

# **DRAFT**

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## **LEGRAND**

**Société Anonyme with share capital of €1,052,386,716**  
**Registered Office: 128, avenue du Maréchal de Lattre de Tassigny**  
**87000 Limoges**  
**421 259 615 RCS Limoges**  
**(the “Company”)**

### **Resolutions for the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 27, 2010**

#### **RESOLUTIONS FOR THE ORDINARY GENERAL MEETING**

##### ***First Resolution (Approval of the Company's financial statements at December 31, 2009)***

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, and being apprized of the Board of Directors' management report on the activity and general situation of the Company in the 2009 financial year together with the Chairman of the Board's report, of the auditor's report on the annual financial statements, and of the auditor's report on the Chairman's report, shareholders approve the Company's financial statements at December 31, 2009 as presented, which show a net profit of €134,668,012.49, together with the transactions reflected in these financial statements or summarized in the reports referred to.

##### ***Second Resolution (Approval of the consolidated financial statements at December 31, 2009)***

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, and being apprized of the Board of Directors' management report on the activity and general situation of the Company and group in the 2009 financial year together with the auditors' report on the consolidated financial statements, shareholders approve the Company's consolidated financial statements at December 31, 2009 as presented, which show a net profit of €289,8 million excluding minority interests, together with the transactions reflected in these financial statements or summarized in the reports referred to.

##### ***Third Resolution (Appropriation of earnings)***

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings and being apprized of the Board of Directors' report and of the auditors' report on the annual financial statements, the shareholders:

1. Observe that the net book profit for the financial year ended December 31, 2009 amounts to €134,668,012.49;
2. Decide to appropriate €6,733,400.62 of this net profit to the legal reserve;
3. Observe that, after this appropriation of €6,733,400.62 to the legal reserve and considering retained earnings from previous years amounting to €676,484,919.57, the amount available for distribution in respect of the 2009 financial year is €804,419,531.44;
4. Decide to distribute a dividend to shareholders amounting to €0.70 euro per share, making a total amount of €183,288,722.40 on the basis of the number of shares making up capital

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stock at December 31, 2009 and after deduction of own shares held at this date (this total being subject to adjustment for dividends that may be due on shares issued after December 31, 2009); and

5. Decide to appropriate the distributable income remaining to retained earnings.

The dividend of €0.70 euro per share referred to in paragraph 4 above will be made payable from June 7, 2010.

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

Shareholders confer on the Board of Directors all necessary powers to determine, considering in particular the number of own shares held by the Company at the payment date and the number of shares canceled before that date, the total amount of the dividend and, by the same token, the amount of distributable income to be appropriated to retained earnings.

The dividend is eligible in full for the 40% income-tax exemption provided for under article 158-3.2 of the French *Code Général des Impôts*. Shareholders who opt for a flat rate of taxation at source on dividends received (*prélèvement forfaitaire libératoire*) under article 117-4 of the *Code Général des Impôts* will not benefit from this exemption.

Shareholders note that dividends paid in respect of 2006, 2007 and 2008 financial years were as follows:

Financial year	Shares with dividend entitlement	Net dividend per share
2006	266,241,719 shares with a par value of €4	€0.50
2007	256,059,171 shares with a par value of €4	€0.70
2008	261,157,772 shares with a par value of €4	€0.70

All dividends distributed in respect of the 2006, 2007 and 2008 financial years were eligible for the 40% income-tax exemption under 158-3-2 of the French *Code Général des Impôts*.

#### **Fourth Resolution** (*Agreements within the scope of article L.225-38 of the French Commercial Code*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings and being apprized of the auditor's special report, shareholders take due note of the conclusions of this report and approve the agreements it refers to.

#### **Fifth Resolution** (*Renewal of the mandate of one of the statutory auditors*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders note that the mandate of PricewaterhouseCoopers Audit as statutory auditor expires this day.

Shareholders decide to renew the mandate of PricewaterhouseCoopers Audit, the registered address of which is 63 rue de Villiers, 92208 Neuilly-sur-Seine, as statutory auditor for a period of six years from this day, ending at the date of the ordinary general meeting of shareholders called to consider financial statements for the financial year ending December 31, 2015.

#### **Sixth Resolution** (*Renewal of the mandate of one of the deputy statutory auditors*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders note that the mandate of Mr. Yves Nicolas as a deputy statutory auditor expires this day.

Shareholders decide to renew the mandate of Mr. Yves Nicolas, whose address is 63 rue de Villiers, 92208 Neuilly-sur-Seine, as a deputy statutory auditor for a period of six years from this

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day, ending at the date of the ordinary general meeting of shareholders called to consider financial statements for the financial year ending December 31, 2015.

