



Consolidated financial  
information as of  
December 31, 2011

2011

 **legrand**

**LEGRAND**

**STATUTORY AUDITORS' REPORT  
ON THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2011**

**Statutory Auditors' Report on the Consolidated Financial Statements.**

For the Year ended December 31, 2011

*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking users. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the Shareholders

**LEGRAND**

Société anonyme  
128, avenue du Maréchal de Lattre de Tassigny  
87000 Limoges

In compliance with the assignment entrusted to us by your Annual General Meetings, we hereby report to you for the year ended December 31, 2011 on:

- the audit of the accompanying consolidated financial statements of Legrand;
- the justification of our assessments;
- the specific verification required by law.

The consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

**I - Opinion on the consolidated financial statements**

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, using sample testing techniques or other selection methods, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made, as well as evaluating the overall financial statement presentation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2011 and of the results of its operations for the year then ended in accordance with IFRSs as adopted by the European Union.

## **II - Justification of our assessments**

In accordance with the requirements of article L.823-9 of French Company Law (Code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:

Goodwill and intangible assets represent respectively € 2.403,5 million and € 1.767,4 million of the total consolidated assets of your Company and have been recorded as a result of the acquisition of Legrand France in 2002 and of other subsidiaries since 2005. As mentioned in notes 1.g and 1.h of the consolidated financial statements, your Company performs, each year, an impairment test of the value of goodwill and intangible assets with indefinite useful lives; and assesses whether changes or circumstances relating to long term assets, which could lead to an impairment loss, have occurred during the year. We have reviewed the methods by which the impairment tests are performed as well as the projected cash flow and assumptions used for these impairment tests and verified that information disclosed in notes 2 and 3 of the consolidated financial statements is appropriate.

These assessments were made as part of our audit approach of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

## **III - Specific verification**

As required by law, we also verified the information presented in the Group management report in accordance with professional standards applicable in France.

We have no matters to report regarding its fair presentation and consistency with the consolidated financial statements.

Neuilly-sur-Seine, February 8, 2012

The Statutory Auditors

PricewaterhouseCoopers Audit

Deloitte & Associés

Gérard Morin

Jean-Marc Lumet



**LEGRAND  
CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2011**

**CONTENTS**

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Consolidated Statement of Income	2
Consolidated Balance Sheet	3
Consolidated Statement of Cash Flows	5
Consolidated Statement of Changes in Equity	6
Notes to the Consolidated Financial Statements	7

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## Consolidated Statement of Income

<i>(in € millions)</i>	<b>Legrand</b>	
	<b>12 months ended December 31,</b>	
	<b>2011</b>	<b>2010*</b>
<b>Revenue (Note 1 (l))</b>	<b>4,250.1</b>	<b>3,890.5</b>
<b>Operating expenses</b>		
Cost of sales	(2,028.0)	(1,812.8)
Administrative and selling expenses	(1,137.4)	(1,051.2)
Research and development costs	(201.6)	(183.1)
Other operating income (expense) (Note 18 (b))	(70.8)	(85.8)
<b>Operating profit (Note 18)</b>	<b>812.3</b>	<b>757.6</b>
Finance costs (Note 19 (b))	(97.2)	(82.9)
Financial income (Note 19 (b))	15.0	11.7
Exchange gains (losses) (Note 19 (a))	10.6	(39.8)
Finance costs and other financial income and expense, net	(71.6)	(111.0)
<b>Profit before tax</b>	<b>740.7</b>	<b>646.6</b>
Income tax expense (Note 20)	(261.4)	(227.1)
<b>Profit for the period</b>	<b>479.3</b>	<b>419.5</b>
<b>Attributable to:</b>		
– Legrand	<b>478.6</b>	<b>418.3</b>
– Minority interests	<b>0.7</b>	<b>1.2</b>
Basic earnings per share ( <i>euros</i> ) (Notes 10 and 1 (t))	1.822	1.595
Diluted earnings per share ( <i>euros</i> ) (Notes 10 and 1 (t))	1.762	1.539

\*2010 data adjusted as described in Note 1 (a).

## Statement of Comprehensive Income

<i>(in € millions)</i>	<b>12 months ended</b>	
	<b>December 31</b>	<b>December 31,</b>
	<b>2011</b>	<b>2010</b>
Profit for the period	479.3	419.5
<i>Items that may be reclassified subsequently to profit or loss</i>		
Translation reserves (Notes 1 (n) and 12 (b))	(39.4)	99.7
Deferred taxes on hedges on net investments in foreign operations	3.3	7.4
<i>Items that will not be reclassified to profit or loss</i>		
Actuarial gains and losses (Notes 1 (r) and 15)	(9.3)	(9.1)
Deferred taxes on actuarial gains and losses	2.8	3.1
<b>Comprehensive income for the period</b>	<b>436.7</b>	<b>520.6</b>

The accompanying Notes are an integral part of these financial statements.

## Consolidated Balance Sheet

<i>(in € millions)</i>	Legrand	
	December 31 2011	December 31, 2010
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents (Notes 1 (e) and 9)	488.3	232.3
Income tax receivables	15.0	18.2
Trade receivables (Notes 1 (f) and 7)	534.9	496.4
Other current assets (Note 8)	141.9	127.5
Inventories (Notes 1 (j) and 6)	601.0	549.1
Other current financial assets (Note 22)	0.2	0.6
<b>Total current assets</b>	<b>1,781.3</b>	<b>1,424.1</b>
<b>Non-current assets</b>		
Intangible assets (Notes 1 (g) and 2)	1,767.4	1,768.0
Goodwill (Notes 1 (h) and 3)	2,403.5	2,132.2
Property, plant and equipment (Notes 1 (i) and 4)	605.9	613.4
Other investments (Note 5)	0.9	32.3
Deferred tax assets (Notes 1 (k) and 20)	91.9	90.1
Other non-current assets	4.6	4.6
<b>Total non-current assets</b>	<b>4,874.2</b>	<b>4,640.6</b>
<b>Total Assets</b>	<b>6,655.5</b>	<b>6,064.7</b>

The accompanying Notes are an integral part of these financial statements.

<i>(in € millions)</i>	<b>Legrand</b>	
	<b>December 31, 2011</b>	<b>December 31, 2010</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Short-term borrowings (Notes 1 (u) and 16)	218.0	216.8
Income tax payable	31.3	46.9
Trade payables	435.0	432.0
Short-term provisions (Note 14)	107.3	113.8
Other current liabilities (Note 17)	483.9	443.2
Other current financial liabilities (Note 22)	2.0	0.3
<b>Total current liabilities</b>	<b>1,277.5</b>	<b>1,253.0</b>
<b>Non-current liabilities</b>		
Deferred tax liabilities (Notes 1 (k) and 20)	644.2	633.5
Long-term provisions (Note 14)	96.3	91.6
Other non-current liabilities	0.5	0.7
Provisions for pensions and other post-employment benefits (Notes 1 (r) and 15)	148.7	136.9
Long-term borrowings (Notes 1 (u) and 13)	1,539.1	1,213.0
<b>Total non-current liabilities</b>	<b>2,428.8</b>	<b>2,075.7</b>
<b>Equity</b>		
Share capital (Note 10)	1,053.6	1,052.6
Retained earnings (Note 12 (a))	2,064.3	1,810.7
Translation reserves (Note 12 (b))	(172.1)	(132.7)
Equity attributable to equity holders of Legrand	2,945.8	2,730.6
Minority interests	3.4	5.4
<b>Total equity</b>	<b>2,949.2</b>	<b>2,736.0</b>
<b>Total Liabilities and Equity</b>	<b>6,655.5</b>	<b>6,064.7</b>

The accompanying Notes are an integral part of these financial statements.



## Consolidated Statement of Cash Flows

<i>(in € millions)</i>	<b>Legrand</b>	
	<b>12 months ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
<b>Profit for the period</b>	<b>479.3</b>	<b>419.5</b>
Reconciliation of profit for the period to net cash provided of operating activities:		
– Depreciation expense (Note 18 (a))	111.0	120.2
– Amortization expense (Note 18 (a))	40.6	46.2
– Amortization of development costs (Note 18 (a))	30.3	25.1
– Amortization of finance costs	1.0	2.0
– Impairment of goodwill (Notes 3 and 18 (b))	15.9	0.0
– Changes in deferred taxes	7.4	1.7
– Changes in other non-current assets and liabilities	38.0	35.2
– Exchange (gains)/losses, net	(7.3)	23.3
– Other adjustments	0.6	1.7
(Gains)/losses on sales of assets, net	(2.4)	(1.9)
Changes in operating assets and liabilities:		
– Inventories	(33.3)	(87.5)
– Trade receivables	(20.6)	47.2
– Trade payables	(8.2)	57.3
– Other operating assets and liabilities	(6.1)	59.4
<b>Net cash of operating activities</b>	<b>646.2</b>	<b>749.4</b>
Net proceeds from sales of fixed and financial assets	13.5	8.9
Capital expenditure	(107.1)	(82.5)
Capitalized development costs	(29.9)	(30.3)
Changes in non-current financial assets and liabilities	0.6	0.0
Acquisitions of subsidiaries, net of cash acquired (Note 3)	(342.4)	(257.2)
Investments in non-consolidated entities	0.0	(31.4)
<b>Net cash of investing activities</b>	<b>(465.3)</b>	<b>(392.5)</b>
– Proceeds from issues of share capital and premium (Note 10)	2.7	0.4
– Net sales (buybacks) of treasury shares and transactions under the liquidity contract (Note 10)	0.7	3.1
– Dividends paid to equity holders of Legrand	(231.4)	(183.7)
– Dividends paid by Legrand subsidiaries	0.0	(0.5)
– Proceeds from new borrowings and drawdowns	433.4	330.6
– Repayment of borrowings	(96.2)	(193.3)
– Debt issuance costs	(7.1)	(2.7)
– Proceeds from sales (purchases) of marketable securities	0.0	0.0
– Increase (reduction) in bank overdrafts	(25.9)	(264.0)
<b>Net cash of financing activities</b>	<b>76.2</b>	<b>(310.1)</b>
Effect of exchange rate changes on cash and cash equivalents	(1.1)	12.0
<b>Increase in cash and cash equivalents</b>	<b>256.0</b>	<b>58.8</b>
Cash and cash equivalents at the beginning of the period	232.3	173.5
<b>Cash and cash equivalents at the end of the period (Note 9)</b>	<b>488.3</b>	<b>232.3</b>
Items included in cash flows :		
– Free cash flow (Note 24)	522.7	645.5
– Interest paid during the period	60.3	50.6
– Income taxes paid during the period	228.9	152.2

The accompanying Notes are an integral part of these financial statements.

## Consolidated Statement of Changes in Equity

<i>(in € millions)</i>	Equity attributable to equity holders of Legrand			TOTAL	Minority interests	Total equity
	Share capital	Retained earnings	Translation reserves			
<b>As of December 31, 2009</b>	<b>1,052.4</b>	<b>1,568.4</b>	<b>(231.6)</b>	<b>2,389.2</b>	<b>5.2</b>	<b>2,394.4</b>
Profit for the period		418.3		418.3	1.2	419.5
Income (expenses) recognized directly in equity, net		1.4	98.9	100.3	0.8	101.1
<i>Total recognized income and expenses, net</i>		<i>419.7</i>	<i>98.9</i>	<i>518.6</i>	<i>2.0</i>	<i>520.6</i>
Dividends paid		(183.7)		(183.7)	(0.5)	(184.2)
Issues of share capital and premium	0.2	0.2		0.4		0.4
Net sales (buybacks) of treasury shares and transactions under the liquidity contract		3.1		3.1		3.1
Change in scope of consolidation		(18.0)		(18.0)	(1.3)	(19.3)
Current taxes on share buybacks		0.3		0.3		0.3
Stock options		20.7		20.7		20.7
<b>As of December 31, 2010</b>	<b>1,052.6</b>	<b>1,810.7</b>	<b>(132.7)</b>	<b>2,730.6</b>	<b>5.4</b>	<b>2,736.0</b>
Profit for the period		478.6		478.6	0.7	479.3
Income (expenses) recognized directly in equity, net		(3.2)	(39.4)	(42.6)	0.0	(42.6)
<i>Total recognized income and expenses, net</i>		<i>475.4</i>	<i>(39.4)</i>	<i>436.0</i>	<i>0.7</i>	<i>436.7</i>
Dividends paid		(231.4)		(231.4)		(231.4)
Issues of share capital and premium (Note 10)	1.0	1.7		2.7		2.7
Net sales (buybacks) of treasury shares and transactions under the liquidity contract (Note 10)		0.7		0.7		0.7
Change in scope of consolidation*		(24.2)		(24.2)	(2.7)	(26.9)
Current taxes on share buybacks		(1.1)		(1.1)		(1.1)
Stock options (Note 11 (a))		32.5		32.5		32.5
<b>As of December 31, 2011</b>	<b>1,053.6</b>	<b>2,064.3</b>	<b>(172.1)</b>	<b>2,945.8</b>	<b>3.4</b>	<b>2,949.2</b>

\*Increases in the Group's interest in subsidiaries resulting from the acquisition of additional shares and the translation into euros of capital increases have been recognized directly in equity, in an amount of €24.2 million for the year.

