

## APPENDIX 2

### Management report of the Board of Directors on March 20, 2019 to the Annual General Meeting scheduled on May 29, 2019 of Legrand SA (the "Company")

#### ■ 1 – SITUATION AND BUSINESS

##### **1.1 Situation of the Company during the past financial year, business and results of the Company, each of its subsidiaries and the companies it controls, by branch of activity**

Revenues amounted to €18.6 million, for providing services within the Group.

Other operating income amounted to €1.2 million in the year to December 31, 2018.

Operating expense amounted to €18.9 million in the year to December 31, 2018, compared with €22.1 million in the year to December 31, 2017.

At December 31, 2018, operating profit was €0.9 million, compared with €0.4 million in the year to December 31, 2017.

Net interest and other financial items for 2018 represented income amounting to €209.9 million, compared with €204.1 million in the year to December 31, 2017. This variation resulted primarily from the interest related to bond issues.

Net exceptional items represented a profit of €0.1 million at December 31, 2018, compared with €1.2 million in the year to December 31, 2017.

Tax income booked in an amount of €16.6 million represents the surplus of tax paid by subsidiaries within the tax consolidation group.

Net income for the year to December 31, 2018 amounted to €227.5 million.

##### **1.2 Objective and exhaustive analysis of the business, results and financial situation of the Company and the Group**

Information on the business of the Group is presented in chapter 5 of the Company's Registration Document.

Amounts received in 2018 in respect of the 2017 employment competitiveness tax credit scheme (CICE) were allocated to funding costs related to prospecting for new markets.

The Company's debt position is summarized in appendix 1 to this Management Report. The Company's debt in 2018 was up compared to 2017.

##### **1.3 Appropriation of earnings**

We propose that the Company's earnings of €227,535,268.46 in respect of the financial year to December 31, 2018 be appropriated as follows:

- an amount of €275,759.20 would be allocated to the legal reserve which is thus raised to 10% of the share capital;
- in the absence of retained earnings, distributable income would therefore amount to €227,259,509.26;
- the amount of €16,965,062.22 would be allocated to reserves unavailable for treasury shares, thereby raising them to a total amount of €19,679,214.30;
- distributable income less the amount allocated to reserves unavailable for treasury shares would thus amount to €210,294,447.04.

It is therefore proposed that a dividend be distributed amounting to €1.34 per share, for a total of €357,230,334.68, based on the number of shares making up the capital stock at December 31, 2018, minus the treasury shares held by the Company at that date. It may be noted that the share of the amount thus distributed exceeding the amount of distributable income shall be deducted from "issue premiums" in the amount of €146,935,887.64.

In the event of a change before the dividend payment date in the number of shares entitling holders to a dividend, the total dividend amount would be adjusted accordingly.

No dividends would be due on any shares held by the Company itself or cancelled before the payment date. The distribution of an amount of €1.34 per share, would be subject to the following taxation schemes for individual taxpayers resident in France:

- in the amount of €0.79<sup>(1)</sup> the dividend paid would be considered as taxable income from movable property subject to (i) a flat-rate income tax of 12.8% or (ii), by global and irrevocable option to be exercised by the shareholder in the income tax declaration and no later than the time limit for said declaration, to sliding-scale income tax, eligible in this case to the 40% exemption provided for under article 158, paragraph 3, sub-paragraph 2° of the French Tax Code for individual shareholders residing in France. This portion of dividend is, in principle, subject to a non-definitive flat-rate tax of 12.8% on its gross amount, excluding social security contributions, said levy being attributable to income tax on revenue received during the 2019 fiscal year.

(1) This breakdown is given for information purposes only and may be modified according to the number of shares entitling to dividend between now and the dividend payment date.

However, under article 117 quater of the French tax code, "natural persons belonging to a tax household whose income tax reference for the penultimate year, as defined in article 1417, section IV, sub-section 1°, is less than €50,000 for taxpayers who are single, divorced or widowed or less than €75,000 for taxpayers subject to joint taxation, may request exemption from this levy". Such persons should, on their own initiative, submit a request for exemption according to the conditions set out in article 242 quater of the French tax code. This portion of dividend is also subject to a withholding tax of 17.2% for social security contributions as well as, for taxpayers whose income tax reference exceeds certain thresholds, to an exceptional levy on high incomes at a rate of either 3% or 4%, pursuant to article 223 sexies of the French tax code;

- in the amount of €0.55<sup>(1)</sup> the dividend payment deducted from the issue premium would be considered as a repayment of paid-in capital within the meaning of article 112-1° of the French Tax Code, therefore non-taxable ; it would however reduce the fiscal share price by the amount of €0.55 per share.

The tax-related items of information presented here are those applicable at the time of drafting this report. In the event of a significant change in the relative portions per share of the amount considered as taxable income from movable property subject to taxation according to the terms set out above and the amount considered as repayment of paid-in capital, for instance due to a change in the number of treasury shares held at the payment date, additional information will be issued by the Company. As a general rule, shareholders are invited to consult their usual advisers as to applicable taxation schemes.

#### **1.4 Risk management and internal control procedures relating to the preparing and processing of accounting and financial information**

The main features of the risk management and internal control procedures relating to the preparing and processing of accounting and financial information are given in chapter 3 of the Company's Registration Document.

#### **1.5 Main risks and uncertainties faced by the Company**

Risks and related Group policies are presented in chapter 3 of the Company's Registration Document.

#### **1.6 Company policy and objectives concerning coverage of each major category of forecast transactions for which hedge accounting is used, and Company exposure to price, credit, liquidity and cash flow risks**

This information is presented in chapter 3 of the Company's Registration Document.

Management of these risks is described in chapter 3 of the Company's Registration Document and in note 5.1 to the consolidated financial statements, which appear in chapter 8 of the Company's Registration Document.

#### **1.7 Description and management of financial risks linked to the effects of climate change**

Information on the financial risks linked to the effects of climate change and a presentation of measures taken by the Company to reduce them by applying a low-carbon strategy in all aspects of its activity are provided in chapter 4 of the Company's Registration Document.

#### **1.8 Significant events occurred between the close of the financial year and the date of drafting of this management report**

None.

#### **1.9 Foreseeable developments in the situation of the Company**

Forecast net income for 2019 should be higher than in 2018 following an increase in dividends received.

