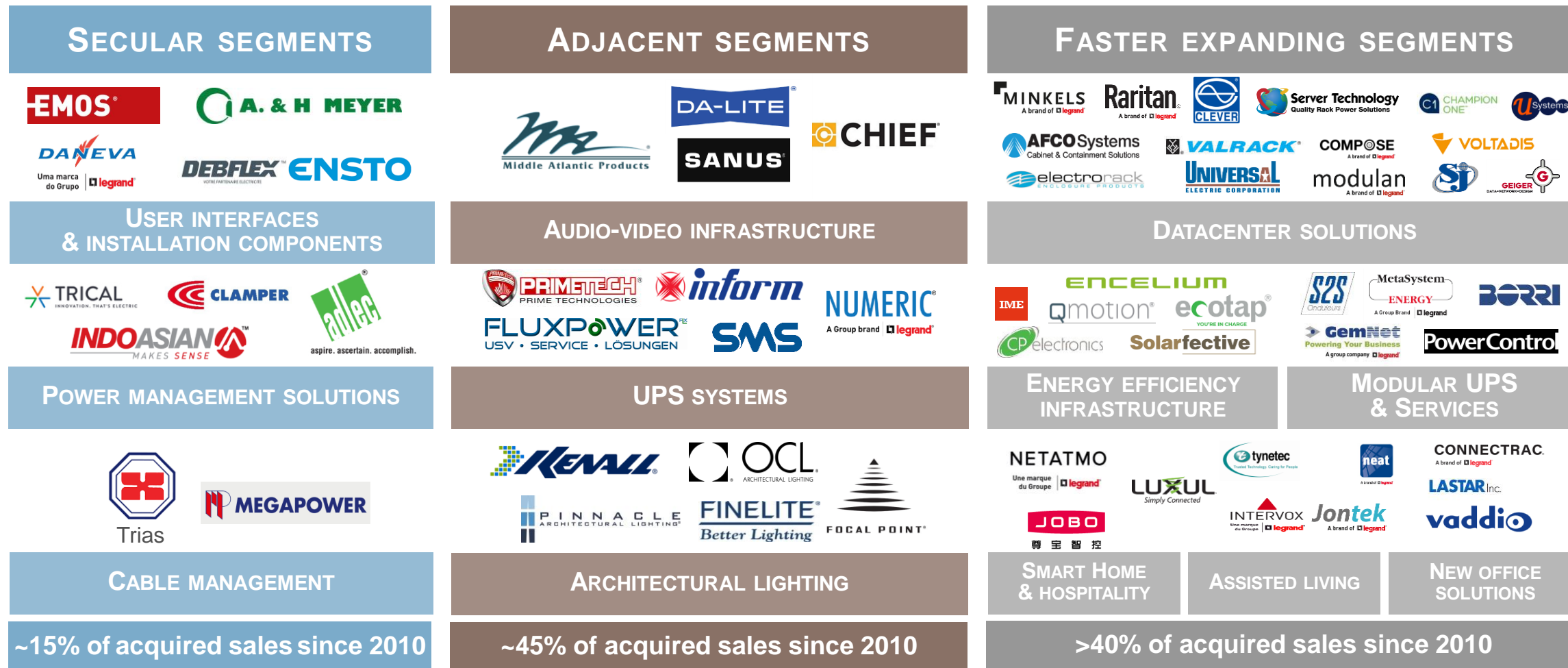


DOCKING PROCESS

Industrialized process

Creating synergies & strengthening core fundamentals of acquired companies

60 acquisitions since 2010
 ~€5.6bn invested, totaling ~€2.8bn annual sales



Average Legrand annual growth in sales linked to the scope effect: +4.0% from 2010 to 2022

Industry-benchmark integrated value creation over 5 years

Leading momentum in main financial metrics

TOTAL SALES TREND

>+50%

in value
(2022 vs. 2017)

ADJUSTED EBIT ON SALES

~20%

of sales
(average
2018-2022)

ADJUSTED NET PROFIT ATTRIBUTABLE TO THE GROUP

+83%

in value
(2022 vs. 2017)

FREE CASH FLOW

+49%

in value
(2022 vs. 2017)

Improved market positions

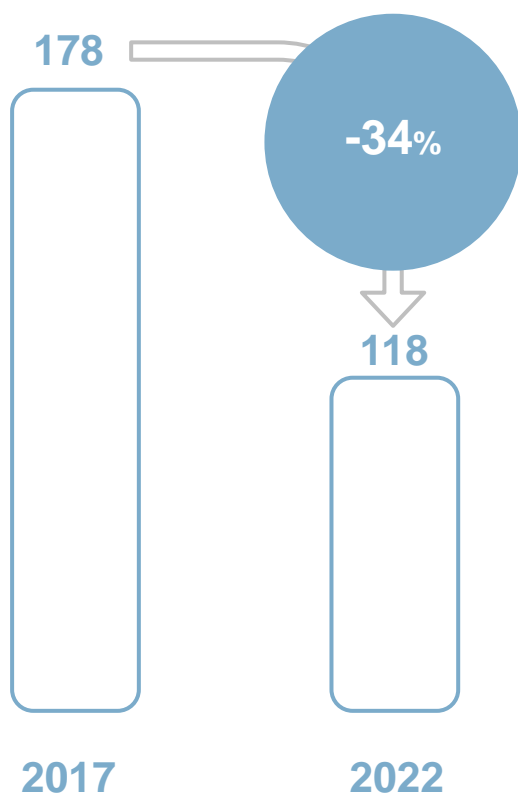
Productivity gains offsetting M&A and net inflation dilution

Secured long-term pricing power

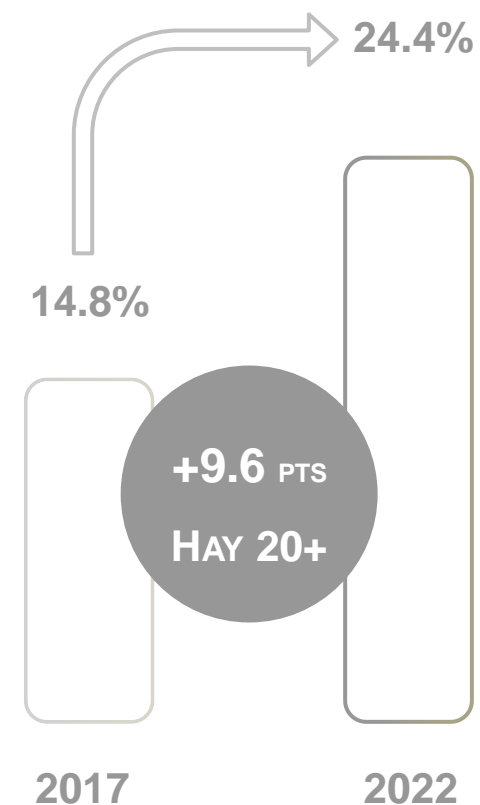
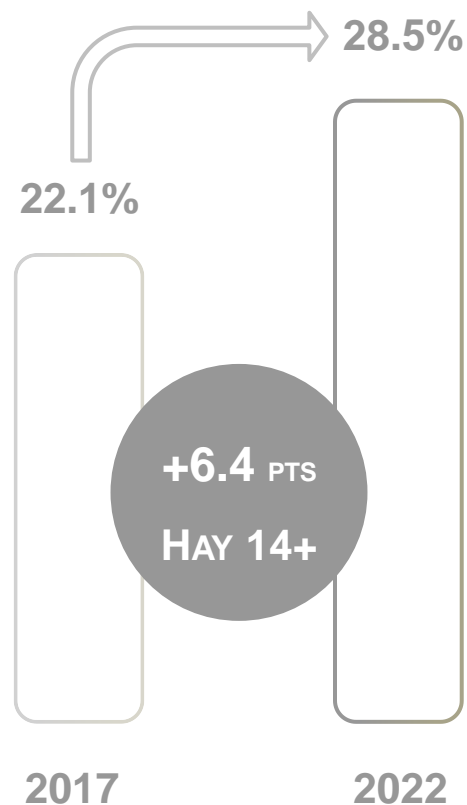
Industry-benchmark integrated value creation over 5 years