The accompanying Notes are an integral part of these financial statements.

## DETAILED TABLE OF CONTENTS

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	Pages
General information	8
List of consolidated companies	8
Note 1 - Accounting policies	11
Note 2 - Intangible assets (Note 1 (g))	28
Note 3 - Goodwill (Note 1 (h))	29
Note 4 - Property, plant and equipment (Note 1 (i))	31
Note 5 - Other investments	34
Note 6 - Inventories (Note 1 (j))	34
Note 7 - Trade receivables (Note 1 (f))	34
Note 8 - Other current assets	35
Note 9 - Cash and cash equivalents and marketable securities (Note 1 (e))	35
Note 10 - Share capital and earnings per share (Note 1 (t))	36
Note 11 - Stock option plans, stock grant plans with performance criteria and employee profit-sharing (Note 1 (p))	38
Note 12 - Retained earnings and translation reserves	40
Note 13 - Long-term borrowings (Note 1 (u))	41
Note 14 - Provisions	44
Note 15 - Pension and other post-employment benefit obligations (Note 1 (r))	45
Note 16 - Short-term borrowings (Note 1 (u))	48
Note 17 - Other current liabilities	49
Note 18 - Analysis of certain expenses	49
Note 19 - Finance costs and other financial income and expense, net	50
Note 20 - Income tax expense (current and deferred) (Note 1 (k))	50
Note 21 - Off-balance sheet commitments and contingent liabilities	53
Note 22 - Financial instruments and management of financial risks	54
Note 23 - Information relating to corporate officers	60
Note 24 - Information by geographical segment (Note 1 (s))	63
Note 25 - Quarterly data – non-audited	65
Note 26 - Subsequent events	68

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### General information

Legrand ('the Company') and its subsidiaries (together 'Legrand' or 'the Group') are the global specialist in electrical and digital building infrastructures.

The Group has manufacturing and/or distribution subsidiaries and offices in more than 70 countries, and sells its products in about 180 countries. Its key markets are France, Italy, the United States, the Rest of Europe and the Rest of the World. The last two markets accounted for 48% of annual revenue in 2011, with a steadily rising contribution from the new economies (35% of the consolidated total for the year).

The Company is a *société anonyme* (public limited company) incorporated and domiciled in France. Its registered office is located at 128, avenue du Maréchal de Lattre de Tassigny, 87000 Limoges (France).

The 2010 Registration Document was filed with the AMF on April 27, 2011 under no. D 11-0375.

The consolidated financial statements were approved by the Board of Directors on February 8, 2012.

### List of consolidated companies

The consolidated financial statements comprise the financial statements of Legrand and 141 subsidiaries. All Legrand Group subsidiaries are fully consolidated.

The main fully consolidated operating subsidiaries as of December 31, 2011 are as follows:

#### French subsidiaries

Groupe Arnould

Legrand France

Legrand SNC

### Foreign subsidiaries

Bticino	Italy
Bticino Chile Ltda	Chile
Bticino de Mexico SA de CV	Mexico
Cablofil Inc	United States
Electrical Industries SAE	Egypt
GL Eletro-Eletronicos Ltda	Brazil
HDL Da Amazonia Industria Electronica Ltda	Brazil
Indo Asian Electric PVT. LTD.	India
Inform Elektronik	Turkey
Kontaktor	Russia
Legrand	Russia
Legrand Colombia	Colombia
Legrand Electric	United Kingdom
Legrand Electrical	China
Legrand Elektrik	Turkey
Legrand Electrique	Belgium
Legrand España	Spain
Legrand Group Pty Ltd	Australia
Legrand India	India
Legrand Polska	Poland
Legrand Zrt	Hungary
Middle Atlantic Products Inc	United States
Ortronics Inc.	United States
Pass & Seymour Inc.	United States
Rocom	Hong Kong
Shidean	China
SMS Tecnologia Eletrônica Ltda	Brazil
TCL International Electrical	China
TCL Wuxi	China
WattStopper	United States
Wiremold Company	United States

At December 31, 2011 Legrand wholly owned all of its subsidiaries except for Alborz Electrical Industries Ltd, Kontaktor, Legrand Polska and Shidean, which were all over 95%-owned; Megapower, a Malaysian company acquired in 2011 that is 80%-held; and Bticino Thailand Limited, in which the Company has a 51% interest.

The contributions to the consolidated balance sheets and income statements of companies acquired since January 1, 2010 were as follows:

<b>2010</b>	<b>December 31</b>			
Inform	6 months' profit			
Indo Asian Switchgear	4 months' profit			

  

<b>2011</b>	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
Inform	3 months' profit	6 months' profit	9 months' profit	12 months' profit
Indo Asian Switchgear	3 months' profit	6 months' profit	9 months' profit	12 months' profit
Meta System Energy	3 months' profit	6 months' profit	9 months' profit	12 months' profit
Electrorack	3 months' profit	6 months' profit	9 months' profit	12 months' profit
Intervox Systèmes		6 months' profit	9 months' profit	12 months' profit
Middle Atlantic Products Inc			4 months' profit	7 months' profit
SMS				5 months' profit
Megapower				Balance sheet only

Companies consolidated in 2011 on the basis presented in the above tables contributed €218.9 million to consolidated revenue and €8.0 million to consolidated profit for the year.

The main acquisitions made in 2011 were as follows:

- In January, the Group acquired all outstanding shares of Electrorack, specialized in Voice-Data-Image (VDI) cabinets for datacenters in the United States. Based in Anaheim, California, Electrorack employs more than 90 people.

- In February, Legrand acquired all outstanding shares of Intervox Systèmes, a leader in connected security systems that has 15 employees.

- In June, the Group acquired all outstanding shares of Middle Atlantic Products Inc., North America's leader in audio and video enclosures. Middle Atlantic Products Inc. has operations in New Jersey, Illinois, California and Canada and employs a workforce of 520 people.

- In July, the Group completed the acquisition of 100% of the shares of SMS, the market leader in uninterruptible power supply (UPS) systems in Brazil. SMS operates in the Sao Paulo area and the north of Brazil, with three production sites and a workforce of over 1,100 people.

- In October, a joint-venture agreement was signed with Megapower, the Malaysian leader in plastic cable management solutions. The transaction involved the initial acquisition of 49% of Megapower's outstanding shares, with the vendor holding a put on an additional 31% stake and Legrand having a call on the remaining shares exercisable over the medium term. Megapower's balance sheet at December 31, 2011 was consolidated on an 80% basis, without consolidating the income statement. Based near Kuala Lumpur, Megapower has 160 employees.

In all, acquisitions of subsidiaries (net of cash acquired) and acquisitions of minority interests and investments in non-consolidated entities came to a total of €342.4 million in 2011 (versus €288.6 million in 2010).

## 1) Accounting policies

As a company incorporated in France, Legrand is governed by French company law, including the provisions of the Commercial Code.

The consolidated financial statements cover the 12 months ended December 31, 2011. They have been prepared in accordance with the International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretation Committee (IFRIC) interpretations adopted by the European Union and applicable or authorized for early adoption at December 31, 2011.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a specific degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 1 (w).

The consolidated financial statements have been prepared using the historical cost convention, except for certain classes of assets and liabilities that are measured in accordance with IFRS. The classes concerned are mentioned in the notes below.

### a) **Reconciliation between the reported and adjusted statements of income for the twelve months ended December 31, 2010**

To improve compliance with the latest IFRSs, certain income statement items have been reclassified.

Statutory and discretionary profit-shares, previously recognized in other operating expense, have been reallocated to employee benefits expense accounted for by function (under cost of sales, administrative and selling expenses, or research and development costs)

In the same way, the research tax credit has been transferred from 'other operating income' to 'research and development costs'.

None of these reclassifications had any impact on the Group's operating profit or profit for the period.

The following table shows the reconciliation between the reported and the adjusted statements of income for the twelve months ended December 31, 2010.

<b>12 months ended December 31, 2010</b>	<b>Reported</b>	<b>Reclassifications</b>	<b>Adjusted</b>
<b>Revenue</b>	<b>3,890.5</b>		<b>3,890.5</b>
<b>Operating expenses</b>			
Cost of sales	(1,797.7)	(15.1)	(1,812.8)
Administrative and selling expenses	(1,032.2)	(19.0)	(1,051.2)
Research and development costs	(185.6)	2.5	(183.1)
Other operating income (expense)	(117.4)	31.6	(85.8)
<b>Operating profit</b>	<b>757.6</b>	<b>0.0</b>	<b>757.6</b>
Finance costs	(82.9)		(82.9)
Financial income	11.7		11.7
Exchange gains (losses)	(39.8)		(39.8)
Finance costs and other financial income and expense, net	(111.0)		(111.0)
<b>Profit before tax</b>	<b>646.6</b>		<b>646.6</b>
Income tax expense	(227.1)		(227.1)
<b>Profit for the period</b>	<b>419.5</b>		<b>419.5</b>

In as much as the above adjustments did not have a material impact on the balance sheet, the balance sheet for 2010 is presented as reported.



**b) New standards, amendments and interpretations**

*New standards, amendments and interpretations applied by the Group in 2011 that have no impact on its financial statements*

The following amendments and interpretations do not have any impact on the Group's consolidated financial statements:

**Amendment to IAS 32 – Classification of Rights Issues**

In October 2009, the IASB published an amendment to IAS 32 on the classification of rights issues. Adopted by the European Union on December 24, 2009 this amendment concerns certain rights issues offered for a fixed amount of foreign currency that were previously accounted for as debt derivatives. According to the new amendment, under certain conditions these rights should be classified as equity regardless of the currency in which the exercise price is denominated.

Application of the amendment is compulsory for annual periods beginning on or after February 1, 2010.

**Amendment to IFRIC 14 – Prepayments of a Minimum Funding Requirement**

Published in November 2009 and adopted by the European Union on July 19, 2010, IFRIC 14 (revised) – Prepayments of a Minimum Funding Requirement stipulates that when an employee benefits scheme has a minimum funding requirement, the minimum funding contributions and any other prepayments must be recognized as an asset.

Application of the amendment is compulsory for annual periods beginning on or after January 1, 2011.

**IFRIC 19 – Extinguishing Financial Liabilities with Equity Instruments**

In November 2009, the IASB published IFRIC 19 – Extinguishing Financial Liabilities with Equity Instruments. Adopted by the European Union on July 23, 2010, this interpretation provides guidance on how to account for the extinguishment of a financial liability by the issue of equity instruments.

Application of IFRIC 19 is compulsory for annual periods beginning on or after July 1, 2010.

**IAS 24 (revised) – Related Party Disclosures**

In November 2009, the IASB published the revised version of IAS 24 – Related Party Disclosures. Adopted by the European Union on July 19, 2010, this version provides for a partial exemption from the disclosure requirements of IAS 24 for government-related entities and clarifies the definition of a related party.

Application of the revised standard is compulsory for annual periods beginning on or after January 1, 2011.

*New standards, amendments to standards or new interpretations not yet adopted by the European Union or not applicable to the Group until future periods*

(1) Standards and interpretations adopted by the European Union:

Amendments to IFRS 7 – Financial Instruments: Disclosures

In October 2010, the IASB issued amendments to IFRS 7 entitled *Disclosures – Transfers of Financial Assets*. These amendments will allow users of financial statements to improve their understanding of transfer transactions of financial assets, and will require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of the reporting period.

These amendments are applicable to annual periods beginning on or after July 1, 2011.

(2) Standards and interpretations not yet adopted by the European Union:

IFRS 9 – Financial Instruments

In November 2009, the IASB published IFRS 9 – Financial Instruments to replace IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the many different rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments (its business model) and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the many different impairment methods in IAS 39.