#### **1.10 Existing branches**

None.

#### **1.11 Research and Development activity**

None.

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(1) This breakdown is given for information purposes only and may be modified according to the number of shares entitling to dividend between now and the dividend payment date.

### 1.12 Due dates of accounts payable and customer receivables

In accordance with L. 441-6-1 of the French Commercial Code, the table below presents the balance of trade payables and related accounts by due date:

<b>Due dates (D = invoice date) (in thousands of euros)</b>	<b>Day 0</b>	<b>D+1 to more</b>	<b>Total (1 day and more)</b>
Total invoices incl.VAT at December 31, 2018	283	0	0
% of total amount of purchases excl.VAT in 2018	7,7%	0%	0%
Total invoices incl.VAT at December 31, 2017	351	0	0
% of total amount of purchases excl.VAT in 2017	14,4%	0%	0%

In accordance with L. 441-6-1 of the French Commercial Code, the table below presents the balance of invoices issued which were in arrears at the end of the financial year:

<b>Due dates (D = invoice date) (in thousands of euros)</b>	<b>Day 0</b>	<b>D+1 to more</b>	<b>Total (1 day and more)</b>
Total invoices incl.VAT at December 31, 2018	3 835	0	0
% of total amount of sales excl.VAT in 2018	20,6%	0%	0%
Total invoices incl.VAT at December 31, 2017	5 890	0	0
% of total amount of sales excl.VAT in 2017	33,5%	0%	0%

### 1.13 Significant shareholdings or controlling interests acquired during the fiscal year in companies whose registered office is in France

In the framework of the acquisition in 2018 of R FINANCES, the Company indirectly took control of French company DEBFLEX.

The Company also acquired the company NETATMO in which it had a shareholding since 2015.

## ■ 2 – INFORMATION RELATING TO THE COMPANY'S CORPORATE SOCIAL AND ENVIRONMENTAL RESPONSIBILITY

### Vigilance plan

The vigilance plan and the report on its implementation are presented in chapter 4 of the Company's Registration Document.

## ■ 3 – CORPORATE GOVERNANCE

In line with article L. 225-37 sub-paragraph 6 of the French Commercial Code, this section 3 of the Management report presents the information provided in respect of the Report on corporate governance.

### 3.1 Appointments and positions held by each company officer in any company during the financial year, their nationality, age and main position

This information is provided in Appendix 3 to this Management report.

### 3.2 Starting and expiry dates of each director's term of office

This information is provided in Appendix 3 to this Management report.

### 3.3 Agreements entered into (directly or through an intermediary) between (i) a company officer or shareholder holding more than 10% of voting rights and (ii) a Company subsidiary (excluding standard agreements)

No member of the Company's Board of Directors or company officer is engaged in any business relationships with a Company subsidiary.

It is specified that no Company shareholder holds more than 10% of voting rights.

### 3.4 Report on the work of the Board of Directors and its committees

This information is provided in sections 6.1.1.3 "Work done by the Board of Directors in 2018", and 6.1.3.3 "Work done by the Board of Directors' specialized committees in 2018" of the Company's Registration Document.

**3.5 Membership of the Board of Directors and its committees**

This information is provided in sections 6.1.1.1 "Composition of the Board of Directors" and 6.1.3.1 "Composition of the Board of Directors' specialized committees" of the Company's Registration Document.

**3.6 Preparation and organization of the work of the Board of Directors**

This information is provided in sections 6.1.1.2 "Functioning of the Board of Directors", 6.1.3.2 "Functioning of the Board of Directors' specialized committees", 6.1.1.3 "Work done by the Board of Directors in 2018", and 6.1.3.3 "Work done by the Board of Directors' specialized committees in 2018" of the Company's Registration Document.

**3.7 Number of meetings of the Board of Directors and its specialized committees and attendance record of members**

This information is provided in sections 6.1.1.3 "Work done by the Board of Directors in 2018", and 6.1.3.3 "Work done by the Board of Directors' specialized committees in 2018" of the Company's Registration Document.

**3.8 Evaluation of the Board of Directors**

This information is provided in section 6.1.1.2 "Functioning of the Board of Directors" of the Company's Registration Document.

**3.9 Independence of members of the Board of Directors**

This information is provided in section 6.1.1.1 "Composition of the Board of Directors" of the Company's Registration Document.

**3.10 Description of the diversity policy applied to members of the Board of Directors and of the Company's Executive Committee**

This information is provided in sections 6.1.1.1 "Composition of the Board of Directors", 6.1.3.1 "Composition of the Board of Directors' specialized committees", and 6.1.4.4 "Executive Committee" of the Company's Registration Document.

**3.11 Limits that the Board of Directors imposes on the powers of the Chief Executive Officer**

This information is provided in section 6.1.4 "General Management of the Company" of the Company's Registration Document.

**3.12 Reference to a Code of Corporate Governance**

The Company refers to the principles of corporate governance for listed companies set out in the Afep-Medef Code of corporate governance, which can be consulted on Medef's website at: [www.medef.com](http://www.medef.com).

The Company complies with all recommendations in this Code of corporate governance, with the exception of the recommendation on participation by a director representing employees to the Compensation Committee, as explained in the introduction to section 6.1 of the Company's Registration Document.

**3.13 Formalities for shareholders' participation in General Meetings**

Conditions for participation in the Company's General Meetings are outlined in article 12 ("General Meetings") of the Company's Articles of Association (available on the [www.legrand.com](http://www.legrand.com) website) and in section 9.3.5 "Shareholders' General Meetings" of the Company's Registration Document.

**3.14 Summary of extant authorization to increase the share capital and use made of such authorization during the year**

This information is provided in section 9.2.1.1 of the Company's Registration Document.