## **Seventh Resolution** (*Approval of a share buyback program*)

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings and being apprized of the Board of Directors' report, shareholders:

- Authorize the Board of Directors, in accordance with article L.225-209 of the French Code of Commerce, to purchase, or to have purchased, Company shares representing at most 10% of the Company's capital stock at the date of this Meeting, it being noted that, when shares are bought to ensure the market liquidity of Legrand shares under the conditions described herein 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 sold during the validity of this authorization;
- 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 the Code of Practice recognized by France's Financial Markets Authority;
  - implementing any and all Company stock-option plans in accordance with articles L.225-177 and following of the French Code of Commerce, any and all free share allotments or share sales pursuant to a Company or group employee share-ownership program in accordance with articles L.3332-1 and following of the French Labor Code (*Code du travail*), any and all free share allotments pursuant to articles L.225-197-1 and following of the French Code of Commerce, and any and all share allotments for the purpose of profit-sharing, as well as providing cover for such transactions at such times as the Board of Directors or the person acting on its behalf takes action;
  - holding and subsequently transferring shares by way of exchange or payment relating to business acquisitions;
  - delivering shares on the exercise of rights attached to securities providing immediate or future access to the equity of the Company;
  - canceling all or some of the shares so purchased;
  - carrying out such other practices as may be permitted or recognized by law or by the Financial Markets Authority, or pursuing any other objective complying with applicable law and regulation.

The purchase, sale or transfer of shares may be effected, on one or several occasions, by any means, except at such times as Company shares may be the object of a tender offer, whether on the market or through a private transaction, including in particular trading in blocks of shares or public tender offers, the use of option-based mechanisms, the use of derivatives, and the purchase of options or other securities.

The price paid for purchases may not exceed €35 per share, it being noted that this maximum price will be adjusted as necessary to reflect capital transactions, in particular incorporation of reserves or free share allotments and/or share splits or reverse splits.

The maximum amount allowed for the implementation of the share buy-back program is €500 million.

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The application of this resolution may not at any time result in the number of own shares held by the Company, directly or indirectly, rising above 10% of the total number making up capital stock at the date considered.

The shares purchased and held by the Company will be deprived of voting rights and will carry entitlement to the payment of a dividend.

This authorization is valid for eighteen months from the date of this general meeting of shareholders and deprives previous authorizations for the same purpose of their effect to the extent not used.

Shareholders confer on the Board of Directors all powers, and the right to delegate those powers in accordance with applicable stipulations of the law, to decide on the use of this authorization, to place orders on the stock exchange, to enter into any agreements, make any declarations to the Financial Markets Authority or any other body, to effect any formalities, and in a general way to do all that may be necessary.

## ***Eighth Resolution (Appointment of a Director)***

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders ratify the provisional appointment made by the Board of Directors at its meeting on February 10, 2010 of Mr. Patrick Tanguy to replace Mr. Arnaud Fayet as a Director for the remainder of the latter's term of office, which is to say until the conclusion of the annual general meeting to be called in 2014 for the consideration of financial statements for the financial year ending December 31, 2013.

## **RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING**

### ***Ninth Resolution (Authorization to cancel shares purchased pursuant to the share buyback program)***

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special report, the shareholders, having noted the adoption of the seventh resolution put to this meeting, authorize the Board of Directors, in accordance with article L.225-209 of the French Code of Commerce, to cancel, at its sole initiative and on one or several occasions, all or some of the Company shares purchased pursuant to the seventh resolution of this general meeting or to previous or subsequent share buyback programs 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 meeting in any period of 24 months.

Shareholders confer on the Board of Directors all powers, and the right to delegate those powers in accordance with applicable stipulations of the law, to effect and recognize such reduction of capital, to allocate the difference between the price paid for the cancelled shares and their nominal amount to any reserves or premiums, to effect the related amendment of Company articles, to make all necessary declarations to the Financial Markets Authority, to effect all other formalities and in a general way to do all that may be necessary.

This authorization is granted for a period of twenty-six months from the date of this general meeting of shareholders and deprives previous authorizations for the same purpose of their effect to the extent not used.

### ***Tenth Resolution (Delegation of powers to the Board of Directors for the purpose of issuing shares or securities providing access to the Company's equity or entitlement to debt securities, with preferred subscription rights maintained)***

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special

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report, shareholders, in accordance with the provisions of the French Code of Commerce and in particular articles L.225-129 and following (in particular article L.255-129-2) and article L.228-91 and following:

1. Delegate to the Board of Directors the power to provide for the issue, the preferred subscription rights of shareholders being maintained, of shares and of securities giving access to shares of the Company or entitlement to the allocation of debt securities, which may be subscribed for either in cash or by way of offset against due and payable debts, it being provided that this delegation may allow one or several such issues;

Decide that the securities so issued may carry warrants providing entitlement to the allotment, purchase or subscription of bonds or other debt securities, or provide for the right of the Company to issue debt securities (fungible with other issues or not) in lieu of interest payments that the Company may have suspended;

2. Determine that the total nominal amount of capital increases which may be effected pursuant to this delegation of powers, immediately and/or in the future, may not exceed €500 million, this limit being subject to such increase in the number of shares as may be necessary by reason of any adjustments made in accordance with applicable legislative and regulatory provisions and, as the case may be, of contractual stipulations providing for other adjustments to preserve the rights of holders of securities that give rights to shares of the Company;
3. Determine that the total nominal amount of bonds and other debt securities issued pursuant to this delegation of powers may not exceed €2 billion (or the equivalent of this amount if issues are made in a foreign currency or units of account);
4. Determine that shareholders may exercise their subscription rights to the full with no reduction in allotments. The Board of Directors may also confer on shareholders, in proportion to their subscription rights and within the limits of their applications, additional rights to subscribe to a larger number of securities than that resulting from their irreducible rights but with allotments subject to reduction.