In October 2010, the IASB issued additions to IFRS 9 – Financial Instruments for financial liability accounting. Under the new requirements, which concern the classification and measurement of financial liabilities, an entity choosing to measure a liability at fair value will present the portion of the change in its fair value due to changes in the entity's own credit risk in the other comprehensive income (OCI) section of the income statement, rather than within profit and loss.

This standard, including the latest additions, will be applicable for annual periods beginning on or after January 1, 2015. Its early adoption is not possible as it has not yet been approved by the European Union.

Amendments to IAS 12 – Income Taxes

In December 2010, the IASB issued amendments to IAS 12 entitled *Deferred Tax: Recovery of Underlying Assets*. The amendments introduce a presumption that recovery of the carrying amount of an asset based on which deferred tax is measured will, normally, be through sale.

These amendments are applicable to annual periods beginning on or after January 1, 2012. Their early adoption is not possible as they have not yet been approved by the European Union.

## New standards – Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests

In May 2011, the IASB issued new standards – IFRS 10 – Consolidated Financial Statements, IFRS 11 – Joint Arrangements and IFRS 12 – Disclosure of Interests in Other Entities – as well as the resulting amendments to IAS 27, reissued as Separate Financial Statements, and IAS 28, reissued as Investments in Associates and Joint Ventures.

IFRS 10 – Consolidated Financial Statements introduces a single consolidation framework for all types of investee entities, based on the concept of control.

The new IFRS 11 – Joint Arrangements introduces new requirements in recognizing joint arrangements, with in particular the use of the equity method to account for joint ventures.

The new IFRS 12 – Disclosure of Interests in Other Entities integrates into a single standard the disclosures required for interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities.

IAS 27 and IAS 28 have been amended to bring them in compliance with the changes introduced by the issuance of IFRS 10, IFRS 11 and IFRS 12.

These new standards are applicable to annual periods beginning on or after January 1, 2013. Their early adoption is not possible as they have not yet been approved by the European Union.

## IFRS 13 – Fair Value Measurement

In May 2011, IASB issued guidance for measuring fair value and for the related disclosures required in the notes to financial statements. The guidance is designed to establish a single framework for fair value measurement under IASs and IFRSs.

This new standard is applicable to annual periods beginning on or after January 1, 2013. Its early adoption is not possible as it has not yet been approved by the European Union.

## Amendments to IAS 19 – Employee Benefits

In June 2011, the IASB published amendments to IAS 19 – Employee Benefits concerning the recognition of defined benefit plans. These amendments concern, in particular, elimination of the “corridor” method of accounting for actuarial gains and losses, the immediate recognition of all past service costs and the use of high quality corporate bond yields to determine the discount rate for calculating the net interest cost of employee benefit obligations to the exclusion of other benchmarks.

These amendments are applicable to annual periods beginning on or after January 1, 2013. Their early adoption is not possible as they have not yet been adopted by the European Union.

#### Amendments to IAS 1 – Presentation of Financial Statements

In June 2011, the IASB published amendments concerning the presentation of other comprehensive income (OCI). The amendments to IAS 1 change the grouping of items presented in OCI. Items that could be reclassified (or “recycled”) to profit or loss at a future point in time are to be presented separately from items that will never be reclassified, and income tax relating to components of OCI is to be allocated between items that may be reclassified and those that may not be reclassified.

The amendments to this standard are applicable to annual periods beginning on or after July 1, 2012. Their early adoption is not possible as they have not yet been adopted by the European Union.

#### Amendments to IAS 32 – Financial Instruments: Presentation

#### Amendments to IFRS 7 – Financial Instruments: Disclosures

In December 2011, the IASB published amendments to IAS 32 clarifying the rules for offsetting financial assets and liabilities, as well as amendments to IFRS 7 introducing new disclosure requirements for financial assets and liabilities.

The amendments to IAS 32 are applicable retrospectively and are effective for annual periods beginning on or after January 1, 2014. They may not be early adopted, as they have not been approved by the European Union.

The amendments to IFRS 7 are applicable retrospectively and are effective for annual periods beginning on or after January 1, 2013.

The Group is currently reviewing these standards, amendments and interpretations to assess their possible effect on its financial information.

### **c) Basis of consolidation**

Subsidiaries controlled by the Group are fully consolidated. Control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are consolidated from the date when effective control is transferred to the Group. They are deconsolidated from the date on which control ceases.

Associates are entities over which the Group has significant influence but not control. Significant influence is generally considered to be exercised when the Group holds 20 to 50% of the voting rights. Investments in associates are initially recognized at cost and are subsequently accounted for by the equity method.

### **d) Foreign currency translation**

Items included in the financial statements of each Group entity are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in euros, which is the Company's functional and presentation currency.

Foreign currency transactions are translated into the presentation currency using the exchange rate on the transaction date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies using the exchange rate at the balance sheet date are recognized in the income statement under the heading 'Exchange gains (losses)'.

Assets and liabilities of Group entities whose functional currency is different from the presentation currency are translated using the exchange rate at the balance sheet date. Statements of income are translated using the average exchange rate for the period. Gains or losses arising from the translation of the financial statements of foreign subsidiaries are recognized directly in equity, under 'Translation reserves', until the entities are sold or substantially liquidated.

### **e) Cash and cash equivalents**

Cash and cash equivalents consist of cash, short-term deposits and all other financial assets with an original maturity not in excess of three months. Cash equivalents are short-term (defined as maturing in less than three months), highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Marketable securities are not considered as cash equivalents.

Bank overdrafts are considered to be a form of financing and are therefore included in short-term borrowings.

### **f) Trade receivables**

Trade receivables are measured at fair value. A provision for impairment is recorded when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

## **g) Intangible assets**

In accordance with IAS 36 - Impairment of Assets, when events or changes in market environment indicate that an intangible asset or item of property, plant and equipment may be impaired, the item concerned is tested for impairment to determine whether its carrying amount is greater than its recoverable amount, defined as the higher of fair value less costs to sell and value in use.

Fair value less costs to sell is the best estimate of the amount obtainable from the sale of an asset or cash-generating unit in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

Value in use is the present value of the future cash flows expected to be derived from the use and subsequent sale of the asset.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Impairment losses on intangible assets may be reversed in subsequent periods if the impairment has decreased, provided that the increased carrying amount of the asset does not exceed the amount that would have been determined had no impairment loss been recognized.

Costs incurred for the Group's principal development projects (relating to the design and testing of new or improved products) are recognized as intangible assets when it is probable that the project will be a success, considering its technical, commercial and technological feasibility, and costs can be measured reliably. Capitalized development costs are amortized from the starting date of the sale of the product on a straight-line basis over the period in which the asset's future economic benefits are consumed, not to exceed 10 years.

Other development costs that do not meet the definition of an intangible asset are recorded in research and development costs for the year in which they are incurred.

Developed technology is amortized on an accelerated basis, in a manner that reflects the pattern in which the assets' economic benefits are consumed.

Trademarks with finite useful lives are amortized:

- Over 10 years when management plans to gradually replace them by other major trademarks owned by the Group.
- Over 20 years when management plans to replace them by other major trademarks owned by the Group only over the long term or when, in the absence of such an intention, management considers that the trademarks may be threatened by a major competitor in the long term.

Amortization of developed technology is recognized in the income statement under 'Research and development costs'.

Amortization of trademarks is recognized in the income statement under 'Administrative and selling expenses'.

Trademarks are classified as having an indefinite useful life when they have been in use for more than ten years and management believes they will contribute indefinitely to future consolidated cash flows because it plans to continue using them indefinitely. Useful lives are reviewed at regular intervals, leading in some cases to trademarks classified as having an indefinite useful life being reclassified as trademarks with a finite useful life.

As the Group's trademarks that are classified as having an indefinite useful life are used internationally, they each contribute to all of the Group's cash-generating units.

Trademarks are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

## **h) Goodwill**

### **(1) Business combinations**

In accordance with IFRS 3 (revised) – Business Combinations and IAS 27 (revised) – Consolidated and Separate Financial Statements:

- Changes in the percentage interest held in a controlled entity are recorded directly in equity without recognizing any additional goodwill.
- The cost of business combinations, as determined on the date when control is acquired, corresponds to the fair value of the acquired entities. As such, it does not include acquisition-related costs and expenses but does include contingent consideration at fair value.
- For each combination, the Group decides to use:
  - i. Either the full goodwill method, whereby goodwill is the difference between a) the consideration paid to acquire the business combination plus the fair value of the non-controlling interests in the combination and b) the fair value at date of acquisition of the identifiable net assets acquired and liabilities assumed.
  - ii. Or the partial goodwill method, whereby goodwill is the difference between a) the consideration paid to acquire the business combination and b) the fair value at date of acquisition of the identifiable net assets acquired and liabilities assumed, with non-controlling interests measured at the fair value of their share of the identifiable net assets.

## (2) Impairment tests

Goodwill is tested for impairment annually, in the fourth quarter of each year, and whenever events or changes in circumstance indicate that the carrying amount may not be recoverable.

For impairment testing purposes, goodwill is allocated to a cash-generating unit (CGU), corresponding to the lowest level at which goodwill is monitored. Within the Legrand Group, CGUs are defined as corresponding to individual countries, to a group of countries whose markets have similar characteristics or to a group of economic regions managed as a single unit.

The need to record an impairment loss is assessed by comparing the carrying amount of the CGU's assets and liabilities, including goodwill, and their recoverable amount, defined as the higher of fair value less costs to sell and value in use.

In accordance with IAS 36, value in use is estimated based on discounted cash flows for the next three to five years and a terminal value calculated by discounting data for the final year of the projection period. The cash flow data used for the calculation is generally taken from the most recent medium-term business plans approved by the Group. Cash flows beyond the projection period are estimated by applying a stable growth rate to subsequent years.

The discount rate applied corresponds to the weighed average cost of capital, adjusted to reflect the risks specific to each cash-generating unit.

Fair value less costs to sell is the best estimate of the amount obtainable from the sale of an asset or cash-generating unit in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

An impairment loss is recognized when the carrying amount is less than the recoverable amount. In accordance with IAS 36, impairment losses recognized on goodwill are irreversible.

### **i) Property, plant and equipment**

Land, buildings, machinery and equipment, and other fixed assets are carried at cost less accumulated depreciation and any accumulated impairment losses. Impairment tests are performed annually and whenever events or changes in circumstances indicate that the assets' carrying amount may not be recoverable.

Assets acquired under lease agreements that transfer substantially all of the risks and rewards of ownership to the Group are capitalized on the basis of the present value of future minimum lease payments and are depreciated over the shorter of the lease period and the asset's useful life determined in accordance with Group policies (see below).



Depreciation is calculated on a straight-line basis over the estimated useful lives of the respective assets; the most commonly adopted useful lives are the following:

Light buildings .....	25 years
Standard buildings .....	40 years
Machinery and equipment .....	8 to 10 years
Tooling.....	5 years
Office furniture and equipment .....	5 to 10 years

The depreciable amount of assets is determined after deducting their residual value when the amounts involved are material.

Each part of an item of property, plant and equipment with a useful life that is significantly different to the useful lives of other parts is depreciated separately.

Assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

#### **j) Inventories**

Inventories are measured at the lower of cost and net realizable value, with cost determined principally on a first-in, first-out (FIFO) basis. The cost of finished goods and work in progress comprises raw materials, direct labor, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### **k) Deferred taxes**

In accordance with IAS 12, deferred taxes are recognized for temporary differences between the tax bases of assets and liabilities and their carrying amount in the consolidated balance sheet. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred tax assets and deferred tax liabilities are offset when the entity has a legally enforceable right of offset and they relate to income taxes levied by the same taxation authority.

Concerning foreign subsidiaries, IAS 12, paragraph 39, stipulates that the consolidating entity should not recognize a deferred tax liability on temporary differences associated with its investments when i) it is able to control the timing of the reversal of the temporary difference, and ii) it is probable that the temporary difference will not reverse in the foreseeable future. Accordingly, deferred taxes on the cumulative post-acquisition retained earnings of foreign subsidiaries are generally not recognized.

## **l) Revenue recognition**

Revenues from the sale of goods are recognized when all of the following conditions have been satisfied: (i) the significant risks and rewards of ownership of the goods have been transferred to the buyer; (ii) the seller retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; (iii) the amount of revenue can be measured reliably; (iv) it is probable that the economic benefits associated with the transaction will flow to the seller; and (v) the costs incurred or to be incurred in respect of the transaction can be measured reliably. For the Group, this policy results in the recognition of revenue when title and the risk of loss are transferred to the buyer, which is generally upon shipment.