Strong extra-financial results

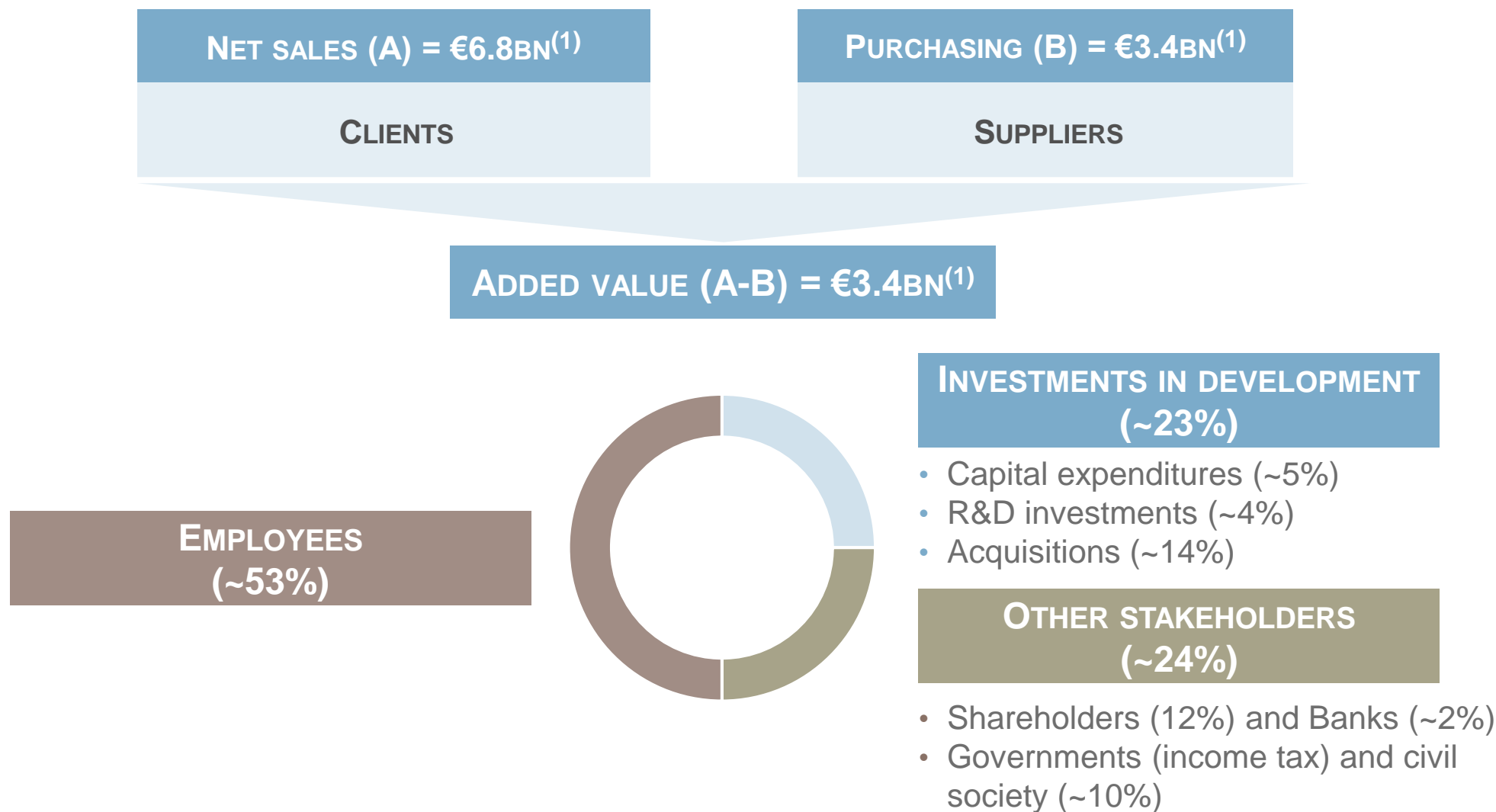
**SCOPES 1&2 (CURRENT)
CO₂ EMISSIONS REDUCTION
(IN K TONS)**



MANAGERIAL POSITIONS HELD BY WOMEN



Balanced distribution of added value over the long term (2018-2022)



1. Average data between 2018 and 2022 rounded to €0.1bn.

Ambitious mid-term targets

Mid-term targets translate into significant value creation

REMINDER OF TARGETS ANNOUNCED IN 2021

SALES GROWTH ACCELERATION

+5% to +10%

(Average per year excl. FX)

- Megatrends
- Faster expanding segments
- M&A

INDUSTRY-BENCHMARK PROFITABILITY

**~20% of adjusted oper.
margin**

(Average)

- Leverage, pricing and cost management
- Including M&A dilution and restructuring

CONSISTENT LEADING FREE CASH FLOW

13% to 15% of sales

(Average)

- Acquisitions
- Dividends

Mid-term CSR ambitions

3 targets for 2030

ACTING FOR THE CLIMATE

SBTi-validated targets:

- **-50% direct carbon emissions** (Scopes 1&2)⁽¹⁾
- **-15% indirect upstream & downstream emissions linked to our business** (Scope 3)⁽¹⁾



FOSTERING DIVERSITY AND INCLUSION IN THE WORKPLACE

- **1/3 of key positions held by women** (Grade Hay 20+)
- **Gender-balanced workforce**



#Legrand rainbow

INCREASING ECO-RESPONSIBLE REVENUE

- **~80% of sales made with eco-responsible products** (by usage as part of energy efficiency programs and/or covered by a PSP such as PEPs)⁽²⁾



1. At current perimeter and against 2019 baseline.

2. PSP: Product Sustainable Profile; PEP: Product Environmental Profile.

A man with a beard and glasses, wearing a blue and white checkered shirt and a lanyard with an ID badge, stands in a server room. He is holding a tablet and looking towards the right. The server racks are visible in the background, illuminated with a blue light.

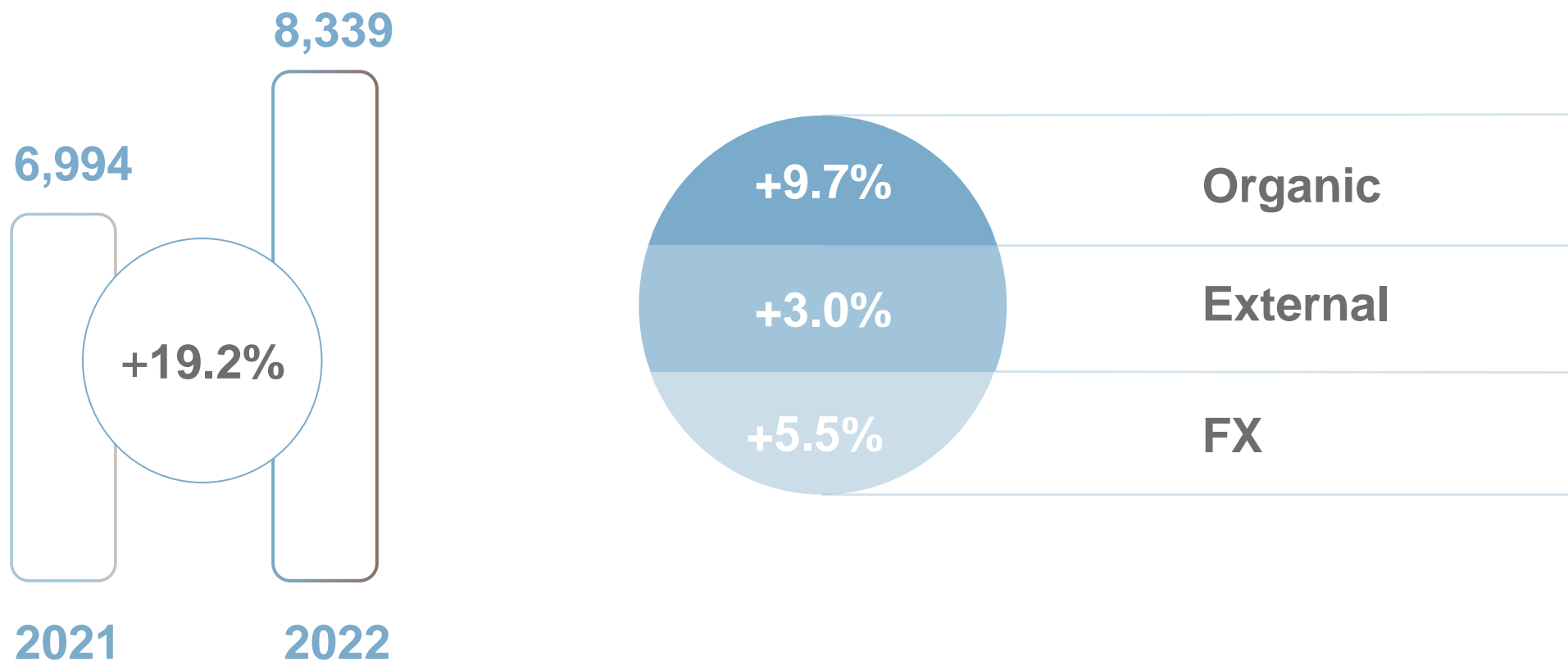
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Financial performance and outlook