If shareholders do not take up an issue of shares or other securities of the kinds referred to above in full under their irreducible and, where applicable, reducible subscription rights, the Board of Directors may use, in such order as it determines, whether singly or in combination, powers to:

- limit the issue to the amount of the subscriptions on condition that such amount is equal to at least three-quarters of the initial amount of the issue,
  - allot all or part of the unsubscribed shares to such persons as it sees fit,
  - offer to the public all or part of unsubscribed shares.
5. Determine that any issue of options to subscribe to Company shares may be effected by either an offer to subscribe as provided above or by free allocation to the holders of existing shares, and that in the event of a free allocation of unattached options the Board of Directors will have the power to decide that rights not representing a whole number of shares may not be traded and that the securities concerned are to be sold;
  6. Recognize and determine, insofar as this may be necessary, that this delegation entails, without further process, the waiver, in favor of the holders of any such securities carrying rights to subscribe to Company shares, of shareholders' preferred rights to subscribe to the new shares to which these securities carry entitlement;
  7. Determine that the Board of Directors will have all necessary powers, which it may in turn delegate in accordance with applicable stipulations of the law, to put this delegation into effect, and in particular to determine the dates and terms of issues, the form and specifications of the securities to be issued, the prices and the conditions of issue, the amounts to be issued, the dates from which new securities carry rights, even with retrospective effect, and conditions for redemption where applicable, to suspend, in accordance with applicable regulation, the rights to Company's shares attached to securities, to make such adjustments as may be required as a result of changes in capital stock, in

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particular changes in the par value of shares, capital increases by incorporation of reserves, free share allotments, share splits or reverse splits, distribution of reserves or other assets or capital amortization, to take such action as may be necessary to protect the rights of the holders of securities giving access to Company shares, to make all appropriate charges, in particular for issuance expense, to issuing premiums and, in a general way to take such action and enter into such agreements as may be conducive to the satisfactory performance of issuance.

In the case of issue of debt securities, the Board of Directors will have full powers to take related decisions, in particular as to whether the debt is to be subordinated or not, to set the interest rate, maturity, the redemption price, whether fixed or variable or with or without bonus, to define amortization terms in accordance with market conditions and to determine conditions under which securities may carry rights to Company shares.

The delegation of powers so conferred on the Board of Directors is valid for twenty-six months from the date of this general meeting of shareholders and supersedes that provided for in the eighth resolution adopted in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings at the Combined Ordinary and Extraordinary General Meeting of May 26, 2009 insofar as this has not already been used.

***Eleventh Resolution (Delegation of powers to the Board of Directors for the purpose of issuing, by means of public offers shares or securities providing access to the Company's equity or entitlement to debt securities, with preferred subscription rights waived)***

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special report, shareholders, in accordance with the provisions of the French Code of Commerce and in particular articles L.225-129 to L.225-129-6, L.225-134, L.225-135, L.225-136, L.225-148, L.228-91, L.228-92 and L.228-93;

1. Delegate to the Board of Directors the power to provide for the issue, by means of public offers, shares and securities giving access to shares of the Company or entitlement to the allocation of debt securities, which may be subscribed for either in cash or by way of offset against due and payable debts, it being provided that this delegation may allow one or several such issues;
2. Determine that the total nominal amount of capital increases which may be effected pursuant to this delegation of powers, immediately and/or in the future, may not exceed €350 million, this limit being subject to such increase in the number of shares as may be necessary by reason of any adjustments made in accordance with applicable legislative and regulatory provisions and, as the case may be, of contractual stipulations providing for other adjustments to preserve the rights of holders of securities that give rights to shares of the Company;
3. Determine that the total nominal amount of bonds and other debt securities issued pursuant to this delegation of powers may not exceed €1.6 billion (or the equivalent of this amount at the issue date if issues are made in a foreign currency);
4. Determine that issues pursuant to this delegation of powers will be effected by means of public offers, it being further provided that these issues may be effected in association with one or several issues within the scope of section II of article L. 411-2 of France's *Code monétaire et financier* and effected pursuant to the Twelfth Resolution put to this meeting;

Consequently decide to waive shareholders' preferred rights to subscribe to the shares and other securities to be issued;

Determine however that the Board of Directors may confer on shareholders a priority right to subscribe, in irreducible proportion and, if so decided, with additional reducible rights, over a period that it is to determine in accordance with applicable legislation and regulation, to all or part of the issue in accordance with article L.225-135, paragraph 2, of the French Code of Commerce, such priority right not giving rise to negotiable rights;