The Group offers certain sales incentives to customers, consisting primarily of volume rebates and cash discounts. Volume rebates are typically based on three, six, and twelve-month arrangements with customers, and rarely extend beyond one year. Based on the trade of the current period, such rebates are recognized on a monthly basis as a reduction in revenue from the underlying transactions that reflect progress by the customer towards earning the rebate, with a corresponding deduction from the customer's trade receivables balance.

## **m) Valuation of financial instruments**

Under the amended IFRS 7, financial instruments are classified in a three-level hierarchy based on the inputs used to measure their fair value, as follows:

- Level 1: quoted prices for similar instruments;
- Level 2: directly observable market inputs other than level 1 inputs;
- Level 3: inputs not based on observable market data.

The carrying amounts of cash, short-term deposits, accounts receivable, accounts payable, accrued expenses and short-term borrowings approximate their fair value because of these instruments' short maturities. For short-term investments, comprised of marketable securities, fair value corresponds to the securities' market price. The fair value of long-term borrowings is estimated on the basis of interest rates currently available for issuance of debt with similar terms and remaining maturities. The fair value of interest rate swap agreements is the estimated amount that the counterparty would receive or pay to terminate the agreements, and is calculated as the present value of the estimated future cash flows.

## **n) Derivative instruments**

Group policy consists of not entering into any transactions of a speculative nature involving financial instruments. All transactions in these instruments are entered into exclusively for the purpose of managing or hedging currency or interest rate risks, and changes in the prices of raw materials. For this purpose, the Group periodically enters into contracts such as swaps, caps, options, futures and forward contracts, according to the nature of its exposure.

### *Accounting treatment of derivative instruments*

Derivatives are initially recognized at fair value at the contract inception date and are subsequently remeasured at fair value at each reporting date. The method of recognizing the resulting gain or loss depends on whether the derivative qualifies for hedge accounting, and if so, the nature of the item being hedged.

#### *Non-derivative financial instruments*

Under IAS 39, non-derivative financial instruments may be designated as hedges only when they are used to hedge foreign currency risk and provided that they qualify for hedge accounting.

Accordingly, in the case of hedges of a net investment in a foreign operation, the portion of the gain or loss on the hedging instrument that is deemed to be an effective hedge is recognized in equity, as required under paragraph 102 of IAS 39.

#### *Put on non-controlling interests*

In the particular case of puts written on non-controlling interests without no transfer of risks and benefits, the contractual obligation to purchase these equity instruments is recognized as a liability by adjusting equity in application of IAS 32. Any subsequent changes in the liability are recorded in equity.

#### *Other derivative instruments*

In the case of other derivative instruments, the Group analyses the substance of each transaction and recognizes any changes in fair value in accordance with IAS 39.

The fair values of derivative instruments used for hedging purposes are disclosed in Note 22.

### **o) Environmental and product liabilities**

In accordance with IAS 37, the Group recognizes losses and accrues liabilities relating to environmental and product liability matters. A loss is recognized if available information indicates that it is probable and reasonably estimable. In the event that a loss is neither probable nor reasonably estimable but remains possible, the contingency is disclosed in the notes to the consolidated financial statements.

Losses arising from environmental liabilities are measured on a best-estimate basis, case by case, based on available information.

Losses arising from product liability issues are estimated on the basis of current facts and circumstances, past experience, the number of claims and the expected cost of administering, defending and, in some cases, settling such cases.

In accordance with IFRIC 6 - Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment, the Group manages waste equipment under the European Union Directive on waste electrical and electronic equipment by paying financial contributions to a recycling platform.

### **p) Share based payment transactions**

The Group operates equity-settled, share-based compensation plans.

The cost of stock options is measured at the fair value of the award on the grant date, using the Black & Scholes option pricing model or the binomial model, and is recognized in the income statement under 'Employee benefits expense' on a straight-line basis over the vesting period with a corresponding adjustment to equity. Changes in the fair value of stock options after the grant date are not taken into account.

**q) Transfers and use of financial assets**

In accordance with IAS 39, financial assets are derecognized when the associated cash flows and substantially all the related risks and rewards have been transferred.

**r) Pension and other post-employment benefit obligations**

(1) Pension obligations

Group companies operate various pension plans. The plans are funded through payments to insurance companies or trustee-administered funds, determined by periodic actuarial calculations. The Group has both defined contribution and defined benefit plans.

*Defined contribution plans*

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Contributions are recognized as an expense for the period of payment.

The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in current and prior periods.

*Defined benefit plans*

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and end-of-career salary.

The liability recognized in the balance sheet for defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date, as adjusted for unrecognized past service costs, less the fair value of plan assets. Past service costs are recognized in the income statement on a straight-line basis over the average remaining vesting period.

The Group has elected to recognize all actuarial gains and losses outside profit or loss, in the statement of recognized income and expense, as allowed under IAS 19, paragraph 93A (amended).

Defined benefit obligations are calculated annually using the projected unit credit method. This method takes into account estimated years of service at retirement, final salaries, life expectancy and staff turnover, based on actuarial assumptions. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of investment grade corporate bonds that are denominated in the currency in which the benefits will be paid and have terms to maturity approximating the period to payment of the related pension liability.

## (2) Other post-employment benefit obligations

Some Group companies provide post-employment healthcare benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining with the company up to retirement age and completion of a minimum service period.

The benefits are treated as post-employment benefits under the defined benefit scheme.

### s) Segment information

The Group is organized by country for management purposes and by geographical segment for internal reporting purposes. The geographical segments, determined according to the region of origin of invoicing, are France, Italy, Rest of Europe, United States and Canada, and Rest of the World.

### t) Basic and diluted earnings per share

Basic earnings per share are calculated by dividing net profit attributable to equity holders of Legrand by the average number of ordinary shares outstanding during the period.

Diluted earnings per share are calculated by dividing net profit attributable to equity holders of Legrand by the average number of ordinary shares outstanding plus the number of dilutive potential ordinary shares at the balance sheet date.

The average number of ordinary shares outstanding used in these calculations has been adjusted for the share buybacks and sales carried out during the period and does not take into account shares held in treasury.

### u) Short- and long-term borrowings

Short- and long-term borrowings mainly comprise bonds and bank loans. They are initially recognized at fair value, taking into account any transaction costs directly attributable to the issue, and are subsequently measured at amortized cost, using the effective interest method.

### v) Borrowing costs

In accordance with the revised version of IAS 23, borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are included in the cost of that asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

Other borrowing costs are recognized as an expense for the period in which they were incurred.

## w) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that are reflected in the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events, and are believed to be reasonable under the circumstances.

### (1) Impairment of goodwill and intangible assets

Goodwill and intangible assets with indefinite useful lives are tested for impairment at least annually in accordance with the accounting policy described in Notes 1 (g) and 1 (h). Intangible assets with finite useful lives are amortized over their estimated useful lives and are tested for impairment when there is any indication that their recoverable amount may be less than their carrying amount.

Judgments regarding the existence of indications of impairment are based on legal factors, market conditions and operational performance of the acquired businesses. Future events could cause the Group to conclude that an indication of impairment exists and that goodwill or other identifiable intangible assets associated with the acquired businesses are impaired. Any resulting impairment loss could have a material adverse effect on the consolidated financial condition and results of operations of the Group.

Recognition of goodwill and other intangible assets involves a number of critical management judgments, including:

- Determining which intangible assets, if any, have indefinite useful lives and, accordingly, should not be amortized;
- Identifying events or changes in circumstances that may indicate that an impairment has occurred;
- Allocating goodwill to cash-generating units;
- Determining the recoverable amount of cash-generating units for the purposes of impairment tests of goodwill;
- Estimating the future discounted cash flows to be used for the purposes of periodic impairment tests of intangible assets with indefinite useful lives; and
- Determining the recoverable amount of intangible assets with indefinite useful lives for impairment testing purposes.

The recoverable amount of an asset is based either on the asset's quoted market price in an active market, if available, or, in the absence of an active market, on discounted future cash flows from operations less investments. The determination of recoverable amount requires the use of certain assumptions and estimates that may be affected by changes in the Group's economic environment. Other estimates using different, but still reasonable, assumptions could produce different results.

## (2) Accounting for income taxes

As part of the process of preparing the consolidated financial statements, the Group is required to estimate income taxes in each of the jurisdictions in which it operates. This involves estimating the actual current tax exposure and assessing temporary differences resulting from differing treatment of items such as deferred revenue or prepaid expenses for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are reported in the consolidated balance sheet.

The Group must then assess the probability that deferred tax assets will be recovered from future taxable profit. Deferred tax assets are recognized only when it is probable that taxable profit will be available against which the underlying deductible temporary difference can be utilized.

The Group has not recognized all of its deferred tax assets because it is not probable that some of them will be recovered before they expire. The amounts involved mainly concern operating losses carried forward and foreign income tax credits. The assessment is based on estimates of future taxable profit by jurisdiction in which the Group operates and the period over which the deferred tax assets are recoverable. If actual results differ from these estimates or the estimates are adjusted in future periods, the Group may need to record a valuation allowance against deferred tax assets carried in the balance sheet.

## (3) Other assets and liabilities based on estimates

Other assets and liabilities based on estimates include provisions for pensions and other post-employment benefits, impairment of trade receivables, inventories and financial assets, stock options, provisions for contingencies and charges, capitalized development costs, and any annual volume rebates offered to customers.

## 2) Intangible assets (Note 1 (g))

Intangible assets are as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Trademarks with indefinite useful lives	1,408.0	1,408.0
Trademarks with finite useful lives	191.3	195.6
Developed technology	0.0	11.5
Other intangible assets	168.1	152.9
	<b>1,767.4</b>	<b>1,768.0</b>

The Legrand and Bticino brands represent close to 98% of the total value of trademarks with indefinite useful lives.

Trademarks can be analyzed as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
At the beginning of the period	1,674.1	1,651.1
- Acquisitions	7.4	5.1
- Adjustments	2.4	0.0
- Disposals	0.0	0.0
- Translation adjustments	2.7	17.9
	1,686.6	1,674.1
Less accumulated amortization	(87.3)	(70.5)
<b>At the end of the period</b>	<b>1,599.3</b>	<b>1,603.6</b>

Trademarks with an indefinite useful life were tested for impairment using a pre-tax discount rate ranging from 10.5% to 11.0% and a growth rate to perpetuity ranging from 2.6% to 3.1%.

No trademarks with an indefinite useful life were found to be impaired in the period ended December 31, 2011.

Sensitivity tests were performed on the discount rates and long-term growth rates used for impairment testing purposes. Based on the results of these tests, a 100-basis point change in these rates would not lead to any impairment losses being recognized on trademarks with an indefinite useful life.

Developed technology can be analyzed as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
At the beginning of the period	575.1	571.3
- Acquisitions	0.0	0.0
- Disposals	0.0	0.0
- Translation adjustments	1.7	3.8
	576.8	575.1
Less accumulated amortization	(576.8)	(563.6)
<b>At the end of the period</b>	<b>0.0</b>	<b>11.5</b>



Amortization expense related to intangible assets, including capitalized development costs, amounted to €70.9 million in 2011 (€71.3 million in 2010).

Amortization of trademarks and developed technology in 2011 breaks down as follows:

<i>(in € millions)</i>	<b>Developed technology</b>	<b>Trademarks</b>	<b>Total</b>
France	6.2	1.8	8.0
Italy	3.1	0.0	3.1
Rest of Europe	0.8	1.7	2.5
USA/Canada	1.0	7.8	8.8
Rest of the World	0.4	3.6	4.0
	<b>11.5</b>	<b>14.9</b>	<b>26.4</b>

Amortization expense for trademarks for each of the next five years is expected to be as follows:

<i>(in € millions)</i>	<b>Trademarks</b>	<b>Total</b>
2012	14.0	14.0
2013	14.0	14.0
2014	14.0	14.0
2015	14.0	14.0
2016	14.0	14.0

Other intangible assets can be analyzed as follows:

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
Capitalized development costs	110.2	107.4
Software	15.8	14.2
Other	42.1	31.3
	<b>168.1</b>	<b>152.9</b>

### 3) Goodwill (Note 1 (h))

Goodwill can be analyzed as follows:

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
France	639.6	631.7
Italy	366.8	342.4
Rest of Europe	260.9	276.8
USA/Canada	462.9	320.9
Rest of the World	673.3	560.4
	<b>2,403.5</b>	<b>2,132.2</b>

The geographic allocation of goodwill is based on the acquired company's value, determined as of the date of the business combination, taking into account synergies with other Group companies.