Robust 2022 financial performance

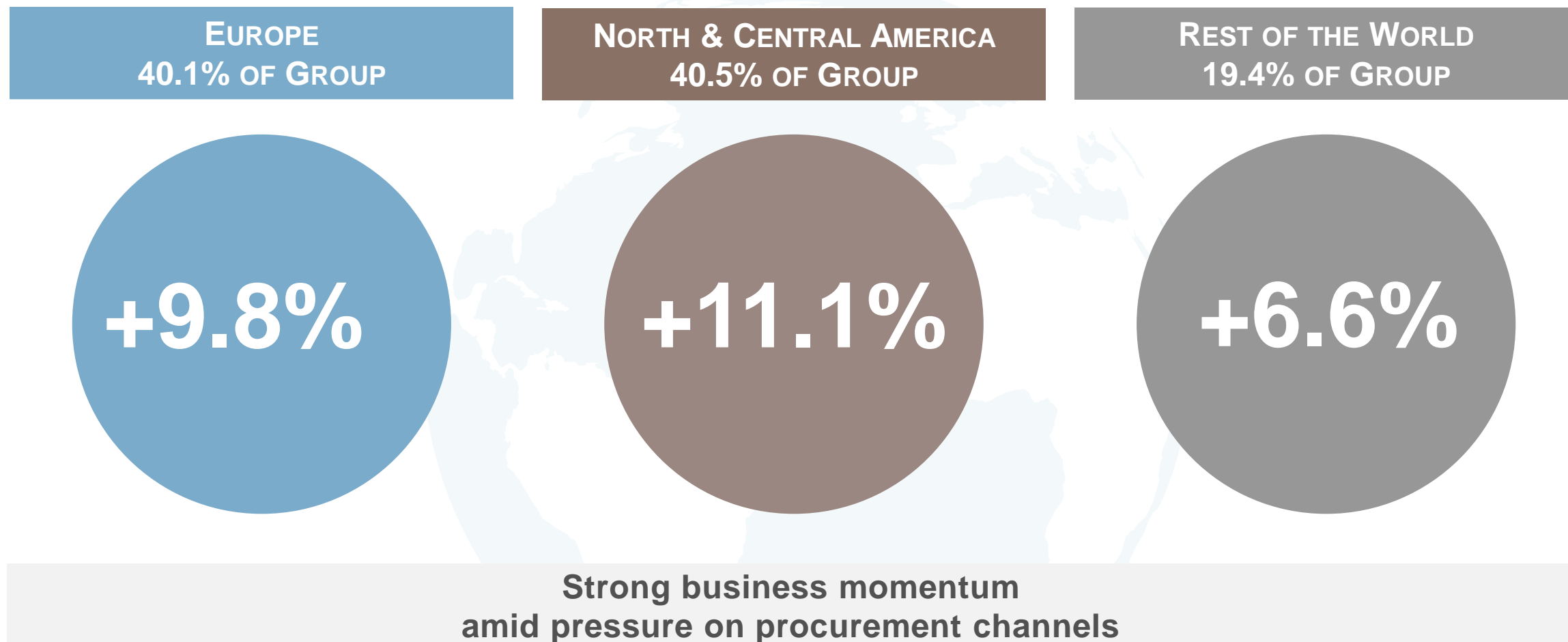
2022 change in net sales

€ millions



Robust 2022 financial performance

2022 organic sales trends by destination



Robust 2022 financial performance

2022 adjusted operating margin

| | | |
|------|--|------------------------------------|
| 2021 | Adjusted operating margin Firm management of both expenses & sales prices, against a backdrop of persistently strong inflation throughout the year (including FY inflation of ~+12% in raw materials and components) | 20.5% +0.2 pt |
| 2022 | Adjusted operating margin before acquisitions⁽¹⁾ Impact of acquisitions | 20.7% -0.3 pt |
| 2022 | Adjusted operating margin | 20.4%⁽²⁾ |

1. At 2021 scope of consolidation. Excluding the effect of expenses in the amount of €147.9mm corresponding to asset impairment in Russia.

2. Excluding the effect of expenses in the amount of €147.9mm corresponding to asset impairment in Russia. For more details, readers are invited to consult the press release dated January 25, 2023.

Robust 2022 financial performance

2022 net profit attributable to the Group

NET PROFIT TO GROUP

€1.0bn

Rise in operating profit
(+€102mm)

Favorable trend in financial & foreign-exchange results
(+€24mm)

Increase in the amount of corporate income tax
(-€32mm)

ADJUSTED⁽¹⁾ NET PROFIT TO GROUP

€1.1bn
up **+26.8%**

1. Excluding the effect of expenses in the amount of €147.1mm corresponding to asset impairment in Russia (for more details, readers are invited to consult the press release of January 25, 2023).

Robust 2022 financial performance

2022 free cash flow generation and balance sheet structure

FREE CASH FLOW

Cash flow from operations

- €1.5bn;
i.e., 17.8% of sales, down -1.0 point

Free cash flow

- 12.4% of 2022 sales, strengthened inventory coverage (supply chain pressures, priority given to customer service)
- At €419mm, Q4 free cash flow (19.2% of sales for the period) was particularly high

Normalized⁽¹⁾
free cash flow:
14.5% of sales

Net debt to EBITDA ratio: 1.2

1. For more details on the reconciliation of free cash flow with normalized free cash flow, readers are invited to consult page 65 of the FY 2022 presentation released on February 9, 2023.

Strengthened organic growth profile

Numerous new products launched in 2022 (1/2)

CORE INFRASTRUCTURE PRODUCTS



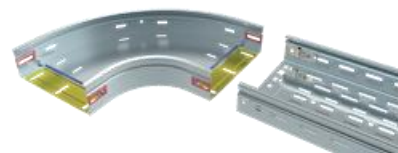
Incara
power in furniture



Suno user interface



B-type DX3
circuit-breakers



P31+ cable
management products

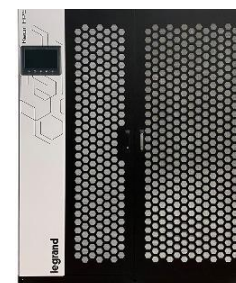
ENERGY EFFICIENCY



Smarter AC
thermostats



Digital Lighting Management
Wireless Slim Switch



New Keor UPS
(HPE 600kVA)

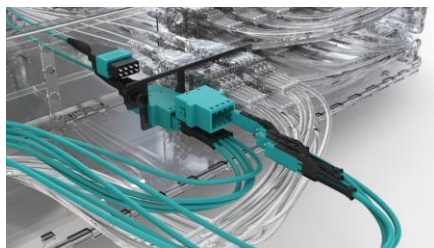


“GreenT”
Dry transformer

Strengthened organic growth profile

Numerous new products launched in 2022 (2/2)

DATACENTERS



Infinium acCLAIM
connection interfaces



Nexpand
cabinets



XL3 DO
distribution switchboard

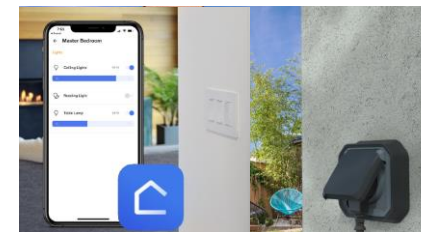


Linkeo C
connecting systems

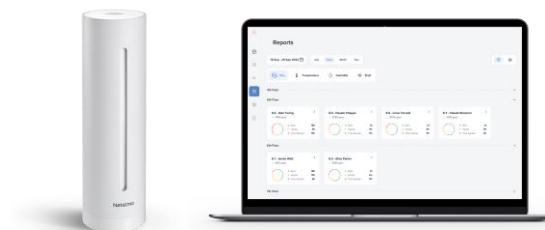
CONNECTED PRODUCTS



New modules
Drivia with Netatmo



New connected
user interfaces



Netatmo Air quality
professional monitoring



Uralife V smart
emergency lighting

7 acquisitions over a year

Further strengthened positions on buoyant segments

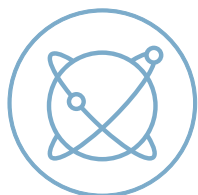
| | | SALES |
|--|--|---------|
| | Czech leader in electrical installation components | ~€85mm |
| | French player in datacenter services (grey rooms) | ~€13mm |
| | UK specialist in datacenter solutions (cooling solutions and racks) | ~€11mm |
| | Leading German player in “power in furniture” connectivity solutions | >€20mm |
| | UK specialist in UPS systems (equipment, services & maintenance) | ~€15mm |
| | US player in highly energy-efficient lighting for commercial buildings | >\$20mm |
| | Brazilian leader in surge protection devices (photovoltaic) | ~€40mm |

Strengthened global positions in buoyant segments

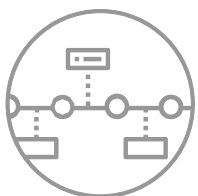
Total annual sales from companies acquired over a year amount to about **€200mm**

Operating performance strengthened further

Multiple 2022 initiatives to enhance productivity



**ONGOING OPTIMIZED
INDUSTRIAL FOOTPRINT**



**ACTIVE
PLATFORMIZATION**



**INDUSTRY 4.0
DEPLOYMENT
(80% OF MAIN SITES)**



2023 first-quarter results

| | Q1 2022 | Q1 2023 | TRENDS |
|--|---------|---|----------------------------------|
| SALES IN €MM | 1,972 | 2,150 | +9.0% (organic: +7.4%) |
| ADJUSTED OPERATING MARGIN AS A SHARE OF SALES | 20.3% | 22.6% Before acquisitions & Russia ⁽¹⁾ | +2.3 points |
| NET PROFIT ATTRIBUTABLE TO THE GROUP IN €MM | 258 | 331 | +28.0% |

A solid quarter with robust growth in faster expanding segments (*energy efficiency, datacenters, connected products*), despite weaknesses on residential markets in several geographies

1. At 2022 scope of consolidation.

2023 full-year targets⁽¹⁾

In 2023, the Group is pursuing its profitable and responsible development laid out in its strategic roadmap⁽²⁾.

Taking into account the world's current macroeconomic outlook, with confidence in its model for creating integrated value, and excluding impacts linked to the Group's disengagement from Russia⁽³⁾, Legrand has set the following **full-year targets for 2023**:

- **sales growth at constant exchange rates** of between **+2%** and **+6%**, including a scope of consolidation effect of around **+3%**;
- an **adjusted operating margin** before acquisitions⁽⁴⁾ of **around 20%** of sales;
- **at least 100% CSR achievement** rate for the second year of its 2022-2024 roadmap.