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5. Observe that if subscribers do not take up an issue of shares or other securities in full, the Board of Directors may limit the issue to the amount of the subscriptions on condition that such amount is equal to at least three-quarters of the initial amount of the issue;
6. Recognize and determine, insofar as this may be necessary, that this delegation entails, without further process, the waiver, in favor of the holders of any such securities carrying rights to subscribe to Company shares, of shareholders' preferred rights to subscribe to the new shares to which these securities carry entitlement;
7. Determine that:
  - the issue price of shares will be at least equal to the minimum prescribed by legislation and regulation applicable at the date of issue (this minimum being now the weighted average market price of Company shares over the three trading days preceding the date the price is set, subject as appropriate to the discount of at most 5%, where necessary after adjustment of the average to allow for differences in the dates from which shares carry entitlements);
  - the issue price of securities providing access to the Company's share capital and the number of shares to which the conversion, redemption or other transformation of each such security providing access to the Company's share capital may give rise will be such that the amount immediately received by the Company together with any amount it may later receive is, for each share issued as a consequence of the issue of these securities, at least equal to the minimum issue price as provided for in the previous paragraph;
8. Provide that the Board of Directors may, within the limits defined in paragraphs 2 and 3 above, issue shares or securities providing access to the Company's equity or entitlement to debt securities in consideration of the securities tendered in response to a public offer including a swap component (whether as the principal or a secondary component) initiated by the Company for the acquisition of the securities of a company whose shares are listed on a regulated market in accordance with article L.225-148 of the French Code of Commerce, and subject to the reserves therein, in which case the stipulations regarding the price set out in paragraph 7 above do not apply, and waive, insofar as necessary, their preferred subscription rights to these shares or other securities;
9. Determine that the Board of Directors will have all necessary powers, which it may in turn delegate in accordance with the provisions of the law, to put this delegation into effect, and in particular to determine the dates and terms of issues, the form and specifications of the securities to be issued, the prices and the conditions of issues (including exchange parities in the case of a public offer with a swap component initiated by the Company), the amounts to be issued (where applicable, as this results from the number of shares tendered in response to a public offer initiated by the Company), the dates from which new securities carry rights, even with retrospective effect, conditions for redemption where applicable, to suspend as appropriate the exercise of rights to the Company's shares attached to the securities in accordance with applicable regulation, to make such adjustments as may be required as a result of changes in capital stock, in particular changes in the par value of shares, capital increases by incorporation of reserves, free share allotments, share splits or reverse splits, distribution of reserves or other assets or capital amortization to take such action as may be necessary to protect the rights of the holders of securities giving access to Company shares, to make all appropriate charges, in particular for issuance expense, to issuing premiums and, in a general way to take such action and enter into such agreements as may be conducive to the satisfactory performance of issuance.

In the case of issue of debt securities, the Board of Directors will have full powers to take related decisions, in particular as to whether debt is to be subordinated or not, to set the interest rate, maturity, the redemption price, whether fixed or variable or with or without bonus, to define amortization terms in accordance with market conditions, and to determine conditions under which securities may carry rights to Company shares.

The delegation of powers so conferred on the Board of Directors is valid for twenty-six months from the date of this general meeting of shareholders and supersedes that provided for in the

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ninth resolution adopted in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings at the Combined Ordinary and Extraordinary General Meeting of May 26, 2009 insofar as this has not already been used.

**Twelfth Resolution** (*Delegation of powers to the Board of Directors for the purpose of issuing, by means of an offer within the scope of section II of article L. 411-2 of France's Code monétaire et financier (private placement), shares or securities providing access to the Company's equity or entitlement to debt securities, with preferred subscription rights waived*)

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special report, shareholders, in accordance with the provisions of the French Code of Commerce and in particular articles L.225-129 to L.225-129-6, L.225-134, L.225-135, L.225-136, L.228-91, L.228-92 and L.228-93:

1. Delegate to the Board of Directors the power to provide for the issue, by means of offers within the scope of section II of article L. 411-2 of France's *Code monétaire et financier*, shares and securities giving access to shares of the Company or entitlement to the allocation of debt securities, which may be subscribed for either in cash or by way of offset against due and payable debts, it being provided that this delegation may allow one or several such issues;
2. Determine that the total nominal amount of capital increases which may be effected pursuant to this delegation of powers, immediately and/or in the future, may not exceed (a) €350 million (this limit being subject to such increase in the number of shares as may be necessary by reason of any adjustments made in accordance with applicable legislative and regulatory provisions and, as the case may be, of contractual stipulations providing for other adjustments to preserve the rights of holders of securities that give rights to shares of the Company), nor, in any event, (b) the legal limit (this being currently 20% of capital stock, at the date of issue, by year), it being further provided that the nominal amount of any capital increases which may be effected, whether immediately or at some future date, pursuant to this delegation of powers is to be included in the total subject to the overall nominal limit of €350 million provided for in the eleventh resolution put to this meeting;
3. Determine that the total nominal amount of bonds and other debt securities issued pursuant to this delegation of powers may not exceed €1.6 billion (or the equivalent of this amount at the issue date if issues are made in a foreign currency); it being further provided that the total amount of debt securities issued pursuant to this delegation of powers is to be included in the total subject to the overall limit of €1.6 billion provided for in the eleventh resolution put to this meeting;
4. Determine that issues pursuant to this delegation of powers will be effected by means of offers within the scope of section II of article L. 411-2 of France's *Code monétaire et financier*, it being further provided that these issues may be effected in association with one or several public offers pursuant to the Eleventh Resolution put to this meeting;  
Consequently decide to waive shareholders' preferred rights to subscribe to the shares and other securities to be issued;
5. Observe that if subscribers do not take up an issue of shares or other securities in full, the Board of Directors may limit the issue to the amount of the subscriptions on condition that such amount is equal to at least three-quarters of the initial amount of the issue;
6. Recognize and determine, insofar as this may be necessary, that this delegation entails, without further process, the waiver, in favor of the holders of any such securities carrying rights to subscribe to Company shares, of shareholders' preferred rights to subscribe to the new shares to which these securities carry entitlement;
7. Determine that:
  - the issue price of shares will be at least equal to the minimum prescribed by legislation and regulation applicable at the date of issue (this minimum being now the weighted

