



A French *société anonyme* with capital of EUR 1,052,618,380
Registered at 128, avenue du Maréchal de Lattre de Tassigny - 87000 Limoges, France
421 259 615 RCS Limoges

Limoges, May 28, 2010

SHARE BUYBACK PROGRAM APPROVED BY THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON MAY 27, 2010

Legrand is the global specialist in electrical and digital building infrastructures. Its comprehensive offering of devices for commercial, industrial and residential markets makes it a benchmark for suppliers worldwide. Innovation for a steady flow of new products with high added value is a prime vector for growth. In 2009, Legrand reported sales of €3.6 billion. The company is listed on Euronext and is a component stock of indexes including the SBF120, FTSE4Good, MSCI World and ASPI (ISIN code FR0010307819). www.legrandgroup.com

Established in accordance with articles 241-1 and following of the General Regulation of the *Autorité des Marchés Financiers* (AMF) (the French stockmarket supervisor), this description of the share buyback program has been drawn up for the purpose of setting forth the objectives and terms of the program of Legrand ("the Company") for the purchase of its own shares as approved by the General Meeting of Shareholders on May 27, 2010.

On May 27, 2010, the Board of Directors of Legrand decided to pursue the share buyback program in accordance with the authorization of the General Meeting of Shareholders held the same day.

I. Number of shares and percentage of capital stock held by the Company

On May 26, 2010, the Company's capital stock consisted of 263,154,595 shares.

At the same date, the Company held 781,731 of its own shares, representing 0.29% of its capital stock.

II. Allocation by purpose of own shares held by the Company

At May 26, 2010, the 781,731 own shares held by the Company were allocated as follows, by purpose:

- 172,000 shares under a contract to ensure liquidity of trading in shares in accordance with the Charter of Professional Ethics recognized by the *Autorité des Marchés Financiers* (the French stockmarket supervisor) through an investment service provider acting independently,
- 29,255 shares allocated to employee profit-sharing through an FCPE fund,
- 580,476 shares allocated to the implementation of any free allocation of shares pursuant to the provisions of articles L. 225-197-1 and following of the *Code de Commerce*.

III. Purposes of the buyback program

Legrand envisages conducting or having conducted a share buyback for the purposes of:

- ensuring liquidity and trading in shares through an investment service provider acting independently under a contract in accordance with the Charter of Professional Ethics recognized by the *Autorité des Marchés Financiers* (the French stockmarket supervisor);
- implementing any Company stock-option plan in accordance with the provisions of articles L. 225-177 and following of the *Code de Commerce* (commercial code); any free allocation or sale of shares as may result from any company or group employee share-ownership plan in accordance with the provisions of articles L. 3332-1 and following of the *Code du Travail* (labor code); any free allocation of shares pursuant to the provisions of articles L. 225-197-1 and following of the *Code de Commerce* (commercial code); and any free allocation of shares for the purposes of employee profit-sharing, together with any hedging transactions relating to any of the aforesaid transactions;
- holding and subsequently delivering shares by way of exchange or payment relating to equity acquisitions;
- delivering shares on the exercise of rights attached to securities where these rights entail direct or indirect entitlement, whether immediately or at some later date, to Company shares;
- canceling all or some of the shares so purchased, pursuant to the authorization granted to the Board of Directors by the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 27, 2010.

IV. Limit on the percentage of capital stock and the number of shares that may be purchased pursuant to the share buyback program, maximum price and terms of purchase

1. Maximum percentage of capital stock that the Company may acquire

The limit on the portion of capital stock that is authorized for purchase under the buyback program is 10% of the total number of shares representing the capital stock at the date of the Combined Ordinary and Extraordinary General Meeting of Shareholders held on May 27, 2010 (26,315,459 shares), it being noted that where shares are purchased for the purpose of ensuring the liquidity of Legrand shares as described above, the total considered for the calculation of this upper limit of 10% corresponds to the number of shares purchased less the number of shares sold over the duration of the buyback program.

As provided under articles L. 225-209 and L. 225-210 of the *Code de Commerce* (commercial code), the Company may at no time hold Legrand shares representing more than 10% of the shares making up Legrand's capital stock at the date concerned.

The securities that Legrand proposes to buy are shares only.

2. Maximum authorized unit purchase price

The maximum price that may be paid for shares purchased pursuant to the buyback program is €35 per share, it being provided that this price may be adjusted as appropriate in the event of changes in capital stock such as may result in particular from incorporation of reserves, from free allotment of shares, and/or a share split or combination.

The maximum total expenditure authorized for the purposes of implementing the share buyback program is €500 million, including fees, commissions and other expenses.

3. Terms of purchase

The acquisition, sale or transfer of shares may be effected by any means outside the periods of public offerings of the Company's shares on the regulated market or over the counter, including transactions involving blocks of shares or public offerings, option mechanisms, derivatives, and purchase of options or securities.

V. Duration of the buyback program

The buyback program is to be implemented for a period of eighteen months from the authorization granted by the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 27, 2010, which is to say up to November 27, 2011 at the latest.

VI. Investment service provider

Implementation of share buyback program

The Company will appoint an investment service provider acting independently in order to assist it in implementing the share buyback program.

Liquidity contract

Under a contract signed on May 29, 2007, Legrand charged Crédit Agricole Cheuvreux with providing for the liquidity of Legrand shares and ensuring more regular trading. This contract complies with the Charter of Professional Ethics drawn up by the AMAFI (French financial markets association) and recognized by the *Autorité des Marchés Financiers* (the French stockmarket supervisor) on March 22, 2005.

The total amount of this liquidity contract is currently €15 million.

VII. Transactions made under the previous share buyback program

The Combined Ordinary and Extraordinary General Meeting of Shareholders on May 26, 2009, authorized the Board of Directors to implement, or have implemented by delegation, a share buyback program during a period of eighteen months. The terms of this program appear in the description of the previous program implemented from May 27, 2009.

The Company made no use of derivative products.

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During the buyback program, any significant change in any of the information set forth above will be brought to the attention of the public as soon as possible in compliance with the provisions of article 221.3 of the General Regulations of the *Autorité des Marchés Financiers*.