1. For more information, see Legrand press release dated February 9, 2023.

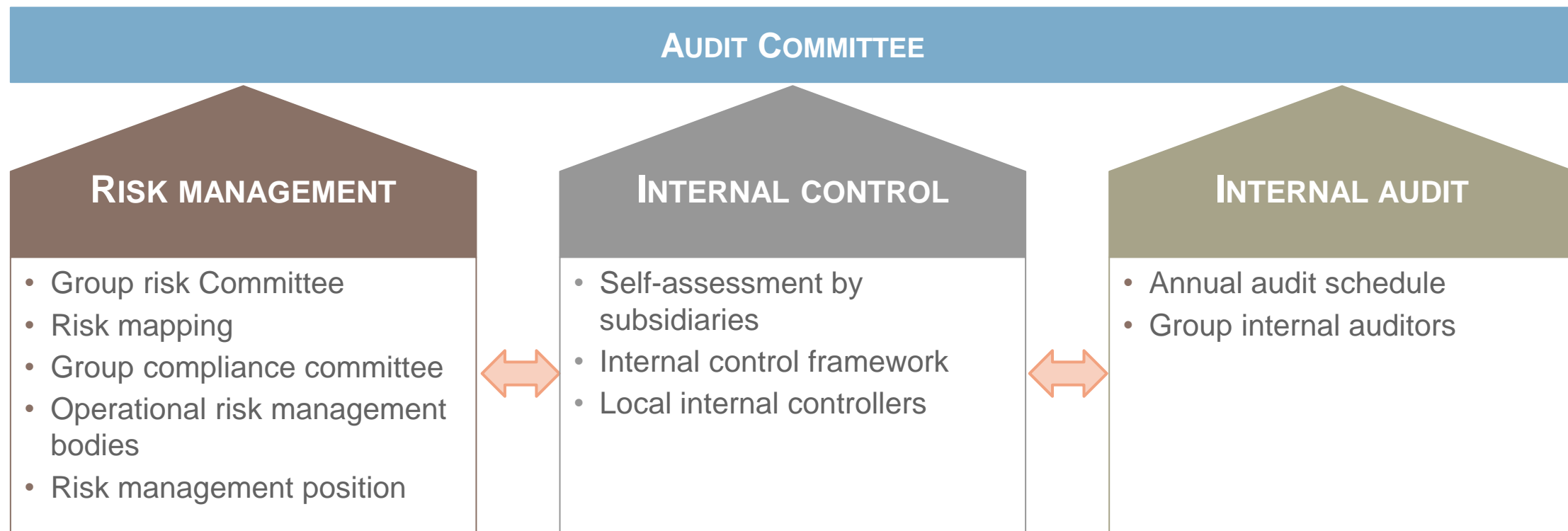
2. For more information, readers are referred to the press releases dated September 22, 2021 and March 29, 2022.

3. For more information, see Legrand press release dated January 25, 2023.

4. At 2022 scope of consolidation, excluding Russia and related impacts.

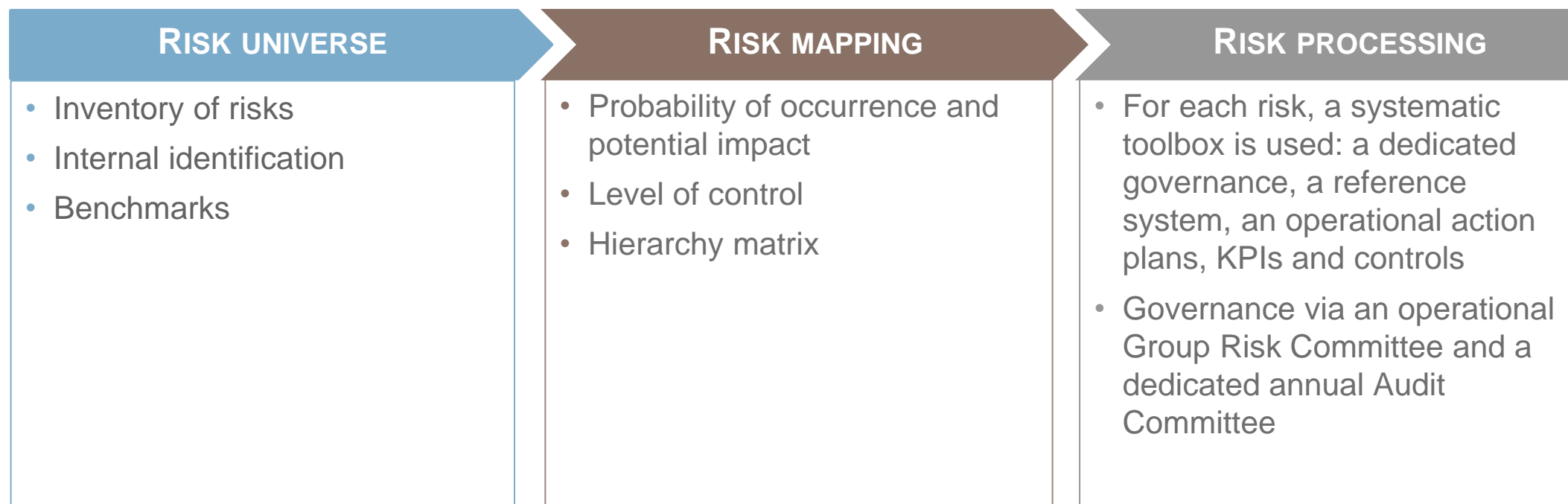
Compliance and risk management

A governance dedicated to risk management



Compliance and risk management

Risk management processes



Compliance and risk management

Examples of 2 major priorities

CYBERSECURITY

- **Centralized organization**
- Detailed and distributed **security policy**
- Continuous **technological deployment**
- **Permanent awareness** of users
- Systematic **monitoring, audit and control**
- Organized and anticipated **treatment of incidents**

COMPLIANCE PROGRAM

- **Strong commitment** from the Group's General Management and managers
- **Group program deployed since 2012**
- **5 pillars:** competition, anti-corruption, fraud, embargoes and money laundering
- Clear **procedures**
- Regular **training and communication**
- **Reporting system** accessible to all stakeholders
- Systematic **monitoring and auditing**

Legrand is attentive to its shareholders (1/4)

Communication with our shareholders and stakeholders



ACCESS TO REGULATED INFORMATION & NEWS

- Responsive website (www.legrandgroup.com)
- Dedicated shareholder page
- Quarterly earnings releases
- Regulated releases



SHAREHOLDER INFORMATION

- Letters to shareholders (French only)
- Shareholder's guide (French only)
- Site visits
- Toll-free number

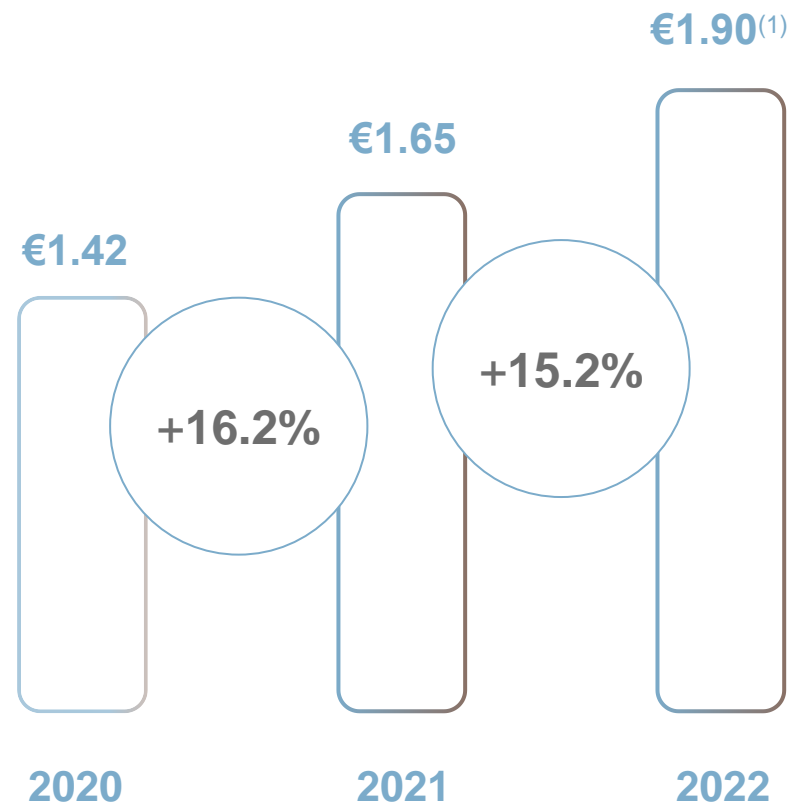


TOOLS TO TAKE PART IN COMPANY LIFE

- E-voting
- Questions during general meetings (audience, written and by email)
- Materiality surveys among stakeholders (latest conducted in 2021)

Legrand is attentive to its shareholders (2/4)

2022 proposed dividend per share



1. Subject to the approval of shareholders at the General Meeting on May 31, 2023 and payable on June 6, 2023. This distribution will be made in full out of distributable income.

2022 dividend and capital allocation (3/4)

Confirmed drive for M&A investment and share buyback program announcement

STRONG CASH GENERATION OVER 5 YEARS

(Free cash flow of ~€4.8bn)

**CONFIDENCE IN OUR INTEGRATED
VALUE CREATION MODEL**

ONGOING FOCUS ON M&A

Future investments to be in line
with mid-term model

(>1/2 of free cash flow)

SHARE BUYBACK PROGRAM⁽¹⁾

Up to €0.5bn over 18 months

1. The first phase will be deployed under Resolution 16 approved at the 2022 Annual General Meeting of Shareholders; the full program is available at [legrandgroup.com](https://www.legrandgroup.com) website under “regulated information”.