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average market price of Company shares over the three trading days preceding the date the price is set, subject as appropriate to the discount of at most 5%, where necessary after adjustment of this average to allow for differences in the dates from which shares carry entitlements);

- the issue price of securities providing access to the Company's share capital and the number of shares to which the conversion, redemption or other transformation of each such security providing access to the Company's share capital may give rise will be such that the amount immediately received by the Company together with any amount it may later receive is, for each share issued as a consequence of the issue of these securities, at least equal to the minimum issue price as provided for in the previous paragraph;
8. Determine that the Board of Directors will have all necessary powers, which it may in turn delegate in accordance with the provisions of the law, to put this delegation into effect, and in particular to determine the dates and terms of issues, the form and specifications of the securities to be issued, the prices and the conditions of issues, the amounts to be issued, the dates from which new securities carry rights, even with retrospective effect, conditions for redemption where applicable, to suspend as appropriate the exercise of rights to the Company's shares attached to the securities in accordance with applicable regulation, to make such adjustments as may be required as a result of changes in capital stock, in particular changes in the par value of shares, capital increases by incorporation of reserves, free share allotments, share splits or reverse splits, distribution of reserves or other assets or capital amortization, to take such action as may be necessary to protect the rights of the holders of securities giving access to Company shares, to make all appropriate charges, in particular for issuance expense, to issuing premiums and, in a general way to take such action and enter into such agreements as may be conducive to the satisfactory performance of issuance.

In the case of issue of debt securities, the Board of Directors will have full powers to take related decisions, in particular as to whether debt is to be subordinated or not, to set the interest rate, maturity, the redemption price, whether fixed or variable or with or without bonus, to define amortization terms in accordance with market conditions, and to determine conditions under which securities may carry rights to Company shares.

The delegation of powers so conferred on the Board of Directors is valid for twenty-six months from the date of this general meeting of shareholders.

## ***Thirteenth Resolution (Power to increase issue amounts in the event of excess demand)***

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special report, shareholders, in accordance with the provisions of L.225-135-1 and R.225-118 of the French Code of Commerce, empower the Board of Directors, within the time allowed and up to the limits defined by laws and regulations applicable at the date of issue (at the date of this meeting, within 30 days from the close of subscription, not exceeding 15% of the initial issue and offered at the same price), to increase the amount of any issue made pursuant to the tenth, eleventh and/or twelfth resolution put to this meeting, provided that this does not result in the breach of the limit defined in the resolution under which the issue is made.

The delegation of powers so conferred on the Board of Directors is valid for twenty-six months from the date of this general meeting of shareholders and supersedes that provided for in the tenth resolution adopted in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings at the Combined Ordinary and Extraordinary General Meeting of May 26, 2009 insofar as this has not already been used.

## ***Fourteenth Resolution (Powers conferred on the Board of Directors to set, in accordance with the conditions provided for by the General Meeting, the issue price in the event of the issues of***

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*shares or securities providing access to the Company's shares, with preferred subscription rights waived)*

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special report, shareholders, in accordance with the provisions of L.225-136 of the French Code of Commerce:

1. Authorize the Board of Directors, in respect of each issue pursuant to the eleventh and/or twelfth resolution put to this meeting and subject to the overall limit of 10% of share capital in any period of 12 months, to make an exception to the conditions for the determination of prices provided for in the same eleventh and twelfth resolutions and set the issue price for shares and/or other securities providing access to the Company's share capital issued with a waiver of preferred subscription rights in such a way that:
  - the issue price of shares is at least equal to the average market price of Company shares, weighted for volumes, at the date the price is set, after deduction, where appropriate, of a discount of at most 10%;
  - the issue price of securities providing access to the Company's share capital and the number of shares to which the conversion, redemption or other transformation of each such security providing access to the Company's share capital may give rise is such that the amount immediately received by the Company together with any amount it may later receive is, for each share issued as a consequence of the issue of these securities, at least equal to the minimum issue price as provided for in the previous paragraph;

Shareholders confer all necessary powers on the Board of Directors, which may in turn delegate these powers as provided in the eleventh and twelfth resolutions put to this meeting, for the purposes of exercising this authorization.

The total nominal amount of the capital increase that may result from issues effected under this authorization is to be included in the amount subject to the limit defined by the resolution pursuant to which the issue is made.

2. The authorization thus granted to the Board of Directors is valid for twenty-six months from the date of this general meeting of shareholders and supersedes that provided for in the eleventh resolution adopted in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings at the Combined Ordinary and Extraordinary General Meeting of May 26, 2009 insofar as this has not already been used.