In the 'Rest of Europe' and 'Rest of the World' regions, no final amount of goodwill allocated to a CGU (cash-generating unit) represents more than 10% of total goodwill.

Changes in goodwill can be analyzed as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
At the beginning of the period	2,132.2	1,855.1
- Acquisitions	317.6	206.0
- Adjustments	(16.3)	0.0
- Impairment	(15.9)	0.0
- Translation adjustments	(14.1)	71.1
<b>At the end of the period</b>	<b>2,403.5</b>	<b>2,132.2</b>

Adjustments correspond to the difference between provisional and final goodwill.

For impairment testing purposes, goodwill has been allocated to various countries, grouping units (CGU: cash-generating units) which represent the lowest level at which goodwill is monitored.

These CGU are tested for impairment annually, and whenever events or changes in circumstances indicate that their value may be impaired, by comparing their carrying amount, including goodwill, to their value in use.

Value in use corresponds to the present value of the future cash flows expected to be derived from the subsidiaries included in the cash-generating unit. As required by IAS 36, it is calculated by applying pre-tax discount rates to pre-tax future cash flows.

Goodwill arising on partial acquisitions has been measured using the partial goodwill method (note 1(h)(1)).

The following impairment testing parameters were used in the period ended December 31, 2011:

	Recoverable amount	Carrying amount of goodwill	Value in use	
			Discount rate (before tax)	Growth rate to perpetuity
France		639.6	11.5%	2%
Italy		366.8	13.6%	2%
Rest of Europe	Value in use	260.9	8.5 to 15.1%	2 to 5%
USA/Canada		462.9	11.1%	3%
Rest of the World		673.3	12 to 20.3%	2 to 5%
		<b>2,403.5</b>		

For the year ended December 31, 2011, goodwill impairment has been recognized in an amount of €15.9 million, primarily due to the Spain CGU.

Sensitivity tests performed on the discount rates and long-term growth rates showed that a 50 to 100-basis point unfavorable change (depending on the region) in each of these two parameters would not lead to additional impairment of goodwill of the other CGU. In the case of the Spain CGU, these tests revealed that its goodwill would decrease by €6.0 million in the event of a 50-basis point increase in the discount rate or by €4.0 million in the event of a 50-basis point decrease in the long-term growth rate.

The following impairment testing parameters were used in the period ended December 31, 2010:

	Recoverable amount	Carrying amount of goodwill	Value in use	
			Discount rate (before tax)	Growth rate to perpetuity
France		631.7	11.0%	2.5%
Italy		342.4	10.6%	2.5%
Rest of Europe	Value in use	276.8	8 to 15%	2.5 to 5%
USA/Canada		320.9	10.5%	3.25%
Rest of the World		560.4	11 to 16%	2.5 to 5%
		<b>2,132.2</b>		

No goodwill impairment losses were identified in the period ended December 31, 2010.

In 2011, acquisitions of subsidiaries (net of cash acquired) amounted to €342.4 million (€257.2 million in 2010).

For business combinations carried out in the last 12 months, the fair values of the identifiable assets acquired and liabilities and contingent liabilities assumed are determined on a provisional basis as of December 31 of the acquisition year and goodwill recognized as of that date is therefore subject to adjustment the following year based on the final fair values.

Allocation of acquisition prices for the 12 months ended December 31, 2011, and December 31, 2010 has been as follows:

<i>(in € millions)</i>	12 months ended	
	December 31,	December 31,
	2011	2010
- Trademarks	7.4	5.1
- Deferred taxes on trademarks	(2.3)	(1.0)
- Other intangible assets	12.9	-
- Deferred taxes on other intangible assets	(4.0)	-
- Goodwill	317.6	206.0

#### 4) Property, plant and equipment (Note 1 (i))

##### a) Property, plant and equipment by geographic area

Property, plant and equipment, including finance leases, are as follows as of December 31, 2011:

<i>(in € millions)</i>	December 31, 2011					
	France	Italy	Rest of Europe	USA/Canada	Rest of the World	Total
Land	19.8	4.6	12.4	2.5	8.9	48.2
Buildings	92.5	66.6	26.3	20.7	26.9	233.0
Machinery and equipment	72.5	68.7	25.2	14.7	64.6	245.7
Assets under construction and other	23.0	6.6	10.4	13.1	25.9	79.0
	<b>207.8</b>	<b>146.5</b>	<b>74.3</b>	<b>51.0</b>	<b>126.3</b>	<b>605.9</b>

Total property, plant and equipment includes €7.9 million corresponding to assets held for sale, which are measured at the lower of their carrying amount and fair value less costs to sell.

Property, plant and equipment, including finance leases, were as follows as of December 31, 2010:

<i>(in € millions)</i>	December 31, 2010					
	France	Italy	Rest of Europe	USA/ Canada	Rest of the World	Total
Land	22.2	5.5	12.4	1.9	7.1	49.1
Buildings	103.4	71.3	28.9	13.8	22.8	240.2
Machinery and equipment	82.9	65.6	25.3	11.7	60.2	245.7
Assets under construction and other	17.9	15.4	15.2	12.0	17.9	78.4
	<b>226.4</b>	<b>157.8</b>	<b>81.8</b>	<b>39.4</b>	<b>108.0</b>	<b>613.4</b>

#### b) Analysis of changes in property, plant and equipment

Changes in property, plant and equipment in 2011 can be analyzed as follows:

<i>(in € millions)</i>	December 31, 2011					
	France	Italy	Rest of Europe	USA/ Canada	Rest of the World	Total
Acquisitions	23.1	20.2	11.3	6.0	35.3	95.9
Disposals	(0.3)	(7.9)	(0.6)	(0.5)	(1.8)	(11.1)
Depreciation expense	(40.5)	(24.3)	(14.4)	(9.2)	(22.6)	(111.0)
Transfers and changes in scope of consolidation	(0.9)	0.7	0.1	14.0	12.3	26.2
Translation adjustments	0.0	0.0	(3.9)	1.3	(4.9)	(7.5)
	<b>(18.6)</b>	<b>(11.3)</b>	<b>(7.5)</b>	<b>11.6</b>	<b>18.3</b>	<b>(7.5)</b>

<i>(in € millions)</i>	December 31, 2011						
	Acquisitions	Transfers from 'Assets under construction'	Disposals	Depreciation expense	Transfers and changes in scope of consolidation	Translation adjustments	Total
Land	0.1	0.1	(0.1)	(1.1)	1.0	(0.9)	(0.9)
Buildings	5.8	3.0	(5.1)	(23.1)	13.8	(1.6)	(7.2)
Machinery and equipment	44.3	24.1	(5.3)	(72.9)	14.1	(4.3)	0.0
Assets under construction and other	45.7	(27.2)	(0.6)	(13.9)	(2.7)	(0.7)	0.6
	<b>95.9</b>	<b>0.0</b>	<b>(11.1)</b>	<b>(111.0)</b>	<b>26.2</b>	<b>(7.5)</b>	<b>(7.5)</b>

Changes in property, plant and equipment in 2010 can be analyzed as follows:

<i>(in € millions)</i>	December 31, 2010					
	France	Italy	Rest of Europe	USA/ Canada	Rest of the World	Total
Acquisitions	15.5	18.7	8.9	5.6	22.3	71.0
Disposals	(0.5)	(0.1)	(3.8)	(0.8)	(1.7)	(6.9)
Depreciation expense	(43.1)	(27.0)	(18.7)	(11.1)	(20.3)	(120.2)
Transfers and changes in scope of consolidation	(1.0)	0.0	2.1	(0.3)	5.6	6.4
Translation adjustments	0.0	0.0	1.5	3.4	12.1	17.0
	<b>(29.1)</b>	<b>(8.4)</b>	<b>(10.0)</b>	<b>(3.2)</b>	<b>18.0</b>	<b>(32.7)</b>

<b>December 31, 2010</b>							
<i>(in € millions)</i>	Acquisitions	Transfers from 'Assets under construction'	Disposals	Depreciation expense	Transfers and changes in scope of consolidation	Translation adjustments	Total
Land	0.2	0.1	(0.1)	(1.0)	0.9	1.0	1.1
Buildings	3.0	4.0	(2.8)	(26.5)	1.4	4.2	(16.7)
Machinery and equipment	33.7	15.6	(3.6)	(78.7)	5.1	8.5	(19.4)
Assets under construction and other	34.1	(19.7)	(0.4)	(14.0)	(1.0)	3.3	2.3
	<b>71.0</b>	<b>0.0</b>	<b>(6.9)</b>	<b>(120.2)</b>	<b>6.4</b>	<b>17.0</b>	<b>(32.7)</b>

**c) Property, plant and equipment include the following assets held under finance leases:**

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
Land	2.3	3.8
Buildings	40.4	40.1
Machinery and equipment	31.2	31.6
	73.9	75.5
Less accumulated depreciation	(38.5)	(37.8)
	<b>35.4</b>	<b>37.7</b>

**d) Finance lease liabilities are presented in the balance sheets as follows:**

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
Long-term borrowings	15.3	17.8
Short-term borrowings	2.6	2.6
	<b>17.9</b>	<b>20.4</b>

**e) Future minimum lease payments under finance leases are as follows:**

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
Due in less than one year	2.9	3.0
Due in one to two years	2.3	2.9
Due in two to three years	1.5	2.1
Due in three to four years	1.4	1.4
Due in four to five years	1.4	1.4
Due beyond five years	10.7	11.7
	20.2	22.5
Of which accrued interest	(2.3)	(2.1)
<b>Net present value of future minimum lease payments</b>	<b>17.9</b>	<b>20.4</b>

## 5) Other investments

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Other investments	0,9	32.3

The change in other investments in 2011 was mainly attributable to Meta System Energy, which was acquired in fourth-quarter 2010 and consolidated from January 1, 2011.

## 6) Inventories (Note 1 (j))

Inventories are as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Purchased raw materials and components	239.2	222.3
Sub-assemblies, work in progress	95.2	90.0
Finished products	372.0	336.6
	706.4	648.9
Less impairment	(105.4)	(99.8)
	<b>601.0</b>	<b>549.1</b>

## 7) Trade receivables (Note 1 (f))

The Group derives over 95% of its revenue from sales to distributors of electrical equipment. The two largest distributors account for approximately 26% of consolidated net revenue and no other distributor accounts for more than 5% of consolidated net revenue.

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Trade accounts receivable	491.2	466.5
Notes receivable	103.9	89.2
	595.1	555.7
Less impairment	(60.2)	(59.3)
	<b>534.9</b>	<b>496.4</b>

The factoring contract terms qualify the receivables for derecognition under IAS 39. The amount derecognized as of December 31, 2011 was €12.5 million (€11.1 million as of December 31, 2010).

Past-due trade receivables can be analyzed as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Less than 3 months past due	67.7	56.8
From 3 to 12 months past due	16.1	16.6
More than 12 months past due	19.3	16.8
	<b>103.1</b>	<b>90.2</b>

Provisions for impairment of past-due trade receivables amounted to €56.0 million as of December 31, 2011 (€50.9 million as of December 31, 2010). These provisions break down as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Provisions for receivables less than 3 months past due	27.4	24.3
Provisions for receivables 3 to 12 months past due	9.3	9.8
Provisions for receivables more than 12 months past due	19.3	16.8
	<b>56.0</b>	<b>50.9</b>

#### 8) Other current assets

Other current assets are as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Employee advances	4.4	3.6
Other receivables	26.5	25.2
Prepayments	20.3	17.0
Prepaid and recoverable taxes other than on income	90.7	81.7
	<b>141.9</b>	<b>127.5</b>

These assets are valued at historical cost and there are no events or special circumstances indicating that they may be impaired.

#### 9) Cash and cash equivalents (Note 1 (e))

Cash and cash equivalents totaled €488.3 million as of December 31, 2011 and corresponded primarily to deposits with maturities of less than three months, as well as commercial paper (Note 22(b-4)).

## 10) Share capital and earnings per share (Note 1 (t))

Share capital as of December 31, 2011 amounted to €1,053,555,980 represented by 263,388,995 ordinary shares with a par value of €4 each, for 304,563,322 voting rights.

Changes in share capital were as follows:

	Number of shares	Par value	Share capital (euros)	Premiums (euros)
As of December 31, 2010	263,161,346	4	1,052,645,384	1,069,831,301
Performance shares granted under the 2009 plan	120,635	4	482,540	(482,540)
Exercise of options under the 2007 plan	100,965	4	403,860	2,140,458
Exercise of options under the 2008 plan	1,614	4	6,456	26,760
Exercise of options under the 2009 plan	732	4	2,928	6,676
Exercise of options under the 2010 plan	3,703	4	14,812	65,987
As of December 31, 2011	263,388,995	4	1,053,555,980	1,071,588,642

Share capital consists exclusively of ordinary shares, each with a par value of €4.