### 3.15 Factors that may be relevant in the event of a takeover bid

Ownership of capital	The ownership of Legrand shares is presented in section 7.1.1 of the Company's Registration Document
Statutory restrictions on the exercise of voting rights and on the transfer of shares or clauses of agreements disclosed to the Company pursuant to article L. 233-11 of the French Commercial Code	None
Direct and indirect equity interests of which the Company has been apprised by virtue of articles L. 233-7 and L. 233-12 of the French Commercial Code	Changes in the ownership of Legrand shares during financial year 2018 are presented in section 7.1.1.2 of the Company's Registration Document.
Owners of any securities conferring special rights of control and description of these securities	None
Control procedures provided for employee share-ownership plans when the employees do not exercise this control themselves	As provided in the regulations for the "Actions Legrand" investment fund, the voting rights attached to Company shares are exercised by the fund's Supervisory Board.
Shareholders' agreements of which the Company is aware and that are of a nature to restrict transfers of shares and exercise of voting rights	None
Appointment and replacement of members of the Board of Directors and amendment of the Company's articles of association	<p>In accordance with its articles of association, the Company is managed by a Board of Directors made up of a minimum of three members and a maximum of eighteen members, except as provided by law in the event of a merger.</p> <p>Except as provided by law, each Director must hold (in registered form) at least 500 shares of the Company throughout his or her term as Director.</p> <p>Beyond this statutory requirement, the Board of Directors regulations recommend that each Director gradually acquire, in the course of their term of office, a number of shares equivalent to the amount of one year's director's fees, the latter being calculated on the basis of an assumption of participation, throughout the year, in every meeting of the Board and of any committees the Director is a part of, with the Legrand share unit value being set at the average share price over the previous terminated financial year.</p> <p>Directors are appointed to serve four-year terms, which expire at the end of the ordinary General Meeting of shareholders called to consider financial statements for the previous financial year and held in the year in which their term of office expires. Directors may be reappointed for consecutive terms.</p> <p>When the legal conditions are met, the Board of Directors may appoint provisional members of the Board for the remaining term of office of their predecessor. As provided by law, provisional appointments are subject to ratification at the first shareholders' meeting after the appointment is made.</p> <p>No individual over the age of 70 may be appointed to the Board of Directors if his/her appointment results in more than one-third of members of the Board of Directors having exceeded such age. If, during their term of office, the number of members of the Board of Directors over the age of 70 exceeds one-third of their total number, the oldest member will be deemed to have resigned at the end of the ordinary General Meeting of shareholders called to consider the accounts for the previous financial year and held during the year in which the age limit is reached.</p> <p>Where the Company's articles of association do not specifically provide otherwise, amendments to the articles are subject to the provisions of applicable law</p>

Powers of the Board of Directors, in particular concerning share issuance and repurchase

This information is presented in sections 9.2.1.1 and 9.2.2.1 of the Company's Registration Document.

Agreements entered into by the Company which would be amended or would lapse in the event of a change of control of the Company, except (unless disclosure is required by law) where disclosure would seriously harm its interests

The Company can only repurchase its own shares outside of periods during which shares are made available through public offerings.

The following contracts may be amended or may lapse if control of the Company changes:

- contract for the issuance of bonds on the US market by the Company's subsidiary Legrand France in an amount of \$393.5 million, in the event of a change in control due to a hostile takeover;
- the loan contract in an amount of €900 million entered into with financial institutions on October 20, 2011 and amended on July 25, 2014;
- the bond issue made on April 11, 2012 in a nominal amount of €400 million;
- the bond issue made on December 9, 2015 in a nominal amount of €300 million;
- the bond issue made on June 29, 2017 in a nominal amount of €1 billion;
- the bond issue made on October 4, 2017 in a nominal amount of €400 million;
- the bond issue made on February 26, 2018 in a nominal amount of €400 million.

Agreements providing for payment of compensation to employees or members of the Board of Directors in the event of resignation, dismissal without real and serious cause, or termination of employment due to a takeover bid

None with respect to the company officers and members of the Board of Directors.

### **3.16 Total compensation and benefits of any kind paid to each company officer during the financial year**

Information on compensation and benefits of company officers is provided in section 6.2.2 "Compensation and benefits of company officers in respect of the 2018 financial year" of the Company's Registration Document.

### **3.17 Principles and criteria for the determination, breakdown and allocation of fixed, variable and exceptional elements of total compensation and any benefits due to company officers**

This information is provided in section 6.2.1 "Principles and criteria for the determination, breakdown and award of fixed, variable and exceptional elements of total compensation and any benefits due to company officers in respect of their office in respect of the 2019 financial year" and in Appendix 4 to the Company's Registration Document.

### **3.18 Any kinds of commitment made by the Company to its company officers concerning compensation, allowances or benefits payable or likely to be payable as a result of, or subsequent to, taking up or leaving office**

Information on undertakings made in favour of company officers is provided in sections 6.2.1 "Principles and criteria for the determination, breakdown and award of fixed, variable and exceptional elements of total compensation and any benefits due to company officers in respect of their office in respect of the 2019 financial year", sub-section "C - Other elements of compensation"; 6.2.4 "Other benefits granted to company officers"; and 6.2.5 "Compensation policy due in respect of the 2019 financial year and compensation components paid or awarded in respect of the 2018 financial year to company officers submitted for the approval of shareholders" of the Company's Registration Document.

### 3.19 Obligation to retain the shares issued to directors under stock option and bonus share plans

This information is provided in Chapter 7 and section 6.2.1.3 of the Company's Registration Document.

## ■ 4 – SHAREHOLDING AND CAPITAL

### 4.1 Shareholding structure and changes during the year

The shareholding structure of the Company and information about the attainment of legal thresholds is presented in section 7.1 of the Company's Registration Document.

In respect of the 2015, 2016 and 2017 financial years, the amounts of dividend paid were as follows:

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

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

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

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

### 4.3 Information relating to acquisitions and disposals by the Company of treasury shares

During 2018, the Company purchased a total of 1,290,624 shares at a total cost of €77,846,203, and sold 980,405 shares for a total of €60,813,206, under the liquidity agreement entered into with Kepler Cheuvreux on May 29, 2007. The terms of this agreement comply with the Charter of Ethics adopted by the *Association française des marchés financiers* (AMAFI) as approved by the French Financial Markets Authority (AMF) in its decision of March 22, 2005.

Under the liquidity agreement, the average purchase price was €60.32 per share and the average sale price was €62.03 per share. There were no trading costs associated with these transactions.

At December 31, 2018, the balance on the liquidity contract stood at 350,219 shares. The liquidity contract gave rise to depreciation in the amount of €1,932,528.04.