***Fifteenth Resolution*** (*Delegation of powers to the Board of Directors for the purpose of capital increases through incorporation of reserves, profit, premiums or other items for which this is allowable*)

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report, shareholders, in accordance with the provisions of articles L.225-129, L.225-129-2 and L.225-130 of the French Code of Commerce:

1. Delegate to the Board of Directors the power to increase the nominal amount of share capital on one or several occasions, in such proportions and at such times as it sees fit, by incorporation of reserves, profits, premiums or other items for which this is allowable under general law and Company articles, such increase taking the form of a free share allotment, or an increase in the nominal value of the existing shares, or a combination of the two;
2. Determine that the total nominal amount of the capital increases pursuant to this delegation of powers may not exceed €100 million, this limit being subject to such increase in the number of shares as may be necessary by reason of any adjustments made in accordance with applicable legislative and regulatory provisions and, as the case may be, of contractual stipulations providing for other adjustments to preserve the rights of holders of securities that

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give rights to Company shares; this limit is independent from any of the other limits on issuance of shares and other securities pursuant to delegations of powers or authorizations conferred at this meeting;

3. Decide that the Board of Directors will have all necessary powers, which it may in turn delegate in accordance with the provisions of law, to put this delegation of power into effect, and in particular to:
  - determine the terms and conditions of the transactions authorized and in particular to define the amount and the nature of the reserves and premiums to be incorporated into capital, to determine the number of new shares to be issued or the amount by which the nominal value of existing shares making up the share capital is to be increased, to determine the date from which new shares carry rights, even retrospectively, or the date on which an increase in nominal value takes effect and, where applicable, to make all appropriate charges, in particular for issuance expense, to issuing premiums;
  - decide that rights not representing a whole number of shares may not be traded and that the shares concerned are to be sold;
  - take all appropriate action and enter into all agreements conducive to the successful conclusion of transactions and, in a general way, to do all things necessary and effect all formalities required to finalize any capital increase or increases pursuant to this delegation of powers and to make the related amendments to Company articles.

This delegation of powers conferred on the Board of Directors is valid for a period of twenty-six months from the date of this meeting and supersedes that provided for in the twelfth resolution adopted in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings at the Combined Ordinary and Extraordinary General Meeting of May 26, 2009 insofar as this has not already been used.

***Sixteenth Resolution*** (*Delegation of powers to the Board of Directors for the purpose of issuing shares or securities giving access to the Company's share capital in favor of participants in employee share-ownership programs of the Company or group*)

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special report, shareholders, in accordance with the provisions of articles L.3332-1 and following of the Labor Code (*Code du Travail*) and of articles L.225-129-6, L.225-138-1, L.228-91 and L.228-92 of the French Code of Commerce:

1. Delegate to the Board of Directors the power to issue, on one or several occasions, shares and/or securities giving access to the Company's share capital in favor of the employees of the Company and of the French or foreign companies connected to the Company within the meaning of article L.3344-1 of the French Labor Code, insofar as these employees participate in employee share-ownership programs of the Company or of the group, or in any other plan within the scope of articles L. 3332-1 and following of the Labor Code or any analogous law or regulation allowing a reserved capital increase under equivalent conditions;
2. Authorize the Board of Directors, in connection with such capital increase or increases, to allot shares or other securities giving access to the share capital without consideration, in particular in lieu of the discount provided for in point 4 below and/or of any supplement granted to employees, subject to the limits provided for in article L.3332-21 of the French Labor Code;
3. Determine that the total nominal amount of capital increases pursuant to this delegation of powers may not exceed €25 million, it being noted that this limit is before any adjustments made in accordance with applicable legislative and regulatory provisions and, as the case may be, of contractual stipulations providing for other adjustments to preserve the rights of holders of securities that give rights to shares of the Company;
4. Decide that the issue price of the new shares will be equal to the average opening price for Company shares over the 20 trading days preceding the date on which the opening date for

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subscription is decided on, less the maximum discount allowed by law at the date of the Board's decision, it being understood that the Board may reduce this discount if it considers it appropriate, in particular to comply with applicable national law;

5. Waive, in favor of the aforementioned participants in employee share-ownership plans, the preferred subscription rights of shareholders in respect of the shares or securities which may be issued pursuant to this authorization, and renounce all claims on such shares as may be allotted without consideration pursuant to this resolution;
6. Confer on the Board of Directors all powers, which it may in turn delegate in accordance with the provisions of law, that may in particular be necessary to:
  - determine which participants in employee share-ownership plans may benefit from the offer to subscribe,
  - decide whether subscriptions should be through an investment fund or directly,
  - grant employees time to pay for their shares,
  - determine terms and conditions for participation in the company employee share-ownership program ("*plan d'épargne entreprise*") or cross-company employee share-ownership program ("*plan partenariat d'épargne salariale volontaire*"), and establish or amend the regulations of such plans,
  - determine the opening and closing dates for subscription and the issue price of the securities,
  - define all features of securities providing access to the share capital of the Company,
  - decide on the number of new shares or other securities to be issued,
  - recognize resulting capital increases,
  - effect all necessary acts and formalities, either directly or through an agent,
  - make required amendments to Company articles and, in a general way, do everything that may be useful and necessary in respect of applicable laws and regulations.