Fully paid-up shares held in registered form in the name of the same shareholder for at least two years carry double voting rights.

In 2011, 227,649 shares were issued under the 2007, 2008, 2009 and 2010 stock option plans and the 2009 stock grant plan with performance criteria (Note 11 (a)), resulting in a €1.0 million capital increase with a €1.7 million premium.

### a) Share buyback program and transactions under the liquidity contract

#### *Share buyback program*

As of December 31, 2011, the Group held 330,036 shares under the program, acquired at a total cost of €6,913,948. These shares are being held for the following purposes:

- For allocation upon exercise of stock grant plan with performance criteria (325,115 shares purchased at a cost of €6,791,317).
- For allocation to employees who choose to re-invest their profit-shares in Legrand stock through a corporate mutual fund (4,921 shares purchased at a cost of €122,631).

During 2011, 24,334 shares acquired at a cost of €701,601 that were allocated to the corporate mutual fund were transferred to the fund.



Also during the period, 253,265 shares were allocated to employees under stock grant plans with performance criteria as described in Note 11 (a).

#### *Liquidity contract*

On May 29, 2007, the Group appointed a financial institution to maintain a liquid market for its ordinary shares on the NYSE Euronext™ Paris market under a liquidity contract complying with the Code of Conduct issued by the AMAFI (French Financial Markets Association) approved by the AMF on March 22, 2005.

As of December 31, 2011, the Group held 230,500 shares under this contract, purchased at a total cost of €5,492,837.

The number of shares held under the liquidity contract increased by a net 38,000 in 2011. These transactions led to a net capital loss of €40,230.

#### **b) Earnings per share**

Basic and diluted earnings per share, calculated on the basis of the average number of ordinary shares outstanding during the period, are as follows:

		December 31, 2011	December 31, 2010
Profit attributable to equity holders of Legrand ( <i>in € millions</i> )	A	478.6	418.3
Number of ordinary shares outstanding:			
- At the period-end		263,388,995	263,161,346
- O/w held in treasury		560,536	800,135
- Average for the period (excluding shares held in treasury)	B	262,628,527	262,274,181
- Average for the period after dilution (excluding shares held in treasury)	C	271,602,478	271,792,091
Number of stock options and performance share grants outstanding at the period end*		10,404,457	9,517,910
Sales (buybacks) of shares and transactions under the liquidity contract (net during the period)		(13,666)	125,008
Shares allocated during the period under share grant plans		253,265	330,504
Basic earnings per share ( <i>euros</i> ) (Note 1 (t))	A/B	1.822	1.595
Diluted earnings per share ( <i>euros</i> ) (Note 1 (t)) *	A/C	1.762	1.539
Dividend per share ( <i>euros</i> )		0.880	0.700

\*1,430,506 options granted under the 2007 Plan were not taken into account in the calculation of diluted earnings per share for the year ended December 31, 2011, as they were out of the money as of that date.

During 2011, the Group:

- issued 227,649 shares under the 2007, 2008, 2009 and 2010 stock option plans and the 2009 stock grant plan with performance criteria.
- transferred 253,265 shares under stock grant plans with performance criteria.
- bought back a net 13,666 shares.

These movements were taken into account on an accruals basis in the computation of the average number of ordinary shares outstanding during the period, in accordance with IAS 33. If the shares had been issued and bought back on January 1, 2011, basic earnings per share and diluted earnings per share would have amounted to €1.821 and €1.761 respectively for the 12 months ended December 31, 2011.

During 2010, the Group:

- issued 64,667 shares under the 2005, 2007, 2008 and 2009 stock option plans.
- transferred 330,504 shares under stock grant plans with performance criteria.
- sold a net 125,008 shares.

These movements were taken into account on an accruals basis in the computation of the average number of ordinary shares outstanding during the period, in accordance with IAS 33. If the shares had been issued and bought back on January 1, 2010, basic earnings per share and diluted earnings per share would have amounted to €1.594 and €1.539 respectively for the 12 months ended December 31, 2010.

## 11) Stock option plans, stock grant plans with performance criteria and employee profit-sharing (Note 1 (p))

### a) 2007 to 2011 Legrand stock grant plans with performance criteria and stock option plans

#### *Stock grant plans with performance criteria*

During 2011, 120,635 performance stock grants vested. All of these shares were granted under the 2009 plan.

Information on the stock grant plans with performance criteria	2007 Plan	2008 Plan	2009 Plan	2010 Plan	2011 Plan
Date of Board of Directors Meeting	May 15, 2007	March 5, 2008	March 4, 2009	March 4, 2010	March 3, 2011
Total number of performance shares granted	533,494	654,058	288,963	896,556	1,592,712
<i>Of which to corporate officers</i>	<i>26,427</i>	<i>47,077</i>	<i>23,491</i>	<i>62,163</i>	<i>127,888</i>
- Gilles Schnepf	13,582	24,194	12,075	38,373	65,737
- Olivier Bazil	12,845	22,883	11,416	23,790	62,151
Vesting/exercise conditions	Options vest after a maximum of 4 years, except in the event of resignation or termination for willful misconduct.				
Performance shares cancelled during 2007 and 2008	(16,993)	(6,145)			
Performance shares vested during 2008	(546)				
Performance shares vested during 2009	(253,880)	(400)			
Performance shares cancelled during 2009	(6,428)	(9,905)	(6,281)		
Performance shares vested during 2010	(682)	(329,359)	(463)		
Performance shares cancelled during 2010	(2,397)	(2,908)	(3,845)	(21,358)	
Performance shares vested during 2011	(250,040)	(538)	(120,818)	(1,058)	(1,446)
Performance shares cancelled during 2011	(2,528)	(7,358)	(7,972)	(21,635)	(34,090)
<b>Total number of performance shares outstanding as of December 31, 2011</b>	<b>0</b>	<b>297,445</b>	<b>149,584</b>	<b>852,505</b>	<b>1,557,176</b>

If all these shares were to vest, the Company's capital would be diluted by 1.1%.

#### *Stock option plans*

During 2011, 100,965 options granted under the 2007 plan, 1,614 options granted under the 2008 plan, 732 options granted under the 2009 plan and 3,703 options granted under the 2010 plan were exercised.

<b>Information on stock options</b>	<b>2007 Plan</b>	<b>2008 Plan</b>	<b>2009 Plan</b>	<b>2010 Plan</b>
Date of Board of Directors Meeting	May 15, 2007	March 5, 2008	March 4, 2009	March 4, 2010
Total number of options	1,638,137	2,015,239	1,185,812	3,254,726
<i>Of which to corporate officers</i>	<i>79,281</i>	<i>141,231</i>	<i>93,964</i>	<i>217,646</i>
- Gilles Schnepf	40,745	72,583	48,300	134,351
- Olivier Bazil	38,536	68,648	45,664	83,295
Vesting/exercise conditions	Options vest after a maximum of 4 years, except in the event of resignation or termination for willful misconduct.			
Starting date of the option exercise period	May 16, 2011	March 6, 2012	March 5, 2013	March 5, 2014
End of the option exercise period	May 15, 2017	March 5, 2018	March 4, 2019	March 4, 2020
Option exercise price	€25.20	€20.58	€13.12	€21.82
Options cancelled during 2007 and 2008	(55,042)	(20,439)		
Options cancelled during 2009	(25,105)	(32,057)	(21,093)	
Options cancelled during 2010	(13,830)	(19,112)	(18,739)	(75,317)
Options exercised during 2010	(2,046)	(2,853)	(1,852)	
Options cancelled during 2011	(10,643)	(31,760)	(33,552)	(75,713)
Options exercised during 2011	(100,965)	(1,614)	(732)	(3,703)
<b>Outstanding options as of December 31, 2011</b>	<b>1,430,506</b>	<b>1,907,404</b>	<b>1,109,844</b>	<b>3,099,993</b>

If all these options were to be exercised, the Company's capital would be diluted by a maximum of 2.9% (this is a maximum dilution as it does not take into account the exercise price of these options).

#### *Valuation model applied to stock option plans*

The fair value of share-based payment instruments is measured at the grant date, using the Black & Scholes option-pricing model or the binomial model, based on the following assumptions:

<b>Assumptions</b>	<b>2007 Plan</b>	<b>2008 Plan</b>	<b>2009 Plan</b>	<b>2010 Plan</b>
Risk-free rate	4.35%	3.40%	2.25%	2.91%
Expected volatility	28.70%	30.00%	38.40%	28.00%
Expected return	1.98%	3.47%	5.00%	3.20%

Options granted under all of these plans are considered as having a 5-year life.

In accordance with IFRS 2, which requires the cost of stock options to be recognized in the financial statements, a charge of €32.5 million was recorded in 2011 (€20.7million in 2010) for all of these plans combined.

## b) Employee profit-sharing

Under French law, the French entities in the Group are required to pay profit shares to employees when their after-tax profit exceeds a certain level. Amounts accrued are generally payable to employees after a period of five years.

In addition to this obligation, a number of the Group's French entities and foreign subsidiaries have set up discretionary profit-sharing plans. Under these plans, employees receive a portion of the entity's profit calculated on the basis of predetermined formulas negotiated by each entity.

An accrual of €37.8 million was recorded in 2011 for statutory and discretionary profit-sharing plans (2010: €38.0 million).

## 12) Retained earnings and translation reserves

### a) Retained earnings

Consolidated retained earnings of Legrand and its subsidiaries as of December 31, 2011 amounted to €2,064.3 million.

As of the same date, the parent company – Legrand – had retained earnings of €1,567.6 million available for distribution.

### b) Translation reserves

As explained in Note 1 (d), the translation reserve reflects the effects of currency fluctuations on the financial statements of subsidiaries when they are translated into euros.

The translation reserve records the impact of fluctuations in the following currencies:

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
US dollar	(134.7)	(152.8)
Other currencies	(37.4)	20.1
	<b>(172.1)</b>	<b>(132.7)</b>

As explained in Note 1 (n), unrealized foreign exchange gains and losses on US dollar-denominated 8½% Debentures (Yankee bonds) are recognized in the translation reserve. In 2011, €9.6 million was reduced to the translation reserve, resulting in a net balance of €21.4 million at December 31, 2011.

### 13) Long-term borrowings (Note 1 (u))

Long-term borrowings can be analyzed as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Facility Agreement	135.2	227.2
8 ½% debentures	302.1	292.0
Bonds	707.8	300.0
Bank borrowings	282.5	282.5
Other borrowings	120.5	114.3
	<b>1,548.1</b>	<b>1,216.0</b>
Debt issuance costs	(9.0)	(3.0)
	<b>1,539.1</b>	<b>1,213.0</b>

Long-term borrowings are denominated in the following currencies:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Euro	1,108.6	803.5
US dollar	397.6	307.0
Other currencies	41.9	105.5
	<b>1,548.1</b>	<b>1,216.0</b>

Long-term borrowings can be analyzed by maturity as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Due in one to two years	396.8	134.1
Due in two to three years	82.4	376.9
Due in three to four years	30.9	77.2
Due in four to five years	25.9	15.0
Due beyond five years	1,012.1	612.8
	<b>1,548.1</b>	<b>1,216.0</b>

Average interest rates on borrowings are as follows:

	December 31, 2011	December 31, 2010
Facility Agreement	1.32%	0.70%
8½% debentures	8.50%	8.50%
Bond	3.98%	4.25%
Bank borrowing	2.09%	1.50%
Other borrowings	5.08%	5.45%

These borrowings are secured as follows:

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
Assets mortgaged or pledged as collateral	7.6	4.4
Guarantees given to banks	203.8	216.5
	<b>211.4</b>	<b>220.9</b>

#### a) Credit Facility

##### (1) 2006 Credit Facility

On January 10, 2006, the Group signed a credit facility with five mandated arrangers.

Initially, this 2006 Credit Facility comprised notably (i) a €700.0 million Tranche A representing a multicurrency term loan repayable in semi-annual installments equal to 10% of the nominal amount between January 10, 2007 and July 10, 2010, with a final 20% installment due on January 10, 2011 and (ii) a €1.2 billion Tranche B consisting of a revolving multicurrency facility utilizable through drawdowns. Tranches A and B were originally five-year loans that could be rolled over for two successive one-year periods.