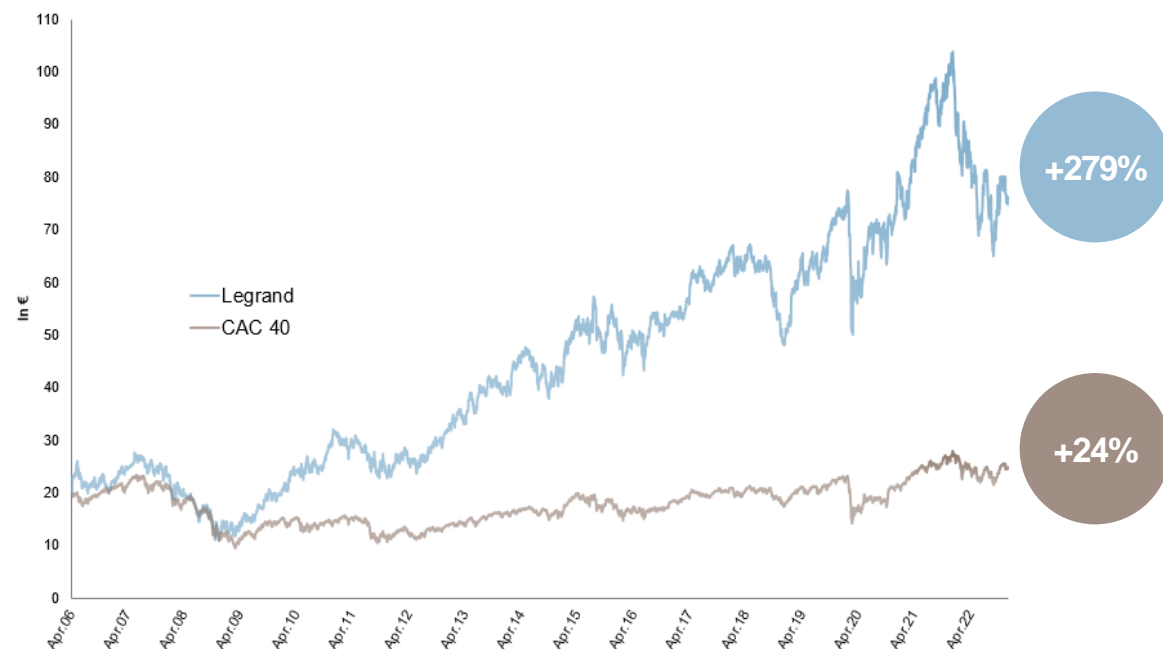
This program will then continue, provided it is approved by shareholders in the new resolution submitted to the General Meeting to be held on May 31, 2023.

Shares will be acquired at market price for cancellation. This program will be suspended or adjusted in the event of a major acquisition. It will be deployed in addition to share buybacks made to deliver on performance share plans reaching maturity.

Legrand is attentive to its shareholders (4/4)

Historical trends in return to shareholders

SHARE TRENDS SINCE IPO⁽¹⁾



ANNUALIZED SHAREHOLDER RETURN WITH DIVIDEND REINVESTED⁽²⁾



1. From April 6, 2006 to December 31, 2022 and compared to the CAC 40 over the same period.
 2. Average annual growth rate



3

CSR achievements and policy

An historical CSR approach



2022-2024 CSR Roadmap

4 pillars & 15 priorities

PROMOTE DIVERSITY & INCLUSION



- **Gender Diversity**
- **Diversity & Inclusion** labelling
- Employability of **Early in careers**
- **Supplier Diversity & Inclusion**

- **Increased use of recycled materials**
- **Phasing out Single Use Plastic** in packaging
- **Environmental Product Declarations**

DEVELOP A CIRCULAR ECONOMY



REDUCE OUR CARBON FOOTPRINT



- **Avoided CO₂ emissions** for our clients
- **Reduced CO₂ emissions** (Scope 1 & 2)
- **Reduced CO₂ emissions** (Scope 3)

- **Customer satisfaction**
- Legrand **Business Ethics** commitment (compliance)
- **Employee development** (training)
- **Safe Workplace** (health & safety)
- **Serenity On** program

BE A RESPONSIBLE BUSINESS



Upbeat 2022 extra-financial performance

Roadmap's four pillars⁽¹⁾ – achievement rates

DIVERSITY & INCLUSION

PROMOTE
DIVERSITY & INCLUSION

131%

REDUCE OUR
CARBON FOOTPRINT

148%

CARBON FOOTPRINT

CIRCULAR ECONOMY

DEVELOP A
CIRCULAR ECONOMY

79%

BE A
RESPONSIBLE BUSINESS

RESPONSIBLE BUSINESS

123%

2022
CSR roadmap
achievement
rate

1. For more information on mid-term targets, readers are referred to the press release dated March 29, 2022 along with the presentation published on Legrand's 2022 ESG Capital Markets Day: <https://www.legrandgroup.com/en/investors-and-shareholders/capital-markets-days/esg-capital-markets-day-2022>.

Upbeat 2022 extra-financial performance

CSR 2022 examples of achievements

IMPROVED DIVERSITY & INCLUSION

- **Increase to 28.5%** of the ratio of women in management positions (Grade Hay 14+)
- **44.5%** of employees working in **GEEIS-Diversity⁽¹⁾ labeled** entities (~30 countries)



CIRCULAR ECONOMY



- **Respectively 5% and 19% recycled plastics and metals** in Legrand products on average

CO₂ FOOTPRINT REDUCTION

- **-15% (current) direct carbon emissions** (Scopes 1&2), far better than targets for 2022
- **55% of electricity consumption from renewable energy**



EXPANDED CARE FOR EMPLOYEES



- **Serenity On extended coverage** (wider range of care, family members and well-being) with **77% of employees covered**
- **~96% employees trained ≥ 5 hours**

1. GEEIS-Diversity: Gender Equality European & International Standard.

Sustained CSR initiatives deployment

Other CSR achievements

RENEWABLE ENERGY DEPLOYMENT



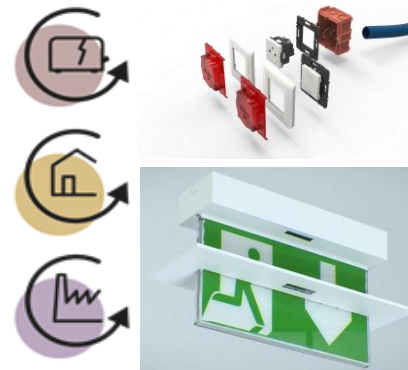
Doubled targets for energy reduction: **-15% (from -8%) for end of 2023 vs. end of 2021**

SUPPLIERS' COMMITMENTS



111 key suppliers committed to reduce CO₂ emissions by 2030

CIRCULARITY



Increased inclusion of circular materials across product life cycles and applications

DIVERSITY NETWORKS ACTIONS



3 major active professional networks (gender equality, LGBT+ inclusion, equal opportunities for minorities)

REDUCED ENERGY INSECURITY



>3 million people helped: ~265 projects in 44 countries with NGO *Electriciens sans Frontières*

Upbeat 2022 extra-financial performance

A widely recognized ESG policy



"Allié.es Leaders" prize at the 4th edition of the LGBT+ Role Models and Allies of L'Autre Cercle

Component of the Euronext Equileap Gender Equality Eurozone 100 & France 40 Indexes

Ranked as one of Forbes World's best employers for the 3rd year in a row

Legrand teams fully dedicated to implementing the CSR roadmap

A widely recognized CSR performance



Inclusion since 2007



CDP climate change
“B” list



“Platinum” rating since
2021
[Top 1% - all companies]
“Gold” rating from 2016 to
2020



“Prime” Status
since 2011



“Low risk”
3rd out of 254 in Electrical
Equipment



“AA” rating
since 2013
[3rd among electrical
equipment companies]



Vigeo Euronext
Eurozone 120 & Europe
120 since 2015
Score: 67/100



DJSI World & DJSI
Europe
[ESG Score: 81]



CAC 40 ESG
Equileap Gender Equality
Eurozone 100 and France 40
CAC SBT 1.5



4

Corporate governance



SEPARATE CORPORATE GOVERNANCE STRUCTURE

- **Separation of duties between non-executive Chair and CEO**



BOARD COMPOSITION IN LINE WITH BEST PRACTICES

- “Comply or explain” rule: **compliance with all the Afep-Medef Code’s recommendations**
- Independence and diversity of the Board:
 - 83%⁽¹⁾ of Directors are independent
 - 42%⁽¹⁾ of women
 - 7⁽¹⁾ nationalities



STRONG INVOLVEMENT

- 24 meetings in 2022 (Board & Committees)
- An **average attendance rate of 96%⁽²⁾**



COMPLEMENTARY EXPERTISE

- The skills represented within the Board include:
 - strategy and external growth,
 - audit, finance and risk management,
 - international experience,
 - CSR,
 - knowledge of industrial operations, experience of P&L management,
 - digital technology, innovation and new technologies,
 - governance and compensation,
 - consumers knowledge and distribution channels.

1. These rates are calculated excluding Directors representing employees and subject to approval by the 2023 Combined General Meeting of the reappointments and appointments proposed.

2. Weighted average attendance rate at Board of Directors and Committees’ meetings in 2022.

Changes in composition of the Board of Directors

Process for appointment of Directors

PROCESS FOR APPOINTMENT OF DIRECTORS BY THE GENERAL MEETING OF SHAREHOLDERS

- The Board of Directors, based on the work performed by the Nomination and Governance Committee (NGC), sets the objectives of its composition, the profiles targeted, and the requisite skills identified
- The NGC may be assisted by a recruitment firm with the process of identifying candidates who match the target profiles set by the Board of Directors
- The Chairwoman of the Board of Directors and the NGC Chair draw up a shortlist of candidates and hold individual interviews
- The NGC discusses on the proposed profiles with regard to the predefined selection criteria, the compliance with the rules of the Code Afep-Medef and proxy advisors' and investors' voting policies (independence, multiple directorships) and their availability
- The candidates chosen then meet with the other members of the NGC and with management
- The NGC considers the results of these interviews and submits its recommendations to the Board of Directors
- The Board of Directors approves the draft resolutions for the appointment of any new directors for the Shareholders' Meeting

PROCESS FOR APPOINTMENT OF DIRECTORS REPRESENTING EMPLOYEES

- Appointed by the Central Workforce and Economic Committee (the “**CWEC**”)

Changes in composition of the Board of Directors

Renewal of the term of office of Isabelle Boccon-Gibod



LEGRAND*

- **MEMBER OF THE AUDIT COMMITTEE**
(since 2016)
- **MEMBER OF THE COMMITMENTS AND CSR COMMITTEE**
(since 2017)
- **INDEPENDENT DIRECTOR**
(since 2016)

OUTSIDE LEGRAND

- **ARKÉMA SA***
 - Director (Permanent representative of the *Fonds Stratégique de Participations*) (since 2014)
 - Member of the Audit and Accounts Committee (since 2014)
 - Member of the Innovation and Sustainable Growth Committee (since 2021)
- **CONSTELLIUM SE***
 - Director (since 2021)
 - Member of the Nominating and Governance Committee (since 2021)
 - Member of the Audit Committee (since 2022)
- **PAPREC HOLDING SA**
 - Director (since 2014)
- **DEMETER SAS**
 - Chairwoman (since 2018)
- **ARC HOLDINGS SAS**
 - Director (since 2020)
 - Chairwoman of the Risks and Audit Committee (since 2020)
- **OBSERVATOIRE CONSEIL SAS**
 - Chairwoman (since 2020)

OTHER FUNCTIONS

- **ADIE (ASSOCIATION POUR LE DROIT À L'INITIATIVE ECONOMIQUE)**
 - Director (since 2018)

Isabelle Boccon-Gibod

French
Age: 55
Number of shares: 1,153
Attendance rate⁽¹⁾ in 2022: 94%

SKILLS

- Financial and accounting skills
- Experience as a senior executive of international groups

1. Attendance rate to the Board of Directors and Legrand Committees' meeting in 2022.

*Listed Company.