This delegation of powers conferred on the Board of Directors is valid for a period of twenty-six months from the date of this General Meeting and supersedes that provided for in the thirteenth resolution adopted in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings at the Combined Ordinary and Extraordinary General Meeting of May 26, 2009 insofar as this has not already been used.

***Seventeenth resolution*** (*Delegation of powers to the Board of Directors for the purpose of issuing shares or other securities providing access to share capital as consideration for contributions in kind to the Company*)

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings, and being apprized of the Board of Directors' management report and the auditor's special report, pursuant to article L.225-147 paragraph 6 of the French Code of Commerce, shareholders delegate to the Board of Directors all necessary powers to issue shares and securities providing access to the share capital of the Company, within the limit of 10% of share capital at the date of issue, for the purpose of providing consideration for contributions to the Company in the form of shares or other equity securities when the provisions of article L.225-148 of the French Code of Commerce are not applicable.

The total nominal amount of the capital increases which may be effected pursuant to this delegation of powers is to be included in the total subject to the limit of €350 million provided for in the eleventh resolution put to this meeting.

The total nominal amount of debt securities issued pursuant to this delegation may not exceed €1.6 billion (or the equivalent of this amount at the issue date if issues are made in a foreign currency). Further, the total nominal amount of debt securities issued pursuant to this delegation

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is to be included in the total subject to the limit of €1.6 billion provided for in the eleventh resolution put to this meeting.

If use of this delegation is to be made, the Board of Directors will consider the report of one or several contribution auditors as referred to in article L.225-147 of the French Code of Commerce.

Shareholders confer on the Board of Directors all powers, which it may in turn delegate in accordance with the provisions of law, necessary to put this delegation into effect, in particular to approve valuations of contributions and relating to such contributions, recognize their effects, charge all expense costs and fees to premiums, and make related amendments to Company articles.

The delegation of powers so conferred on the Board of Directors is valid for twenty-six months from the date of this general meeting of shareholders and supersedes that provided for in the fourteenth resolution adopted in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings at the Combined Ordinary and Extraordinary General Meeting of May 26, 2009 insofar as this has not already been used.

## ***Eighteenth Resolution (Total limit on delegations of power under the tenth, eleventh, twelfth, thirteenth, fourteenth, sixteenth and seventeenth resolutions)***

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report, shareholders define as follows the total limits on issues that may be made pursuant to the delegation of powers to the Board of Directors under the tenth, eleventh, twelfth, thirteenth, fourteenth, sixteenth and seventeenth resolutions put to this General Meeting:

- The total nominal amount of capital increases resulting from the issue of shares and securities providing access to share capital may not exceed €500 million, this being however subject to such increase as may be necessary by reason of any adjustments made in accordance with applicable legislative and regulatory provisions and, as the case may be, contractual stipulations providing for other adjustments to preserve the rights of holders of securities that give rights to shares of the Company;
- The total nominal amount of debt securities, including bonds, issued may not exceed €2 billion or the equivalent of this if an issue is made in a foreign currency or units of account.

## ***Nineteenth Resolution (Authorization granted to the Board for the purpose of making one or several allotments of options for the purchase of or subscription to shares)***

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special report, shareholders authorize the Board of Directors to grant employees and executive directors of the Company and associated companies, within the meaning of article L.225-180 of the French Commercial Code, or certain of these employees or executive directors, options for the subscription to new shares issued by way of a capital increase or for the purchase of existing shares in compliance with the provisions of articles L. 225-177 to L 225-186-1 of the French Commercial Code.

The options for subscription to or purchase of shares are to be granted subject to the following conditions:

- the duration of the authorization granted to the Board of Directors is set at twenty-six months from the day of this general meeting and the Board of Directors may use this authorization on one or several occasions;
- option plans are to have a maximum duration of 10 years from the date of grant by the Board of Directors, it being however provided that in the event that the executive directors remain in office beyond this period of ten years, the plans will be extended to expire three months after

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they cease to hold office as regards the portion granted to the same directors and for which the Board of Directors has determined, in accordance with the provisions of article L. 225-185 paragraph 4 of the French Commercial Code, that they may not be exercised as long as the grantees remain in office;

- the total number of options granted pursuant to this resolution may not carry entitlements to the subscription to or purchase of shares representing more than 3% of the share capital of the Company on the day the options are granted, subject to applicable regulatory adjustments necessary to preserve the rights of the grantees, it being provided that this limit is distinct and independent from any other limit on the issue of shares and other securities for which authorizations or delegations have been granted at this meeting;
- the number of options granted to the Company's executive directors may not make up more than 10% of the total granted by the Board of Directors over the period of twenty-six months;
- the subscription and purchase price per Company share under any of the option plans may not be lower than the average price for Legrand shares on the NYSE Euronext Paris market in the twenty trading days preceding the day on which options are granted; prices for purchase options must also comply with the provisions of article L. 225-179 paragraph 2 of the Commercial Code;

Shareholders confer on the Board of Directors all powers, which it may in turn delegate in accordance with the provisions of law, to determine other terms and conditions relating to the options, and in particular conditions of grant, the list of grantees, the number of shares each grantee may subscribe to or purchase and the periods and dates for the exercise of options and the sale of resulting shares, as well as to suspend, for a period not exceeding the maximum defined by applicable law and regulation, the exercise of options in the event of corporate actions or financial transactions entailing the exercise of rights attached to shares.