Outside the scope of the liquidity contract, the Company repurchased 550,000 shares during the 2018 financial year, for a value of €34,934,305 at an average purchase price of €63.52, with trading costs amounting to €110,663.

At December 31, 2018, the Company held 905,347 shares with a par value of €4 each, for a total of €3,621,388 or 0.34% of its

For more information on shareholders and share ownership thresholds, please consult sections 7.1.1.2 to 7.1.4 of the Company's Registration Document.

### 4.2 Amounts of dividend distributed over the previous three years, amounts of earnings eligible and not eligible for the 40% income-tax exemption

In accordance with the provisions of article 243 bis of the French Tax Code, we are informing you of the dividends made payable over the last three years.

share capital. Valued at cost at the time of purchase, these shares totalled €54,613,517.

Outside the scope of the liquidity contract, at December 31, 2018 the Company held 555,128 shares, representing a total value at cost of €35,172,352 and a nominal value of €2,220,512; these buybacks were allocated as follows shares :

- implementation of such performance share plans for 5,128 shares, representing a total value at cost of €238,047, representing 0.002% of the Company's capital and a nominal value of €20,512, it being specified that none of these shares intended for implementation of such performance share plans was used during the 2018 financial year;
- the buyback of 550,000 shares for cancellation for a value of €34,934,305, representing 0.21% of the Company's capital and a nominal value of €2,200,000, it being specified that none of these shares intended for cancellation was used during the 2018 financial year.

Between the closure of the 2018 financial year and March 20, 2019, the Company's Board of Directors decided during its meeting held on February 13, 2019, to cancel these 550,000 shares.

**4.4 Transactions by company officers and similar persons in Company shares**

Transactions reported by the Company's company officers, key executives and similar persons to the French Financial Markets Authority during financial year 2018 were as follows:

Declarer	Nature of transaction	Description of securities	Number of transactions	Total amount (in euros)
Angeles Garcia Poveda	Acquisition	Shares	1	(54,702)
Olivier Bazil	Exercise of options	Options	3	(3,829,528.90)
Patrice Soudan	Sale	Shares	3	(1,310,076.64)
Patrice Soudan	Exercise of options	Options	1	(763,773.59)
Patrick Koller	Acquisition	Shares	1	(53,040)

**4.5 Information on adjustments in conversion bases or conditions of subscription or exercise of securities giving access to Company capital or stock options**

None.

**4.6 Information on adjustments in the number and/or price of shares corresponding to stock options and of performance shares**

Information on the Company's stock option plans and performance share plans is presented in sections 7.2 and 7.3 of the Company's Registration Document.

In compliance with articles L. 225-184 and L. 225-197-4 of the French Commercial Code, special reports on this subject will be presented to the General Meeting of Shareholders on May 29, 2019.

Pursuant to article L. 225-181 of the French Commercial Code, the terms of dividend payment decided upon by the Combined Shareholders Meeting on May 30, 2018 required adjusting the number and price of share options in the process of vesting as well as the number of performance shares not yet definitively allocated, according to applicable legal conditions, so as to acknowledge the impact of this operation on the interests of recipients.

In view of dividend amounting to €1.26 per share in respect of the 2017 financial year, with (i) €0.93 per share coming from distributable income and (ii) €0.33 from the issue premiums account, the latter payment being considered as a repayment of paid-in capital and representing around 0.52% of the share price on the ex-coupon date, the following adjustments were made:

- for stock-options, the number of shares was increased by 0.52% and the exercise price lowered by 0.52%;
- for performance shares and performance units, the number of securities was increased by 0.52%.

For the purposes of this adjustment, the rule of rounding up to the next highest whole number was used, to the benefit of recipients.

After adjustment, the stock-options exercise prices are the following:

- 2009 Plan: €12.818;
- 2010 Plan: €21.316.

On the date of the securities transaction, the number of stock-options in circulation was increased by 4,993 and the number of performance shares in the process of allocation was increased by 10,890.

**4.7 Statement of employee share ownership at year-end and portion of the share capital represented by shares held by employees under the employee share ownership program and by current and former employees through a company mutual fund**

The total number of shares held by employees and persons treated as such is 10,371,821, representing 3.87% of share capital, including 714,122 shares held through the "Actions Legrand" company mutual fund, one of the compartments of the Group's employee share ownership scheme, i.e. 0.26% of Company share capital.

At December 31, 2018, the number of Company shares held by Group employees, according to the terms of article L. 225-102 of the French Commercial Code, was 910,279 shares, representing 0.34% of share capital and voting rights.

**4.8 Names, business and results of controlled companies and share capital held**

For subsidiaries and equity interests, an organizational chart and a description of their business and their results are given in sections 9.1.7 and 9.1.8 of the Company's Registration Document as well as note 10.6 of corporate accounts.

**4.9 Share disposals to regularize reciprocal shareholdings**

None.

**5. OTHER LEGAL, FINANCIAL AND TAX INFORMATION CONCERNING THE COMPANY**

**5.1 Expenditure on luxuries**

None.

**5.2 Reinclusion of excess general expenses or expenses not mentioned in the special statement**

Non-deductible expenses for the 2018 financial year, excluding items carried over from prior years, came to €37,855, including €7,200 related to the tax on corporate vehicles (*Taxe sur les Véhicules de Tourisme et Société*) and €30,655 related to rental income and vehicle depreciation, with the corresponding tax in an amount of €13,033.

**5.3 Company earnings over the past five years**

In accordance with article R. 225-102 of the French Commercial Code (*Code de commerce*), we inform you of the Company's earnings over the past five years.

For the sake of clarity, this information is presented in a table (Appendix 2).

**5.4 Loans with a maturity of less than two years granted by the Company (i.e. loans referred to in article L. 511-6 3 bis of the French Monetary and Financial Code)**

None.

**5.5 Bonds, sureties and guarantees given and other security provided**

At its meeting on February 13, 2019, the Board of Directors, acting in accordance with article R. 225-28 of the French Commercial Code, authorized the Chief Executive Officer to grant guarantees, endorsements and bonds in the name of and on behalf of the Company, up to a limit of €100,000,000. However, this limit does not apply to guarantees, endorsements and bonds granted to tax or customs authorities, which are not subject to any limit. This authorization was granted for a term of one year.