Changes in composition of the Board of Directors

Renewal of the term of office of Benoît Coquart



LEGRAND*

- **CEO**
(since 2018)
- **DIRECTOR**
(since 2020)

OUTSIDE LEGRAND

- Nil

OTHER FUNCTIONS

- **IGNES**
 - Chairman (since 2019)
- **FIEEC**
 - Vice President Building (since 2019)
- **ESSEC**
 - Director (since 2022)

Benoît Coquart

French
Age: 49
Number of shares: 102,150
Attendance rate⁽¹⁾ in 2022: 100%

SKILLS

- External growth strategy skills
- Strategy and Corporate Social Responsibility

1. Attendance rate to the Board of Directors and Legrand Committees' meeting in 2022.

*Listed Company.

Changes in composition of the Board of Directors

Renewal of the term of office of Angeles Garcia-Poveda



Angeles Garcia-Poveda

Spanish
Age: 52
Number of shares: 5,800
Attendance rate⁽¹⁾ in 2022: 100%

LEGRAND*

- **CHAIRWOMAN OF THE BOARD OF DIRECTORS**
(since 2020)
- **MEMBER OF THE COMMITMENTS AND CSR COMMITTEE**
(since 2013)
- **INDEPENDENT DIRECTOR**
(since 2012)

OUTSIDE LEGRAND

- **EDENRED SE***
 - Director (since 2021)
 - Member of the Compensation, Appointments and CSR Committee (since 2022)
- **BRIDGEPOINT PLC***
 - Director (since 2021)
 - Chairwoman of the Remuneration Committee (since 2021)
 - Member of the Nomination Committee (since 2021)
- **PUIG S.L.**
 - Director (since 2023)
 - Member of the Talent Committee (since 2023)

OTHER FUNCTIONS

- **IFA (INSTITUT FRANCAIS DES ADMINISTRATEURS)**
 - Director (since 2020)
- **NEOMA BUSINESS SCHOOL**
 - Director (since 2021)
- **MEDEF**
 - Member of the Executive Council (since 2022)
- **CLIMATE GOVERNANCE INITIATIVE**
 - Sponsor of Chapter Zero France, member of the Climate Governance initiative (since 2022)
- **IFD (INSTITUT DE LA FINANCE DURABLE)**
 - Director (since 2023)

SKILLS

- Talent management skills
- Expertise in governance and strategy

1. Attendance rate to the Board of Directors and Legrand Committees' meeting in 2022.

*Listed Company.

Changes in composition of the Board of Directors

Renewal of the term of office of Michel Landel

LEGRAND*

OUTSIDE LEGRAND

OTHER FUNCTIONS



Michel Landel

French
Age: 71
Number of shares: 1,600
Attendance rate⁽¹⁾ in 2022: 100%

- **INDEPENDENT DIRECTOR**
(since 2019)

- **LEAD DIRECTOR**
(since 2020)

- **CHAIRMAN OF THE NOMINATION AND GOVERNANCE COMMITTEE**
(since 2020)

- **MEMBER OF THE COMPENSATION COMMITTEE**
(since 2020)

- **ASTROLABE SERVICES SAS**
– Chairman (since 2018)

- Nil

SKILLS

- Experience as senior executive and director of a CAC 40 company
- Strong pioneering commitments to diversity, and extensive knowledge on CSR matters

1. Attendance rate to the Board of Directors and Legrand Committees' meeting in 2022.

*Listed Company.

Changes in composition of the Board of Directors

Appointment of Valerie Chort



DIRECTORSHIPS AND OTHER ROLES



- **ROYAL BANK OF CANADA*** 2015 – 2023
 - Vice President, Corporate Citizenship and Sustainability
 - Executive Director, RBC Foundation
- **DELOITTE** 2001 – 2015
 - Partner, Enterprise Risk and Americas Leaders, Sustainability Climate Change (S&CC) Practice
- **TRANSAT A.T.*** 2022 – present
 - Director
 - Member of the Risk Management and Corporate Responsibility Committee
 - Member of the Governance and Nomination Committee
- **NORTH WEST RUBBER LTD** 2023 – present
 - Director
- **WOMEN’S COLLEGE HOSPITAL FOUNDATION** 2020 – present
 - Director
 - Member of the Development Committee
- **INTERNATIONAL INSTITUTE FOR SUSTAINABLE DEVELOPMENT** 2020 – present
 - Director
 - Member of the Fund Development Advisory Committee
 - Member of the Audit & Investment Committee

Valerie Chort

Canadian
Age: 59

EDUCATION

- Bachelor of Applied Science, Chemical Engineering, University of Ottawa, Canada
- Bachelor of Science, Biochemistry, University of Ottawa, Canada

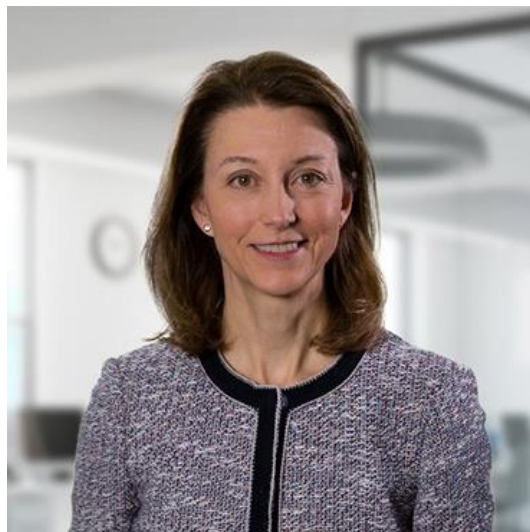
SKILLS

- Strategy and CSR expertise
- North and Latin America deep knowledge

*Listed Company.

Changes in composition of the Board of Directors

Appointment of Clare Scherrer



Clare Scherrer

Anglo-American
Age: 54

*Listed Company.

DIRECTORSHIPS AND OTHER ROLES

- **SMITHS GROUP PLC*** 2022 - present
 - Chief Financial Officer
 - Director
 - Member of the Executive Committee
- **GOLDMAN SACHS** 1996 – 2022
 - Partner, Co-head, Global Industrials Investment Banking
- **MCKINSEY & COMPANY** 1992 – 1994
 - Business Analyst

EDUCATION

- MBA, Harvard Business School, USA
- BA Political Science and Government, Harvard University, USA

SKILLS

- Financial skills
- External growth strategy

Changes in composition of the Board of Directors

Appointment of Sophie Bourdais, Director representing employees⁽¹⁾

DIRECTORSHIPS AND OTHER ROLES



- **LEGRAND***
 - Director representing employees (since 2020)
 - Member of the Compensation Committee (since 2020)
 - National delegate for relations with the technical education sector (since 2019)

Sophie Bourdais

French
Age: 56

SKILLS

- Knowledge of the French market
- Knowledge of the Group and its business

1. Sophie Bourdais was appointed as Director representing employees by the Central Workforce and Economic Committee on May 11, 2023.

Changes in composition of the Board of Directors

Appointment of Daniel Buisson, Director representing employees⁽¹⁾



DIRECTORSHIPS AND OTHER ROLES

- **LEGRAND***
 - Director representing employees (since 2021)
 - Product Quality Manager (since 2005)

Daniel Buisson

French
Age: 60

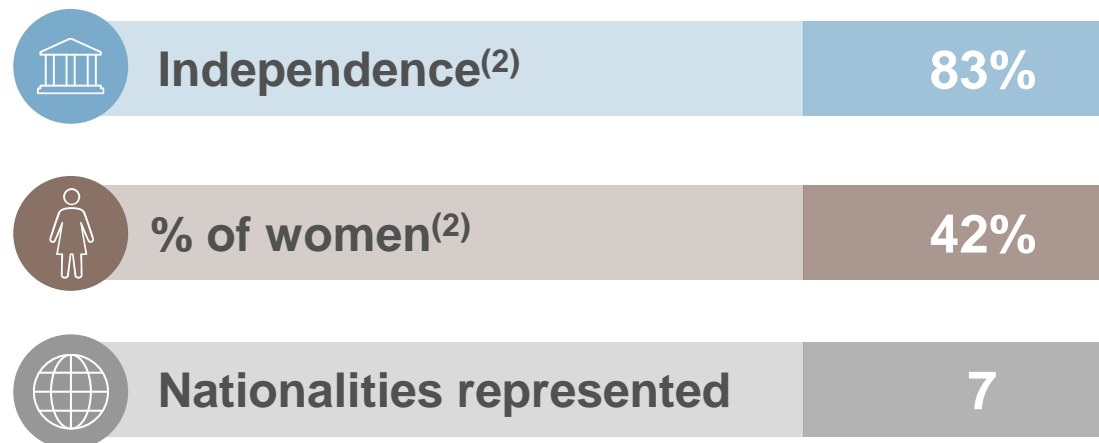
SKILLS

- Experience and knowledge of the Group and its industrial processes

1. Daniel Buisson was appointed as Director representing employees by the Central Workforce and Economic Committee on May 11, 2023.