An initial installment of Tranche A equal to 10% of the nominal amount was paid in January 2007 and a second installment equal to 7.78% of the nominal amount was paid in July 2007. In March 2007 and November 2007, the Group exercised its option to extend the 2006 Credit Facility for two successive one-year periods, with the final installment becoming due in January 2013.

Consequently, the repayments in semi-annual installments of Tranche A are equal to 6.22% of the original nominal amount from January 10, 2008 to July 10, 2011, 7.12% of the original nominal amount on January 10, 2012, 6.02% of the original nominal amount on July 10, 2012 and 19.32% on January 10, 2013.

Repayments due under the 2006 Credit Facility (Tranche A) can be analyzed as follows by maturity as of December 31, 2011, and December 31, 2010:

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
Due within one year (short-term borrowings)	92.0	87.1
Due in one to two years	135.2	92.0
Due in two to three years	0.0	135.2
Due in three to four years	0.0	0.0
Due in four to five years	0.0	0.0
Due beyond five years	0.0	0.0
	<b>227.2</b>	<b>314.3</b>

The 2006 Credit Facility (Tranche A) can be analyzed as follows:

<i>(in € millions)</i>	<b>December 31, 2011</b>	Maturity	Interest rate
Term Facility	227.2	2013	Euribor + 20bps

  

<i>(in € millions)</i>	<b>December 31, 2010</b>	Maturity	Interest rate
Term Facility	314.3	2013	Euribor + 20bps

The margin added to the Euribor/Libor is updated at half-yearly intervals depending on the value of the ratio net debt/maintainable EBITDA (net debt and maintainable EBITDA adjusted as defined in the loan agreements). The resulting interest rate is however subject to a cap and a floor of Euribor/Libor + 50bps and Euribor/Libor + 20bps. The current spread is 20 bps. The 2006 Credit Facility Agreement includes the covenant described in Note 22.

In October, the Group repaid and canceled Tranche B of its 2006 Credit Facility following the signature of a new credit agreement (see below).

#### (2) 2011 Credit Facility

In October, the Group signed an agreement with six banks to set up a new €900.0 million revolving multicurrency facility (2011 Credit Facility) utilizable through drawdowns. The five-year facility may be extended for two successive one-year periods.

#### **b) 8½% Debentures (Yankee bonds)**

On February 14, 1995, Legrand France issued \$400.0 million worth of 8½% debentures due February 15, 2025, through a public placement in the United States. Interest on the debentures is payable semi-annually in arrears on February 15 and August 15 of each year, beginning August 15, 1995.

The debentures are not subject to any sinking fund and are not redeemable prior to maturity, except upon the occurrence of certain changes in the law requiring the payment of amounts in addition to the principal and interest. Should Legrand France be prevented by law from paying any such additional amounts, early redemption would generally be mandatory or, if such amounts could be paid, Legrand France may, at its option, redeem all – but not part – of the debentures in advance. Each debenture holder may also require Legrand France to redeem its debentures in advance upon the occurrence of a hostile change of control.

### c) Bank borrowings

As of December 31, 2011, bank borrowings comprised:

- a €220.0 million loan obtained on May 21, 2007 from a pool of French financial institutions. The loan is for a period of six years and four months, expiring September 21, 2013, and pays interest at the three-month Euribor plus 45 bps,
- a €62.5 million loan obtained on March 12, 2009 from a pool of French financial institutions. The loan is for a period of five years, expiring March 12, 2014, and pays interest at the three-month Euribor plus 210 bps.

Bank borrowing is subject to the covenant described in Note 22.

### d) Bonds

In February 2010, the Group carried out a €300.0 million 4.25% seven-year bond issue. The bonds will be redeemable at maturity on February 24, 2017.

In March 2011, the Group carried out a €400.0 million 4.375% seven-year bond issue. The bonds will be redeemable at maturity on March 21, 2018.

### e) Unused credit lines

As of December 31, 2011, the Group had access to drawdown capacity of €900.0 million (revolving facility) of the 2011 Credit Facility.

## 14) Provisions

Changes in provisions are as follows:

	December 31, 2011					
(in € millions)	Products guarantee	Claims and litigation	Fiscal and employee risks	Restructuring	Other	Total
At beginning of period	11.6	61.4	36.1	34.7	61.6	205.4
Changes in scope of consolidation	0.8	0.9	0.0	0.0	3.5	5.2
Increases	5.7	13.4	0.0	7.8	34.0	60.9
Utilizations	(2.8)	(1.7)	(0.2)	(11.5)	(7.9)	(24.1)
Reversals of surplus provisions	(1.7)	(6.2)	(1.0)	(1.5)	(23.6)	(34.0)
Reclassifications	2.0	(6.6)	1.0	(2.6)	(1.1)	(7.3)
Translation adjustments	0.1	(0.9)	(1.0)	(0.6)	(0.1)	(2.5)
<b>At end of period</b>	<b>15.7</b>	<b>60.3</b>	<b>34.9</b>	<b>26.3</b>	<b>66.4</b>	<b>203.6</b>
<i>Of which non-current portion</i>	<i>5.0</i>	<i>38.6</i>	<i>33.7</i>	<i>1.8</i>	<i>17.2</i>	<i>96.3</i>



**15) Pension and other post-employment defined benefit obligations (Note 1 (r))**

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
<b>Non-current portion</b>		
France (Note 15 (b))	63.5	56.6
Italy (Note 15 (c))	35.3	36.6
United States and United Kingdom (Note 15 (d))	37.5	31.1
Other countries	12.4	12.6
<b>Total non-current portion</b>	<b>148.7</b>	<b>136.9</b>
<b>Current portion</b>		
France (Note 15 (b))	0.0	0.0
Italy (Note 15 (c))	5.0	5.0
United States and United Kingdom (Note 15 (d))	1.4	1.5
Other countries	0.7	0.6
<b>Total current portion</b>	<b>7.1</b>	<b>7.1</b>
<b>Total pension and other post-employment defined benefit obligations</b>	<b>155.8</b>	<b>144.0</b>

The total amount of those liabilities is €155.8 million as of December 31, 2011 (December 31, 2010: €144.0 million) and is analyzed in Note 15 (a), which shows total liabilities of €286.1 million as of December 31, 2011 (December 31, 2010: €278.1 million) less total assets of €121.4 million as of December 31, 2011 (December 31, 2010: €124.4 million), adjusted for an unrecognized past service cost of €8.9 million as of December 31, 2011 (December 31, 2010: €9.7 million).

### a) Analysis of pension and other post-employment defined benefit obligations

The aggregate current and non-current obligation under the Group's pension and other post-employment benefit plans, consisting primarily of plans in France, Italy, the United States and the United Kingdom, is as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010	December 31, 2009	December 31, 2008	December 31, 2007
<b>Defined benefit obligation</b>					
Projected benefit obligation at beginning of period	278.1	247.9	240.5	263.9	290.6
Acquisitions	0.4	0.0	0.0	0.1	0.0
Goodwill allocation	0.0	0.0	0.0	0.0	0.0
Service cost	14.2	14.8	16.2	16.1	16.8
Interest cost	10.6	10.4	11.1	11.5	11.7
Benefits paid	(34.8)	(26.2)	(29.7)	(29.3)	(29.5)
Employee contributions	0.6	0.6	0.7	0.0	0.0
Plan amendments	0.0	0.0	0.0	0.0	0.0
Actuarial loss/(gain)	6.8	11.2	8.9	(7.5)	(11.0)
Curtailments, settlements, special termination benefits	0.0	0.1	(1.9)	0.2	(2.4)
Past service cost	0.0	10.1	(0.1)	0.0	(0.1)
Translation adjustments	3.9	8.6	2.2	(14.3)	(14.5)
Other	6.3	0.6	0.0	(0.2)	2.3
<b>Projected benefit obligation at end of period (I)</b>	<b>286.1</b>	<b>278.1</b>	<b>247.9</b>	<b>240.5</b>	<b>263.9</b>
<b>Unrecognized past service cost (II)</b>	<b>8.9</b>	<b>9.7</b>	<b>0.0</b>	<b>0.1</b>	<b>0.0</b>
<b>Fair value of plan assets</b>					
Fair value of plan assets at beginning of period	124.4	111.9	89.9	131.4	135.1
Acquisitions	0.0	0.0	0.0	0.0	0.0
Expected return on plan assets	7.5	7.5	6.6	8.2	9.1
Employer contributions	9.3	5.6	12.2	6.4	15.6
Employee contributions	0.6	0.6	0.7	0.5	0.3
Benefits paid	(21.4)	(9.3)	(12.3)	(13.3)	(16.3)
Actuarial (loss)/gain	(2.5)	2.1	12.8	(32.0)	(1.3)
Translation adjustments	3.5	6.0	2.0	(11.3)	(11.1)
<b>Fair value of plan assets at end of period (III)</b>	<b>121.4</b>	<b>124.4</b>	<b>111.9</b>	<b>89.9</b>	<b>131.4</b>
<b>Liability recognized in the balance sheet (I) – (II) – (III)</b>	<b>155.8</b>	<b>144.0</b>	<b>136.0</b>	<b>150.5</b>	<b>132.5</b>
Current liability	7.1	7.1	7.1	6.4	7.4
Non-current liability	148.7	136.9	128.9	144.1	125.1

Actuarial losses recognized in equity (comprehensive income for the period) as of December 31, 2011 amounted to €9.3 million (€6.5 million after tax).

The discount rates used are determined by reference to the yield on high quality bonds based on the following benchmark indices:

- Euro zone: iBoxx € Corporates AA 10+
- United Kingdom: iBoxx £ Corporates AA 15+
- United States: Citibank Pension Liability Index

Sensitivity tests were performed on the discount rates applied and on the expected return on plan assets. According to the results of these tests, a 50-basis point decline in discount rates and in the expected return on plan assets would lead to the recognition of additional actuarial losses of around €16.0 million and would increase in proportion the value of the defined obligation as of December 31, 2011.

The impact on profit is as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Service cost – rights acquired during the period	(14.2)	(14.8)
Service cost – cancellation of previous rights	0.0	0.0
Benefits paid (net of cancellation of liability recognized in prior periods)	0.0	0.0
Interest cost	(10.6)	(10.4)
Other	(0.8)	(0.5)
Expected return on plan assets	7.5	7.5
	<b>(18.1)</b>	<b>(18.2)</b>

The weighted-average allocation of pension plan assets is as follows as of December 31, 2011:

<i>(as a percentage)</i>	France	United States and United Kingdom	Weighted total
Equity instruments	0.0	49.0	48.0
Debt instruments	0.0	45.3	44.4
Insurance funds	100.0	5.7	7.6
	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

#### **b) Provisions for retirement benefits and supplementary pension benefits in France**

The provisions recorded in the consolidated balance sheet concern the unvested entitlements of active employees. The Group has no obligation with respect to the vested entitlements of former employees, as the benefits were settled at the time of their retirement, either directly or through payments to insurance companies in full discharge of the liability.

In France, provisions recorded in the consolidated balance sheet amount to €63.5 million as of December 31, 2011 (December 31, 2010: €56.6 million), corresponding to the difference between the projected benefit obligation of €74.7 million as of December 31, 2011 (December 31, 2010: €81.0 million) and the fair value of the related plan assets of €2.3 million as of December 31 2011 (December 31, 2010: €14.7 million), adjusted for an unrecognized past service cost of €8.9 million as of December 31, 2011 (December 31, 2010 : €9.7 million).

Past service cost represents the increase in the present value of pension liabilities, in respect of employee service in prior periods. It results from the June 21, 2010 addendum to the collective labor agreement for French metal industries ('Convention Collective de la Métallurgie'). For each French entity, past service cost is amortized on a straight-line basis over the average period until the amended benefits become vested.

The projected benefit obligation is computed on the basis of staff turnover and mortality assumptions, estimated rates of salary increases and an estimated discount rate. In France, the calculation was based on a salary increase rate of 3.0%, a discount rate of 4.5% (3.0% and 4.5% in 2010) and an expected return on plan assets of 3.8% (3.8% in 2010). The provisions recorded in the consolidated balance sheet correspond to the portion of the total obligation remaining payable by the Group; this amount is equal to the difference between the total obligation recalculated at each balance sheet date, based on the actuarial assumptions described above, and the net residual value of the plan assets at that date.

#### c) Provisions for termination benefits in Italy

The changes introduced in the Italian Act no.296 dated December 27, 2006 came into effect on January 1, 2007.

From this date, Italian termination benefit plans (*Trattamento di fine rapporto*, TFR) are qualified as defined contribution plans under IFRS.