**5.6 Injunctions or fines for anti-competitive practices**

None.

**5.7 Information on plants categorized as upper-tier under the Seveso Directive**

The Company does not have any facilities that qualify as "upper-tier Seveso" sites, according to the terms of article L. 515-36 of the French Environment Code.

March 20, 2019,

**The Board of Directors**

## Appendix 1 to the Management Report

### Debt position

(in € millions)	12/31/2018	12/31/2017
<b>EXTERNAL DEBT</b>		
<b>Debt</b>		
Bonds	2,500.0	2,500.0
Bank borrowings	-	-
<i>Credit Facility</i>	-	-
<b>TOTAL EXTERNAL DEBT</b>	<b>2,500.0</b>	<b>2,500.0</b>
Accrued interest	19.9	30.3
<b>Finance costs</b>		
Bonds	41.3	45.4
Bank borrowings	-	-
<i>Credit Facility</i>	-	-
<b>TOTAL FINANCE COSTS ON EXTERNAL DEBT</b>	<b>41.3</b>	<b>45.4</b>
%	1.7%	1.8%
<b>INTRA-GROUP DEBT</b>		
<b>Debt</b>		
Advance from Legrand France	-	-
<b>Finance costs</b>		
Advance from Legrand France	0.3	0.3
%		
<b>TOTAL DEBT</b>	<b>2,519.9</b>	<b>2,530.3</b>
Equity	2,086.0	2,182.1
<b>DEBT-TO-EQUITY RATIO</b>	<b>121%</b>	<b>116%</b>

## Appendix 2 to the Management Report

(in € thousands)	2014	2015	2016	2017	2018
<b>Capital at December 31</b>					
Share capital	1,065,430	1,067,722	1,069,309	1,067,223	1,069,981
Number of common shares	266,357,615	266,930,602	267,327,374	266,805,751	267,495,149
Total shares outstanding	266,357,615	266,930,602	267,327,374	266,805,751	267,495,149
Of which, treasury stock*	493,806	156,595	1,365,561	45,128	905,347
<b>Results of operations</b>					
Net revenue	18,453	19,728	15,470	17,592	18,592
Profit before tax, employee profit-sharing, amortization and provisions	216,126	193,401	198,266	208,937	211,516
Income tax benefit (expense)	2,606	10,121	10,228	41,459	16,630
Employee profit-sharing	(97)	(84)	(125)	(115)	(161)
Net profit	215,924	198,282	207,884	247,048	227,535
Total dividend	279,254	293,129	307,058	317,415	336,819
<b>Per share data (in euros)</b>					
Earnings per share after tax, employee profit-sharing but before amortization and provisions	0.82	0.76	0.78	0.94	0.85
Earnings per share	0.81	0.74	0.78	0.93	0.85
Dividend per share	1.05	1.10	1.15	1.19	1.26
<b>Employee data</b>					
Average number of employees at December 31	33	33	33	33	37
Total payroll	5,792	6,786	5,735	6,235	7,175
Total benefits	5,624	4,157	2,487	2,690	2,482

\* No dividend entitlement or voting rights can be attached to own shares held by the Company

## Appendix 3 to the Management Report

Company officer	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<p><b>BENOÎT COQUART</b> – Chief Executive Officer of Legrand*</p> <p>Aged 45<sup>(1)</sup></p> <p>French citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2018</p> <p>Current term expires: N/A</p> <p><b>Education</b></p> <p>Benoît Coquart is a graduate of the <i>Institut d'Etudes Politiques de Paris</i> (Sciences Po Paris) and the <i>École Supérieure des Sciences Économiques et Commerciales</i> (ESSEC).</p> <p><b>Professional Background</b></p> <p>Benoît Coquart joined Legrand immediately after completing his studies in 1997 to manage the Group's activities in South Korea.</p> <p>He was then appointed by Gilles Schnepp to head up Investor Relations. Pursuing his career within the Group, Benoît Coquart successfully held several positions, including Vice-President of Corporate Development (M&amp;A), Executive Vice-President Strategy and Development and since 2015, Executive Vice-President France. He has been a member of Legrand's* Executive Committee since 2010 and Chief Executive Officer since February 8, 2018.</p> <p>Benoît Coquart holds 27,334 Legrand shares.</p>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Chief Executive Officer of Legrand*</li> <li>■ Mandates in various subsidiaries<sup>(2)</sup>: <ul style="list-style-type: none"> <li>- Chairman of Legrand Holding Inc.</li> <li>- Director of Legrand Saudi Electric Industries Co. Ltd (Seico)</li> </ul> </li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Vice-President, France (until 2018) <ul style="list-style-type: none"> <li>- Mandates in various subsidiaries</li> </ul> </li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul>

\* Listed company

(1) Age as at March 20, 2019, date on which the Board of Directors approved Appendix 3 to the Management Report which contains the directors' biographies.

(2) No compensation in the form of directors' fees or similar is paid or due in respect of directorships held in Legrand or in Group subsidiaries.

Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<b>GILLES SCHNEPP</b> – Chairman of Legrand* Aged 60 <sup>(1)</sup> French citizen 128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges Date of first appointment: 2002 Current term expires: 2022 <b>Education</b> Gilles Schnepp is a graduate of the <i>École des Hautes Études Commerciales</i> (HEC). <b>Professional Background</b> Gilles Schnepp began his career at Merrill Lynch France where he became Vice Chairman. He joined Legrand* in 1989 as Deputy Chief Financial Officer. He became Company Secretary of Legrand France in 1993, Chief Financial Officer in 1996 and Chief Operating Officer in 2000. Gilles Schnepp has been a Director of the Company since 2002, and Chairman of the Board of Directors since 2006. He was Chairman and Chief Executive Officer from 2006 to February 7, 2018. Gilles Schnepp has also been Chairman of the French Federation of Electrical, Electronic and Communication Industries (FIEEC) since July 2013, and Director of Saint-Gobain*, member of the Executive Board of Medef and Chairman of the Board of Directors of the Commission for the Ecological and Economic Transition since 2018. Gilles Schnepp holds 2,262,835 Legrand shares	<b>Legrand Group</b> ■ Director of Legrand*: - Member of the Strategy and Social Responsibility Committee <b>Outside the Legrand Group</b> ■ Saint-Gobain: - Director (since 2009) - Member of the Audit Committee (since 2017) <b>Outside companies</b> ■ Chairman of the FIEEC (since 2013) ■ Medef: - Member of the Executive Board (since 2018) - President of the Commission for the Ecological and Economic Transition (since 2018)	<b>Legrand Group</b> ■ Chairman and Chief Executive Officer (until 2018) ■ Mandates in various subsidiaries <b>Outside the Legrand Group</b> ■ None

\* Listed company

(1) Age as at March 20, 2019, date on which the Board of Directors approved Appendix 3 to the Management Report which contains the directors' biographies.

Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<p><b>OLIVIER BAZIL</b> – Company Director</p> <p>Aged 72<sup>(1)</sup></p> <p>French citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2002</p> <p>Current term expires: 2022</p> <p><b>Education</b></p> <p>Olivier Bazil is a graduate of the <i>École des Hautes Études Commerciales</i> (HEC) and holds an MBA (Master of Business Administration) from Harvard Business School.</p> <p><b>Professional Background</b></p> <p>Olivier Bazil joined Legrand* in 1973 as Deputy Company Secretary responsible for financial communications and developing the Group's growth strategy. He became Chief Financial Officer of the Legrand Group in 1979, Deputy Chief Executive Officer in 1993, and then held the position of Vice-Chairman and Chief Operating Officer from 2000 until the annual shareholders' meeting on May 26, 2011.</p> <p>Olivier Bazil is also a member of the Supervisory Board of Michelin* and Société Civile du Château Palmer, and Chairman of Fritz SAS.</p> <p>Olivier Bazil holds 2,110,829 Legrand shares.</p>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*:           <ul style="list-style-type: none"> <li>- Member of the Nominating and Governance Committee</li> <li>- Member of the Strategy and Social Responsibility Committee</li> </ul> </li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Member of the Supervisory Board of Michelin* (since 2013)</li> <li>■ Chairman of Fritz SAS (since 2009)</li> <li>■ Member of the Supervisory Board of Société Civile du Château Palmer (since 2009)</li> </ul>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Mandates in various subsidiaries</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of Firmenich International SA (until October 2016)</li> <li>■ Member of the Supervisory Board of Vallourec* (until May 2017)</li> </ul>

\* Listed company

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Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<b>ISABELLE BOCCON-GIBOD</b> – Company Director Aged 50 <sup>(1)</sup> French citizen 128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges Date of first appointment: 2016 Current term expires: 2020 <b>Education</b> Isabelle Boccon-Gibod is a graduate of the <i>Ecole Centrale de Paris</i> and Columbia University in the United States. <b>Professional Background</b> Isabelle Boccon-Gibod began her career in 1991 with the International Paper Group, where she was head of industrial activities in the Cardboard division first in the United States and then in the United Kingdom from 1997 to 2001. She was then Head of Strategic Development for Europe until 2004. She joined the Sequana Group in 2006 as Special Advisor to General Management. She was appointed as Vice-Executive President of the Sequana* Group in 2008 and Executive Director of the Arjowiggins Group in 2009. Isabelle Boccon-Gibod is also a photographer and an author. She is a Director of Arkema*, Sequana* and the Paprec Group and voluntarily, Chair of Demeter, Director of the <i>Centre Technique du Papier</i> (CTP) and Director of Adie ( <i>Association pour le Droit à l'Initiative Économique</i> ). Isabelle Boccon-Gibod holds 1,000 Legrand shares.	<b>Legrand Group</b> <ul style="list-style-type: none"> <li>■ Director of Legrand*:               <ul style="list-style-type: none"> <li>- Member of the Audit Committee</li> <li>- Member of the Strategy and Social Responsibility Committee</li> </ul> </li> </ul> <b>Outside the Legrand Group</b> <ul style="list-style-type: none"> <li>■ Director of Arkema* (since 2014)</li> <li>■ Director of Paprec (since 2014)</li> <li>■ Director of Sequana* (since 2016)</li> </ul> <b>Outside companies</b> <ul style="list-style-type: none"> <li>■ Chairman of Demeter (since 2018)</li> <li>■ Director of Centre Technique du Papier (since 2013)</li> <li>■ Director of Adie (<i>Association pour le Droit à l'Initiative Économique</i>) (since 2018)</li> </ul>	<b>Legrand Group</b> <ul style="list-style-type: none"> <li>■ None</li> </ul> <b>Outside the Legrand Group</b> <ul style="list-style-type: none"> <li>■ Member of the Executive Committee of Altavia (until 2016)</li> <li>■ Zodiac Aerospace*:               <ul style="list-style-type: none"> <li>- Director (until March 2018)</li> <li>- Member of the Audit Committee (until 2018)</li> </ul> </li> </ul>

\* Listed company

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Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<p><b>CHRISTEL BORIES</b> – Chairman and Chief Executive Officer of Eramet*</p> <p>Aged 54<sup>(1)</sup></p> <p>French citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2012</p> <p>Current term expires: 2020</p> <p><b>Education</b></p> <p>Christel Bories is a graduate of the <i>École des Hautes Études Commerciales</i> (HEC).</p> <p><b>Professional Background</b></p> <p>Christel Bories began her career in 1986 as a strategy consultant with Booz-Allen &amp; Hamilton before moving to Corporate Value Associates. She then held several executive positions with Umicore and the Pechiney Group. When Pechiney became part of the Alcan Group, Christel Bories was appointed Chairman and Chief Executive Officer of Alcan Packaging, then Chairman and Chief Executive Officer of Alcan Engineered Products and finally Chief Executive Officer of Constellium (ex-Alcan) until her departure in December 2011.</p> <p>She was appointed Deputy Chief Executive Officer of Ipsen on February 27, 2013, a position she held until March 2016. She joined Eramet* in February 2017 and has been Chairman and Chief Executive Officer since May 2017.</p> <p>She is also a Director of Smurfit Kappa*.</p> <p>Christel Bories holds 2,190 Legrand shares</p>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*: <ul style="list-style-type: none"> <li>- Chair of the Strategy and Social Responsibility Committee</li> <li>- Member of the Audit Committee</li> </ul> </li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of Smurfit Kappa* (since 2012): <ul style="list-style-type: none"> <li>- Member of the Audit Committee</li> <li>- Member of the Compensation Committee</li> </ul> </li> <li>■ Chairman and Chief Executive Officer of Eramet* (since 2017)</li> </ul>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Deputy Chief Executive Officer of Ipsen* (until 2016)</li> <li>■ Director of Natixis* (until 2014)</li> </ul>