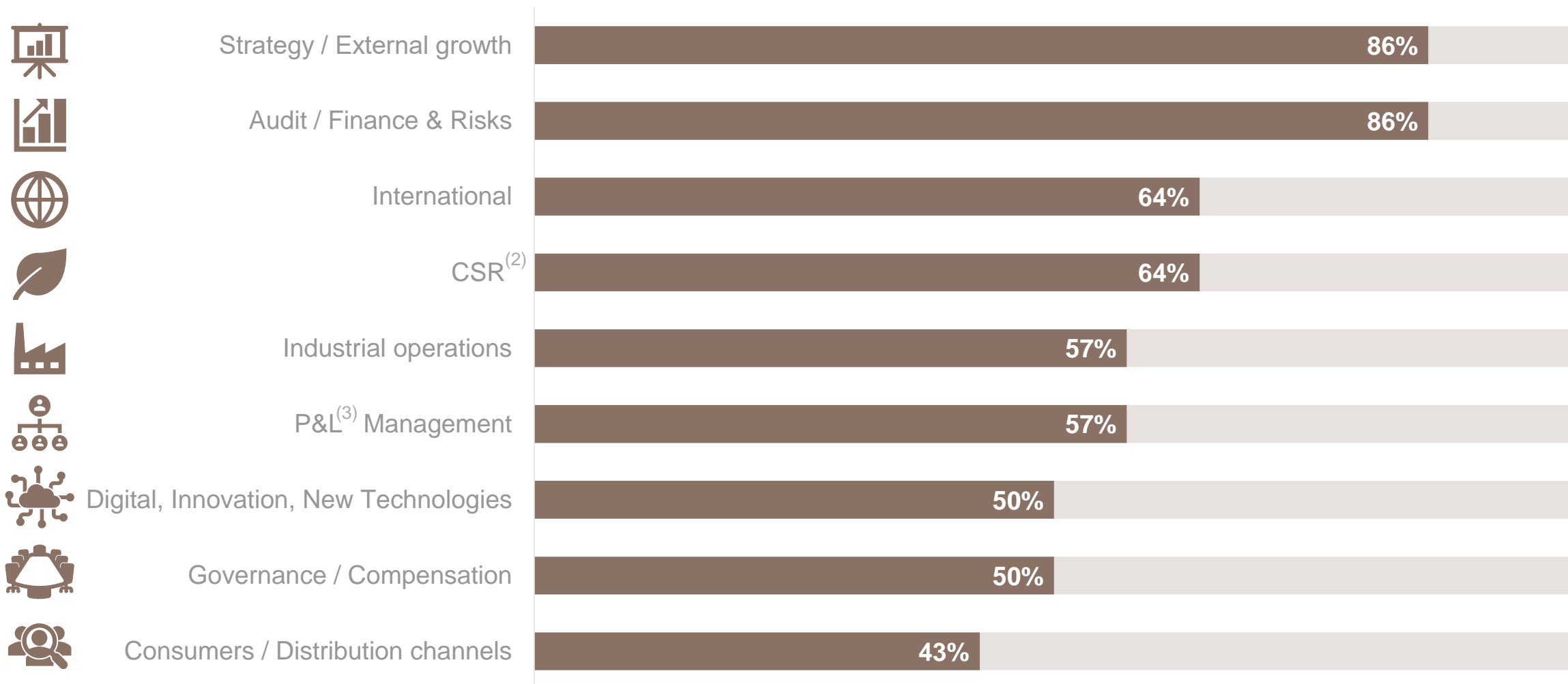
A diversified Board of Directors with a complementary mix of skills and expertise

COMPOSITION IN LINE WITH BEST PRACTICES⁽¹⁾



1. Composition after Shareholders' meeting of May 31, 2023, subject to the approval of the proposed reappointments and appointments.
2. These ratios do not include either of the Directors representing employees.

A diversified Board of Directors with a complementary mix of skills and expertise ⁽¹⁾



1. Composition after Shareholders' meeting of May 31, 2023, subject to the approval of the proposed reappointments and appointments

2. Corporate Social Responsibility.

3. Profit and Loss.

Board assessment process that goes beyond the requirements of the Afep-Medef Code

THREE-YEAR EVALUATION CYCLE OF THE BOARD OF DIRECTORS, ALTERNATING:

- Year 1 : Internal assessment
- Year 2 : External assessment with an evaluation of Directors' individual contribution
- Year 3 : Internal assessment

2022 ASSESSMENT

- Internal assessment
- **Positive assessment** of how the Board of Directors operates
- Acknowledgement of the process of **continuous improvement** for the Board of Directors' operating procedures

An active Board of Directors



Audit Committee

6

meetings in 2022

100%

attendance rate



Éliane Rouyer-Chevalier
Chairwoman, independent
Director



Christel Bories
independent
Director



Isabelle Boccon-Gibod
independent
Director

ACTIVITIES IN 2022

- Review and analysis of the financial statements
- Review of the Statutory Auditors' work
- Review of the risk management system
- Review of risk mapping
- Presentation of the steering framework for certain specific risks
- Oversight of cybersecurity risks
- Analysis of the 2022 audit plan
- Statutory Auditors' appointment
- Review of the assignments of the Statutory Auditors
- Analysis of audit summaries and fraud report
- Review of non-audit services other than the certification of financial statements
- Other:
 - ESEF reporting
 - monitoring of extra-financial reporting obligations linked to the green taxonomy
 - financial issues and management of the risks related to the Ukraine/Russia situation
 - monitoring and forward planning for obligations under the Corporate Sustainability Directive (CSRD)
 - update on current tax issues, in particular forward planning for implementation of Pillar II

Nomination and Governance Committee

3

meetings in 2022

100%

attendance rate



Michel Landel
Chairman,
independent Director



Olivier Bazil
Director



Patrick Koller
independent
Director

ACTIVITIES IN 2022

- Composition of the Board of Directors and Board Committees
 - qualification of the independence of Directors
 - detailed review of the requirements and method of calculating attendance rates at meetings of the Board of Directors and its specialized committees by proxy advisors and investors
 - introduction of a more robust process for succession planning for the Board of Directors and its specialized committees
 - diversity policy
 - recommendations for appointments and reappointments of Directors
 - recommendations concerning Committees' composition
- Succession planning (annual review of succession planning for executive officers and key employees)
- Assessment of the Board of Directors and the Board Committees

Compensation Committee

4

meetings in 2022

100%

attendance rate



**Annalisa
Loustau Elia**
Chairwoman,
independent Director



Sophie Bourdais
Director representing
employees



Patrick Koller
independent
Director



Michel Landel
independent
Director



**Éliane
Rouyer-Chevalier**
independent
Director

ACTIVITIES IN 2022

- Corporate officers' compensation
 - determination of corporate officers' 2021 compensation
 - determination of the 2022 overall compensation structure for executive officers
 - determination of the 2022 compensation policy for corporate officers
 - reflection on the variable compensation of the Chief Executive Officer, the CSR criteria used for the quantitative and qualitative portion, a higher weighting of the CSR criteria for the quantitative portion in view of the voting policies of proxy advisors and benchmarks of other CAC 40 companies
- Long-term incentive plans/performance share plans

Commitments and CSR Committee

3
meetings in 2022

94%
attendance rate



Christel Bories
Chairwoman,
independent Director



Olivier Bazil
Director



**Isabelle
Boccon-Gibod**
independent
Director



**Angeles
Garcia-Poveda**
independent
Director



Edward A. Gilhuly
independent
Director

ACTIVITIES IN 2022

- Acquisitions
 - review of acquisitions completed
 - examination of proposed acquisitions
 - definition of strategic guidelines for futures acquisitions
- 2022 budget
- CSR
 - presentation of the 2019-2021 CSR Roadmap achievements
 - presentation of the new 2022-2024 CSR Roadmap

Changes in composition of the Committees after the General Meeting of May 31, 2023 ⁽¹⁾

| AUDIT COMMITTEE | COMMITMENTS AND CSR COMMITTEE | COMPENSATION COMMITTEE | NOMINATION AND GOVERNANCE COMMITTEE |
|--|---|--|---|
| <ul style="list-style-type: none">• Isabelle Boccon-Gibod <i>(Chairwoman)</i>• Valerie Chort• Michel Landel• Clare Scherrer• Daniel Buisson | <ul style="list-style-type: none">• Jean-Marc Chéry <i>(Chairman)</i>• Olivier Bazil• Isabelle Boccon-Gibod• Valerie Chort• Angeles Garcia-Poveda• Edward A. Gilhuly | <ul style="list-style-type: none">• Annalisa Loustau Elia <i>(Chairwoman)</i>• Patrick Koller• Michel Landel• Sophie Bourdais | <ul style="list-style-type: none">• Michel Landel <i>(Chairman)</i>• Olivier Bazil• Patrick Koller |

1. Subject to approval of the reappointments and appointments proposed at the 2023 Combined General Meeting.



5

Compensation

Simple, transparent and responsible compensation policy for corporate officers

CHAIRWOMAN OF THE BOARD OF DIRECTORS

- In accordance with best governance practices, the compensation policy **does not provide for any annual variable compensation or long-term compensation, neither compensation for serving as a director**