Shareholders confer on the Board of Directors all powers, and the right to delegate those powers in accordance with applicable provisions of the law, to recognize capital increases that result from actual subscription to shares by exercise of subscription options, to effect the related amendment of Company articles and, at its sole discretion and as it sees fit, to charge expenses relating to capital increases to the premiums on these transactions and to draw from the same amounts the sums required for appropriation to the legal reserve, to effect all formalities necessary for the admission to trading of the shares so issued, make all necessary declarations to such bodies as may be concerned, and in a general way to do all that may be necessary.

Shareholders expressly recognize and determine that this delegation entails the waiver, in favor of the option grantees, of shareholders' preferred rights to subscribe to the new shares issued as options are exercised.

This authorization deprives previous authorizations for the same purpose of their effect to the extent not used.

## ***Twentieth Resolution*** (Authorization granted to the Board of Directors for the purpose of making free share allotments)

Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings and being apprized of the Board of Directors' report and the auditor's special report, shareholders, in accordance with the provisions of articles L. 225-197-1 and following of the French Commercial Code, in particular article L. 225-197-6:

1. authorize the Board of Directors to make free allotments, on one or several occasions, of existing Company shares or shares to be issued by the Company;
2. determine that the beneficiaries of such allotments must be employees or executive directors of the Company or associated companies in accordance with the provisions of L. 225-197-2 of the French Commercial Code;

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3. decide that the Board of Directors will determine the identity of the beneficiaries of the allotments, the conditions for allotments and, as the case may be, requirements for allotments of shares which may include in particular but not necessarily be confined to the requirement of continued employment or office, and any other criteria;
4. determine that the number of shares issued or to be issued and available for free allotment pursuant to this resolution may not exceed 1% of the share capital of the Company at the date of the decision to make the allotment;
5. decide that the number of free shares allotted to executive directors may not exceed 10% of the total of free allotments made by the Board of Directors over the period of twenty-six months from the date of this meeting;
6. decide that grantees will acquire unconditional ownership of shares at the close of a vesting period of between two and four years, inclusive, depending on the grantees concerned;
7. decide that the grantees are to be required to hold shares for a period of at least two years after shares have vested if the vesting period applicable is less than 4 years, the Board being empowered to reduce this required holding period or waive it where the vesting period referred to in point 6 above is equal to 4 years;
8. decide that, as an exception to the above, should a grantee be the victim of a disability in the second or the third category referred to in article L. 341-4 of the French Code de la Sécurité Sociale or amounting to complete disability under the applicable national law, the Board of Directors may provide that the shares vest before the expiry of the vesting period;
9. authorize the Board of Directors to effect as appropriate during the vesting period, adjustments to the number of free shares allotted to allow for changes in the Company's share capital and thereby preserve the rights of grantees;
10. decide further that the Board of Directors is to determine the duration of the vesting and required holding periods within the limits set by this meeting together with requirements and conditions for the holding of shares during the required period, and is to draw on the reserves, profits or premiums the Company is free to dispose of for the purpose of paying up the shares to be provided to grantees;
11. observe that in cases of free allotments of shares yet to be issued, this authorization will entail, at the end of the vesting period, a capital increase by way of incorporation of reserves, profits or share premiums in favor of the grantees of these shares and thus further entails the waiver in favor of the same grantees of shareholders' preferred rights to subscription and to the portion of the reserves, profit or premiums so incorporated, the capital increase taking full effect, without further process, on vesting of shares.

This authorization is granted for a period of twenty-six months from the date of this meeting and deprives all previous authorizations for the same purpose of their effect to the extent not used.

Shareholders confer all necessary powers on the Board of Directors, which may in turn delegate these powers as provided by law, to put this delegation into effect, and in particular to determine the dates and conditions of allotments, and, in a general way to take such action and enter into such agreements as may be conducive to the satisfactory performance of allotments, recognize any and all capital increases resulting from allotments pursuant to this resolution, and make related amendments to Company articles.

***Twenty-first Resolution*** (Amendment of article 9.1 of Company articles)

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Meeting in accordance with the conditions as to quorum and requisite majority for extraordinary general meetings, shareholders decide to amend the third paragraph of article 9.1 of Company articles so that it henceforth reads as follows:

*"Directors are appointed for periods of four (4) years ending at the close of the Ordinary General Meeting of Shareholders called to consider financial statements for the previous financial year and held in the year in which the director's term of office expires. "*

Shareholders decide that the terms of office now current, including that of Mr. Patrick Tanguy, whose appointment has been ratified at this meeting, will continue through to the date of expiry originally provided for.

The first, second, fourth and fifth paragraphs of article 9.1 of Company articles remain unchanged.

## **RESOLUTION FOR THE ORDINARY GENERAL MEETING**

### ***Twenty-second Resolution (Powers to effect formalities)***

Meeting in accordance with the conditions as to quorum and requisite majority for ordinary general meetings, shareholders confer on holders of an original, an official extract or a copy of the minutes of the present meeting all powers necessary to effect all legally required filing, formalities and publications.