\* Listed company

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Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<b>ANGELES GARCIA-POVEDA</b> – Partner and Director Spencer Stuart Aged 48 <sup>(1)</sup> Spanish citizen 128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges Date of first appointment: 2012 Current term expires: 2020 <b>Education</b> Angeles Garcia-Poveda is a graduate of ICADE business school in Madrid. She also attended the Business Case Study Program at Harvard University. <b>Professional Background</b> Before joining Spencer Stuart in 2008, Angeles Garcia-Poveda spent 14 years with the Boston Consulting Group (BCG) working as a strategy consultant in Madrid and Paris before taking different recruiting roles at local and international levels. As BCG's global recruiting manager, she worked on cross-border recruiting projects. Having managed the Spencer Stuart France office for five years, Angeles Garcia-Poveda was then head of the EMEA region for three years and a member of the global Executive Committee. She is currently Director of Spencer Stuart at global level. She advises international clients on executive and board recruitment and assessment and on governance issues. Angeles Garcia-Poveda holds 3,200 Legrand shares	<b>Legrand Group</b> <ul style="list-style-type: none"> <li>■ Director of Legrand*:               <ul style="list-style-type: none"> <li>- Lead Director</li> <li>- Chair of the Compensation Committee</li> <li>- Chair of the Nominating and Governance Committee</li> <li>- Member of the Strategy and Social Responsibility Committee</li> </ul> </li> </ul> <b>Outside the Legrand Group</b> <ul style="list-style-type: none"> <li>■ Managing Director of Spencer Stuart France (until 2015)</li> <li>■ Managing Director of Spencer Stuart EMEA (until 2018)</li> </ul>	<b>Legrand Group</b> <ul style="list-style-type: none"> <li>■ None</li> </ul> <b>Outside the Legrand Group</b> <ul style="list-style-type: none"> <li>■ Managing Director of Spencer Stuart France (since 2018)</li> </ul>

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Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<b>EDWARD GILHULY</b> – Co-founder and Managing Partner of Sageview Capital LP* Aged 59 <sup>(1)</sup> U.S. national 128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges Date of first appointment: 2018 Current term expires: 2022 <b>Education</b> Edward Gilhuly holds a B.A. in Economics and History from Duke University and an M.B.A. from Stanford University. <b>Professional Background</b> Edward (Ned) Gilhuly is the co-founder and Managing Partner of Sageview Capital, an investment capital fund with some USD 1 billion in assets under management. Before founding Sageview Capital*, he worked at Kohlberg Kravis Roberts & Co (KKR) for 19 years. He joined KKR's San Francisco office in 1986 and became Partner in 1995. In 1998, he moved to London to build KKR's business in Europe, which he was responsible for until 2005. He was also a member of KKR's investment committee from its creation in 2000 until his departure in 2005.	<b>Legrand Group</b> <ul style="list-style-type: none"> <li>■ Director of Legrand*:               <ul style="list-style-type: none"> <li>- Member of the Strategy and Social Responsibility Committee</li> </ul> </li> </ul> <b>Outside the Legrand Group</b> <ul style="list-style-type: none"> <li>■ Director of Exaro Energy (since 2012)</li> <li>■ Director of DemandBase (since 2015)</li> <li>■ Director of MetricStream Inc. (since 2014)</li> <li>■ Director of Elastic Path Software (since 2018)</li> <li>■ Director of Avalara* (since 2011)</li> </ul>	<b>Legrand Group</b> <ul style="list-style-type: none"> <li>■ None</li> </ul> <b>Outside the Legrand Group</b> <ul style="list-style-type: none"> <li>■ Director of GoPro (until 2017)</li> <li>■ Director of Envivio Inc.* (until 2015)</li> </ul>

Edward Gilhuly holds 119,212 Legrand shares

\* Listed company

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Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<p><b>PHILIPPE JEULIN</b> – On secondment to the Rector of the Limoges Academy</p> <p>Aged 61 <sup>(1)</sup></p> <p>French citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2018</p> <p>Current term expires: 2022</p> <p><b>Education</b></p> <p>Philippe Jeulin is a graduate of the <i>École Nationale Supérieure de Mécanique et d'Aérotechnique</i> (ENSMA) and has a Master's Degree in Science and in History of Science and Technology.</p> <p><b>Professional Background</b></p> <p>Philippe Jeulin joined Legrand* in 1985 after working at Enertec Schlumberger and GMF. Until 2015, he held various positions at Legrand*, mainly in the IT and Human Resources Departments. He is currently on secondment to the Rector of the Limoges Academy as part of the University-Business academic cooperation program. He was also the originator and lead teacher on the "Business IT Engineering" program for the CNAM Limousin (continuing education institute) from 1988 to 2015.</p> <p>Philippe Jeulin was appointed director representing employees on the Board of Directors of Legrand* on June 26, 2018, upon expiry of his term of office as director representing employees on the Board of Directors of Legrand France, Legrand's French subsidiary.</p> <p>Philippe Jeulin does not hold any Legrand shares.</p>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director representing employees of Legrand*</li> <li>- Member of the Audit Committee</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ On secondment to the Rector of the Limoges Academy as part of the University-Business academic cooperation program</li> </ul>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director representing employees on the Board of Directors of Legrand France (until 2018)</li> <li>■ Human Resources Department (until 2015)</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Originator and lead teacher on the "Business IT Engineering" program at the CNAM Limousin (until 2015)</li> </ul>