DIRECTORS

- In line with the Afep-Medef Code, the compensation policy states that **the variable portion of the compensation** granted to directors **is predominant**

CHIEF EXECUTIVE OFFICER

- Structure of compensation aligned with the interests of stakeholders and the Company's objectives, **in line with the corporate strategy**
- **Demanding performance conditions**, corresponding to the key factors of the Company's profitable, sustainable and responsible growth

Compensation of the Chairwoman of the Board of Directors



**Angeles
Garcia-Poveda**

6th
resolution

8th
resolution

| | 2022 Ex-POST | 2023 Ex-ANTE |
|--|-----------------|-----------------|
| Fixed compensation | €625,000 | €625,000 |
| Annual and long-term variable compensation | None | None |
| Exceptional compensation | None | None |
| Compensation for serving as a Director | None | None |
| Total compensation | €625,000 | €625,000 |

2023 compensation policy identical to 2022

Compensation of the Chief Executive Officer



Benoît Coquart

7th
resolution

9th
resolution

| | 2022 TARGET | 2022 Ex-POST | 2023 Ex-ANTE |
|---------------------------------|-------------------|---------------------------|-------------------------------|
| Fixed compensation | €900,000 | €900,000 | €900,000 |
| Annual variable compensation | €900,000 | €1,235,700 | €900,000 <i>(target)</i> |
| Long-term variable compensation | €1,800,000 | €1,353,167 ⁽¹⁾ | €1,800,000 <i>(target)</i> |
| Benefits in kind | €6,135 | €4,247 | €6,135 |
| Total compensation | €3,606,135 | €3,493,114 | €3,606,135 |

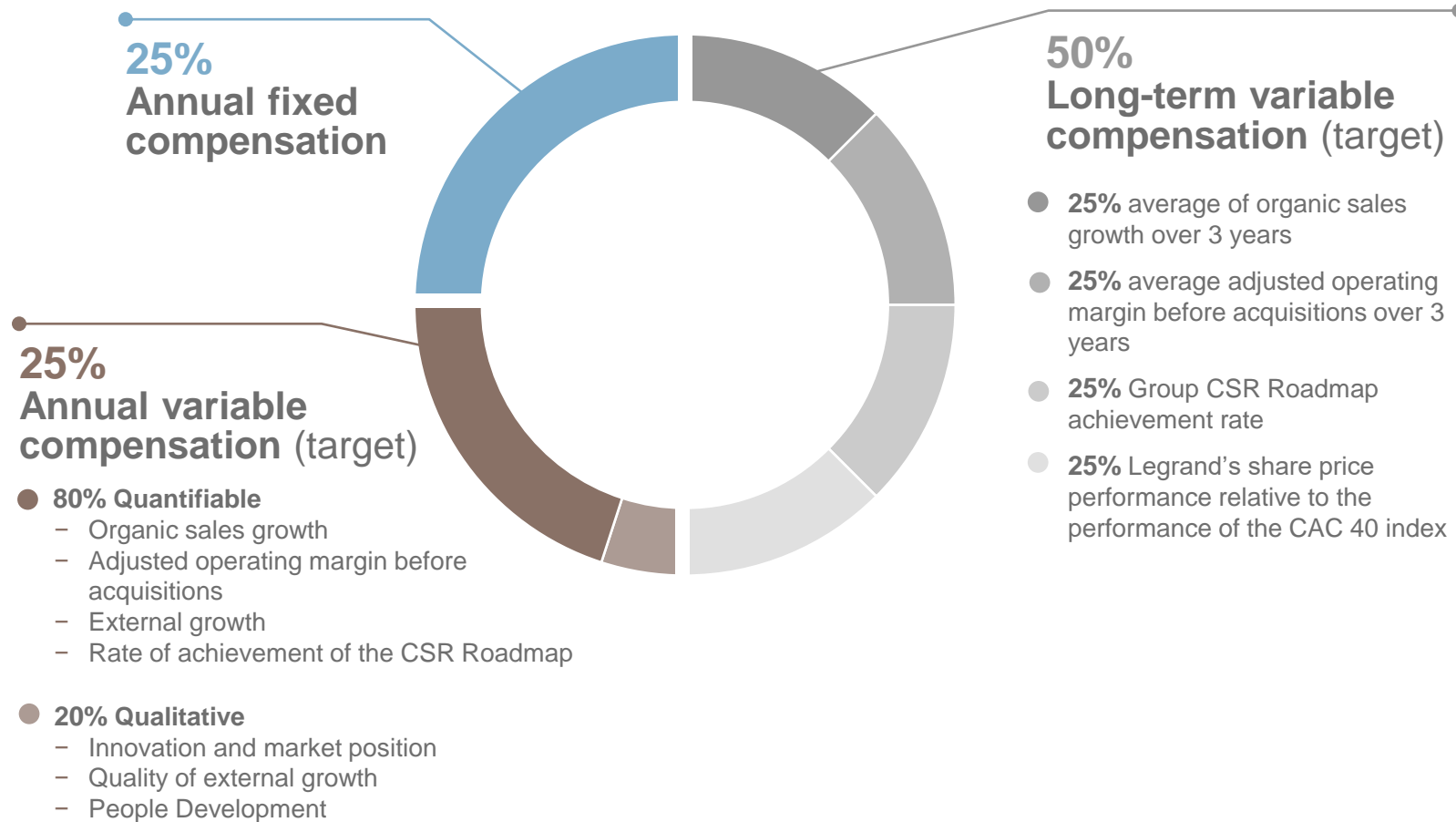
2023 compensation policy identical to 2022

1. Amount determined by an independent expert pursuant to IFRS 2.

Compensation of the Chief Executive Officer

Structure of 2023 compensation

Breakdown of fixed and variables portions



CSR: a significant component of the Chief Executive Officer's variable compensation

25%

of the long-term variable compensation at target value

20%

of the annual variable compensation at target value

17.5%

of the target value for total annual compensation

Compensation of the Directors

5th
resolution

10th
resolution

| | 2022 and 2023 | | | |
|------------------------|---------------|---------------------------------------|--|--|
| | Fixed portion | Variable portion per meeting attended | Additional fixed portion for chairing responsibilities | Additional fixed portion for the Lead Director |
| Board of Directors | €25,000 | €5,000 | - | €20,000 |
| Audit Committee | - | €3,000 | €20,000 | - |
| Other Board Committees | - | €3,000 | €10,000 | - |

2023 compensation policy identical to 2022

Compensation of the Chief Executive Officer

Equity ratio

On the basis of the expanded scope of the Legrand France ESU⁽¹⁾

2022 compensation ratios

| | |
|---------------------------------|-------------|
| Ratio to employees' average pay | 57.3 |
| Ratio to employees' median pay | 69.3 |

1. Economic and Social Union. Additional informations presented based on a broader scope at this General Meeting and in the Universal Registration Document 2022. Legrand France ESU scope is more representative than the scope of Legrand SA (presented in the 2022 Universal Registration Document).



6

Presentation of the resolutions

Presentation of the resolutions

Ordinary resolutions

| RESOLUTION | RESOLUTION'S CONTENT |
|------------|---|
| N° 1 to 3 | Approval of the financial statements, allocation of result and dividend distribution |
| N° 4 | Appointment of Mazars as principal Statutory Auditor |
| N° 5 | Approval of the information referred to in Article L.22-10-9 I of the French Commercial Code, in accordance with Article L.22-10-34 I of the French Commercial Code |
| N° 6 | Ex-post Say on Pay of Angeles Garcia-Poveda |
| N° 7 | Ex-post Say on Pay of Benoît Coquart |
| N° 8 | Ex-ante Say on Pay of the Chair of the Board of Directors |
| N° 9 | Ex-ante Say on Pay of the Chief Executive Officer |
| N° 10 | Ex-ante Say on Pay of the Directors |

Presentation of the resolutions

Ordinary resolutions

| RESOLUTION | RESOLUTION'S CONTENT |
|-------------|--|
| N° 11 to 16 | Composition of the Board of Directors (renewal of four Director's terms of office, appointment of two Directors) |
| N° 19 | Power for formalities |

Presentation of the resolutions

Resolutions concerning the repurchase and cancellation of the Company's shares

| RESOLUTION | RESOLUTION'S CONTENT | CAPS |
|--------------|--|--|
| <p>N° 17</p> | <p>Authorization granted to the Board of Directors to allow the Company to trade its own shares</p> <ul style="list-style-type: none"> • for a maximum price of €150 per share (excluding purchase expenses) | <p>10% of the share capital Maximum amount allocated: €2bn</p> |
| <p>N° 18</p> | <p>Authorization granted to the Board of Directors to reduce the share capital by canceling treasury shares</p> <ul style="list-style-type: none"> • cancelation of shares held in treasury following a share buyback • duration of the authorization: 18 months | <p>10% of the share capital by period of 24 months</p> |



7

Statutory auditors' reports

Statutory auditors' reports

- **To the Ordinary Shareholders' Meeting**
 - on the annual and consolidated financial statements
 - on the related-party agreement
 - on disclosures made in the corporate governance report included in the management report
 - on workforce-related, environmental and societal information included in the management report

- **To the Extraordinary Shareholders' Meeting**
 - on the share capital decrease through the cancelation of treasury shares



8

Questions

9

Vote of the resolutions





#LegrandImprovingLives



Appendices

Glossary

Adjusted operating profit is defined as operating profit adjusted for (i) amortization and depreciation of revaluation of assets at the time of acquisitions and for other P&L impacts relating to acquisitions, (ii) assets impairment in Russia and, (iii) 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 and of right of use assets, amortization and impairment of intangible assets (including capitalized development costs), reversal of inventory step-up and impairment of goodwill.

ESG stands for Environmental, Societal and Governance.

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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