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Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<p><b>PATRICK KOLLER</b> – Chief Executive Officer of Faurecia*</p> <p>Aged 60<sup>(1)</sup></p> <p>Dual French and German citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2018</p> <p>Current term expires: 2022</p> <p><b>Education</b></p> <p>Patrick Koller is a graduate of Nancy Polytech (formerly <i>École Supérieure des Sciences et Technologies de l'Ingénieur de Nancy</i> — ESSTIN) and of the French Institute of Management (<i>Institut Français de Gestion</i> – IFG).</p> <p><b>Professional Background</b></p> <p>Patrick Koller has been the Chief Executive Officer of Faurecia* since July 1, 2016. He first joined the Faurecia* Group in 2006 as Executive Vice-President of the Business Group Faurecia Automotive Seating (now called Faurecia Seating), a position he held until February 2, 2015. During that period, he held executive office in many subsidiaries of the Faurecia Group, including Faurecia (China) Holding Co., Ltd., Faurecia Components Pisek, S.r.o. (Czech Republic), Faurecia Automotive GmbH (Germany), and Faurecia NHK Co., Ltd. (Japan). On February 2, 2015, he was appointed Deputy Chief Operating Officer, a position he held until June 30, 2016.</p> <p>He has also held senior management positions in several other major industrial companies, including Valeo*, where he was Managing Director of the Engine Cooling Europe Division until 2000, and Rhodia* Polyamide Intermediates, where he was Chief Executive Officer until 2003 and then Group Industrial and Purchasing Director until 2006.</p> <p>Patrick Koller holds 1,000 Legrand shares.</p>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*: <ul style="list-style-type: none"> <li>- Member of the Compensation Committee</li> <li>- Member of the Nominating and Governance Committee</li> </ul> </li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Chief Executive Officer of Faurecia* (since 2016)</li> <li>■ Director of Faurecia* (since 2017)</li> <li>■ Director of the Fondation du Collège de France (since 2017)</li> </ul>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Faurecia*: <ul style="list-style-type: none"> <li>- Chief Operating Officer of Faurecia* (until 2016)</li> <li>- Executive Vice-President of Faurecia* and Chairman of Faurecia Automotive Seating (until 2015)</li> </ul> </li> <li>■ Mandates and other offices in Faurecia* Group subsidiaries</li> </ul>

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Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<b>ANNALISA LOUSTAU ELIA</b> – Chief Marketing Officer and member of the Executive Committee of Printemps Aged 53 <sup>(1)</sup> Italian citizen 128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges Date of first appointment: 2013 Current term expires: 2021 <b>Education</b> Annalisa Loustau Elia is a law graduate from La Sapienza University in Roma. <b>Professional Background</b> Annalisa Loustau Elia worked for four years at Cartier in Geneva and Paris, for two years at L'Oréal's* Luxury Product Division in Paris and for thirteen years at Procter & Gamble in Geneva as well as in various Group subsidiaries in Paris and Roma. Her rich professional career has provided her with solid experience of marketing and product development in the luxury, retail and consumer goods sectors. She has been Chief Marketing Officer and member of the Executive Committee of Printemps since 2008. She has also been a Director of Campari* since 2016 and of Roche Bobois since 2018. Annalisa Loustau Elia holds 1,340 Legrand shares.	<b>Legrand Group</b> <ul style="list-style-type: none"> <li>■ Director of Legrand*: - Member of the Compensation Committee</li> </ul> <b>Outside the Legrand Group</b> <ul style="list-style-type: none"> <li>■ Director of Campari* (since 2016)</li> <li>■ Director of Roche Bobois (since 2018)</li> <li>■ Member of the Executive Committee of Printemps (since 2008).</li> </ul>	<b>Legrand Group</b> <ul style="list-style-type: none"> <li>■ None</li> </ul> <b>Outside the Legrand Group</b> <ul style="list-style-type: none"> <li>■ None</li> </ul>

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Director	Directorships and other offices currently held in French or foreign companies	Directorships and other offices held in the past five years
<p><b>ÉLIANE ROUYER-CHEVALIER</b> – Company Director</p> <p>Aged 66 <sup>(1)</sup></p> <p>French citizen</p> <p>128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges</p> <p>Date of first appointment: 2011</p> <p>Current term expires: 2019</p> <p><b>Education</b></p> <p>Éliane Rouyer-Chevalier holds a Master's degree in Economics from <i>Université Paris II Assas</i>.</p> <p><b>Professional Background</b></p> <p>Eliane Rouyer-Chevalier joined the Accor* Group in 1983, where she was in charge of international financing and foreign currency cash management before becoming Director of Investor Relations and Financial Communication in 1992. From 2010 to 2012, she was a member of the Executive Committee of Edenred*, a spin-off from the Accor Group, in her capacity as Vice President of Corporate and Financial Communications &amp; Social Responsibility. She is Chair of ERC Consulting since 2013, consultant to the World Bank (IFC) since 2016 and independent director of Vigeo Eiris since 2018. In the not-for-profits sector, Eliane Rouyer-Chevalier is the Honorary President of the French Association for Investor Relations (CLIFF) having served as President from 2004 to 2014. She was Vice-President of the <i>Observatoire de la Communication Financière</i> from 2005 to 2018, and has been Director of the Federation of Individual Investors and Investment Clubs (F2IC) since 2014, and of Time2Start, an organization that helps young people from the inner cities to start up their own business, since 2016. She was Director of the Institut Français du Tourisme from 2013 to 2016 and of the Cercle de la Compliance from 2015 to 2017.</p> <p>Éliane Rouyer-Chevalier holds 1,350 Legrand shares.</p>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Director of Legrand*: <ul style="list-style-type: none"> <li>- Chair of the Audit Committee</li> <li>- Member of the Compensation Committee</li> </ul> </li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ Chairman of ERC Consulting (since 2013)</li> <li>■ Consultant to the World Bank (IFC) (since 2016)</li> <li>■ Independent Director of Vigeo Eiris (since 2018)</li> </ul> <p><b>Outside companies</b></p> <ul style="list-style-type: none"> <li>■ Director of the F2IC (since 2014)</li> <li>■ Director of Time2Start (since 2016)</li> </ul>	<p><b>Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ None</li> </ul> <p><b>Outside the Legrand Group</b></p> <ul style="list-style-type: none"> <li>■ President of CLIFF (until 2014)</li> <li>■ Director of the <i>Institut Français du Tourisme</i> (until 2016)</li> <li>■ Director of the <i>Cercle de la Compliance</i> (until 2017)</li> <li>■ Vice-President of the <i>Observatoire de la Communication Financière</i> (since 2018)</li> </ul>

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