The resulting provisions for termination benefits amount to €40.3 million as of December 31, 2011 (December 31, 2010: €41.6 million).

#### d) Provisions for retirement benefits and other post-employment benefits in the United States and the United Kingdom

In the United States and the United Kingdom, the Group provides pension benefits for employees and health care and life insurance for certain retired employees.

The provisions recorded in the consolidated balance sheet amounted to €38.9 million as of December 31, 2011 (December 31, 2010: €32.6 million), corresponding to the difference between the projected benefit obligation of €148.8 million (December 31, 2010: €133.6 million) and the fair value of the related plan assets of €109.9 million (December 31, 2010: €101.0 million).

The projected benefit obligation is computed on the basis of staff turnover and mortality assumptions, estimated rates of salary increases and an estimated discount rate. In the United States, the calculation was based on a salary increase rate of 3.5%, a discount rate of 4.4% (3.5% and 4.9% in 2010) and an expected return on plan assets of 7.5% (7.5% in 2010). In the United Kingdom, the calculation was based on a salary increase rate of 4.0%, a discount rate of 4.7% (4.4% and 5.4% in 2010), and an expected return on plan assets of 5.4% (6.3% in 2010).

#### 16) Short-term borrowings (Note 1 (u))

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Facility Agreement	92.0	87.1
Commercial paper	0.0	0.0
Other borrowings	126.0	129.7
	<b>218.0</b>	<b>216.8</b>

17) **Other current liabilities**

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Tax liabilities	74.7	68.5
Accrued employee benefits expense	178.8	166.8
Current portion of statutory and discretionary profit-sharing reserve	35.9	35.7
Payables related to fixed asset purchases	14.8	14.2
Accrued expenses	77.3	70.2
Accrued interest	39.4	27.6
Deferred revenue	15.8	15.8
Current portion of pension and other post-employment benefit obligations	7.1	7.1
Other current liabilities	40.1	37.3
	<b>483.9</b>	<b>443.2</b>

18) **Analysis of certain expenses**

a) **Analysis of operating expenses**

Operating expenses include the following categories of costs:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Raw materials and component costs	(1,313.6)	(1,125.7)
Salaries and payroll taxes	(1,055.0)	(980.9)
Employee profit-sharing	(37.8)	(38.0)
<b>Total personnel costs</b>	<b>(1,092.8)</b>	<b>(1,018.9)</b>
Depreciation expense	(111.0)	(120.2)
Amortization expense	(70.9)	(71.3)

As of December 31, 2011 the Group had 31,066 employees on the payroll (December 31, 2010: 29,422).

b) **Analysis of other operating income and expense**

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Restructuring costs	(18.6)	(31.5)
Impairment of goodwill	(15.9)	0.0
Other	(36.3)	(54.3)
	<b>(70.8)</b>	<b>(85.8)</b>

19) Finance costs and other financial income and expense, net

a) Exchange gains (losses)

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Exchange gains (losses)	10.6	(39.8)

At December 31, 2011, exchange gains were mainly attributable to the euro's rise against most of the other principal currencies. In particular, these gains or losses arise on inter-company loans.

b) Finance costs, net

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Interest income	15.0	11.7
Change in fair value of financial instruments	0.0	0.0
Total interest income	15.0	11.7
Finance costs	(97.0)	(81.7)
Change in fair value of financial instruments	(0.2)	(1.2)
Total finance costs	(97.2)	(82.9)
<b>Finance costs, net</b>	<b>(82.2)</b>	<b>(71.2)</b>

Finance costs correspond essentially to interest on borrowings (Notes 13 and 16).

20) Income tax expense (current and deferred) (Note 1 (k))

Profit before taxes and share of profit of associates is as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
France	178.2	173.5
Outside France	562.5	473.1
	<b>740.7</b>	<b>646.6</b>

Income tax expense consists of the following:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Current taxes:		
France	(94.2)	(77.2)
Outside France	(160.0)	(150.5)
	(254.2)	(227.7)
Deferred taxes:		
France	14.7	4.1
Outside France	(21.9)	(3.5)
	(7.2)	0.6
Total income tax expense:		
France	(79.5)	(73.1)
Outside France	(181.9)	(154.0)
	<b>(261.4)</b>	<b>(227.1)</b>

The reconciliation of total income tax expense for the period to income tax calculated at the standard tax rate in France is as follows:

<i>(Tax rate)</i>	December 31, 2011	December 31, 2010
<b>Standard French income tax rate</b>	<b>34.43%</b>	<b>34.43%</b>
Increases (reductions):		
- Effect of foreign income tax rates	(4.49%)	(4.16%)
- Non-taxable items	2.24%	1.77%
- Income taxable at specific rates	0.82%	1.10%
- Other	1.33%	1.60%
	34.33%	34.74%
Impact on deferred taxes of:		
- Changes in tax rates	0.05%	0.20%
- Recognition or non-recognition of deferred tax assets	0.92%	0.18%
<b>Effective tax rate</b>	<b>35.30%</b>	<b>35.12%</b>

In accordance with the recommendation of the French National Accounting Board (Conseil National de la Comptabilité - CNC), the Group has elected to recognize France's CVAE tax on the value added by the business under "Income tax expense" in the statement of income as from January 1, 2010.

Deferred taxes recorded in the balance sheet result from temporary differences between the carrying amount of assets and liabilities and their tax base and can be analyzed as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Deferred taxes recorded by French companies	(310.6)	(330.5)
Deferred taxes recorded by foreign companies	(241.7)	(212.9)
	<b>(552.3)</b>	<b>(543.4)</b>
Origin of deferred taxes:		
- Depreciation of fixed assets	(102.3)	(84.4)
- Tax loss carryforwards	4.4	1.5
- Statutory profit-sharing	6.0	4.0
- Pensions and other post-employment benefits	20.7	21.1
- Developed technology	0.0	(3.9)
- Trademarks	(533.3)	(535.0)
- Impairment losses on inventories and receivables	41.0	40.1
- Fair value adjustments to derivative instruments	(4.4)	(4.7)
- Translation adjustments	0.2	0.1
- Other provisions	57.2	55.5
- Margin on inventories	18.4	16.2
- Other	(60.3)	(53.9)
	<b>(552.3)</b>	<b>(543.4)</b>
- Of which deferred tax assets	91.9	90.1
- Of which deferred tax liabilities	(644.2)	(633.5)

Short and long-term deferred taxes can be analyzed as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Deferred taxes – short term	80.1	78.6
Deferred taxes – long term	(632.4)	(622.0)
	<b>(552.3)</b>	<b>(543.4)</b>

Tax losses carried forward broke down as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Net recognized operating losses carried forward	14.1	5.8
Recognized deferred tax assets	4.4	1.5
Net unrecognized operating losses carried forward	122.3	94.0
Unrecognized deferred tax assets	33.9	26.8
Total net operating losses carried forward	136.4	99.8

The recognized deferred tax assets are expected to be utilized no later than five years from the period-end.



## 21) Off-balance sheet commitments and contingent liabilities

### a) Specific transactions

Specific commitments and their expiry dates are discussed in the following notes:

- Note 4: Property, plant and equipment
- Note 13: Long-term borrowings
- Note 15: Pension and other post-employment benefit obligations

### b) Routine transactions

#### *Operating leases*

The Group uses certain facilities under lease agreements and leases certain equipment. There are no special restrictions related to these operating leases. Future minimum rental commitments under leases are detailed below:

<i>(in € millions)</i>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
Due within one year	38.7	39.0
Due in one to two years	30.9	31.0
Due in two to three years	24.7	22.4
Due in three to four years	20.8	13.4
Due in four to five years	14.4	8.1
Due beyond five years	45.8	12.2
	<b>175.3</b>	<b>126.1</b>

#### *Commitments to purchase property, plant and equipment*

Commitments to purchase property, plant and equipment amounted to €5.3 million as of December 31, 2011.

### c) Contingent liabilities

The Group is involved in a number of claims and legal proceedings arising in the normal course of business. In the opinion of management, all such matters have been adequately provided for or are without merit, and are of such nature that, should the outcome nevertheless be unfavorable to the Group, they should not have a material adverse effect on the Group's consolidated financial position or results of operations.

## 22) Financial instruments and management of financial risks

### a) Financial instruments

#### (1) Derivatives

	December 31, 2011			
<i>(in € millions)</i>	Financial income and expense, net	Equity	Book value	IFRS designation
<b>Exchange rate derivatives</b>				
Forwards and options designated as fair value hedges	(8.8)		(2.0)	Trading
Forward contracts designated as net investment hedges	-		-	NIH*
<b>Commodity derivatives</b>				
Futures and options	-		-	Trading
<b>Interest rate derivatives</b>				
Interest rate caps	(0.2)		0.2	Trading
	<b>(9.0)</b>		<b>(1.8)</b>	

\* *Net Investment Hedge*

All financial instruments are classified in Level 2 of the fair value hierarchy described in Note 1 (m).

#### (2) Impact of financial instruments

	12 months ended December 31, 2011			
<i>(in € millions)</i>	Impact on financial		Impact on equity	
	income and expense, net	Fair value	Translation adjustment	Other
Trade receivables		-		
Trade payables		-		
Borrowings	(72.2)		(9.6)	
Derivatives	(9.0)			
	<b>(81.2)</b>		<b>(9.6)</b>	

Debentures denominated in US dollars ("Yankee bonds") are designated as hedges of the foreign currency risk associated with the net investment in the United States (see discussion of net investment hedges in Note 1 (n)).

## (3) Breakdown of balance sheet items by type of financial instrument

	December 31, 2011					December 31, 2010
	Type of financial instrument					
<i>(in € millions)</i>	Carrying amount	Fair value	Instruments designated at fair value through profit or loss	Receivables, payables and borrowings at amortized cost	Derivatives	Carrying amount
<b>ASSETS</b>						
<b>Current assets</b>						
Trade receivables	534.9	534.9		534.9		496.4
Other current financial assets	0.2	0.2			0.2	0.6
<b>Total current assets</b>	<b>535.1</b>	<b>535.1</b>		<b>534.9</b>	<b>0.2</b>	<b>497.0</b>
<b>EQUITY AND LIABILITIES</b>						
<b>Current liabilities</b>						
Short-term borrowings	218.0	218.0		218.0		216.8
Trade payables	435.0	435.0		435.0		432.0
Other current financial liabilities	2.0	2.0			2.0	0.3
<b>Total current liabilities</b>	<b>655.0</b>	<b>655.0</b>		<b>653.0</b>	<b>2.0</b>	<b>649.1</b>
<b>Non-current liabilities</b>						
Long-term borrowings	1,539.1	1,561.1		1,539.1		1,213.0
<b>Total non-current liabilities</b>	<b>1,539.1</b>	<b>1,561.1</b>		<b>1,539.1</b>		<b>1,213.0</b>

**b) Management of financial risks**

The Group's cash management strategy is based on overall financial risk management principles and involves taking specific measures to manage the risks associated with interest rates, exchange rates, commodity prices and the investment of available cash. The Group does not conduct any trading in financial instruments, in line with its policy of not carrying out any speculative transactions. All transactions involving derivative financial instruments are conducted with the sole purpose of managing interest rate, exchange rate and commodity risks and as such are limited in duration and value.

This strategy is centralized at Group level. Its implementation is deployed by the Financing and Treasury Department who recommends appropriate measures and implements them after they have been validated by the Corporate Finance Department and Group senior management. A detailed reporting system has been set up to permit permanent close tracking of the Group's positions and effective oversight of the management of the financial risks described in this note.

Current financial assets and liabilities are measured based on observable market data and are as follows:

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
<b>Other current financial assets</b>	<b>0.2</b>	<b>0.6</b>
Swaps	0.0	0.0
Financial derivatives with a positive fair value	0.2	0.6
<b>Other current financial liabilities</b>	<b>2.0</b>	<b>0.3</b>
Swaps	0.0	0.0
Financial derivatives with a negative fair value	2.0	0.3

(1) Interest rate risk

As part of an interest rate risk management policy aimed principally at managing the risk of a rate increase, the Group has structured its debt into a combination of fixed and variable rate financing.

As of December 31, 2011 the breakdown of gross debt (excluding debt issuance costs) between fixed and variable rate is as follows:

<i>(in € millions)</i>	December 31, 2011
Fixed rates	1,065.4
Variable rates	700.7

The following table analyzes variable rate financial assets and liabilities based on the frequency of rate adjustments.

<i>(in € millions)</i>	Overnight and short-term	Medium-term (1 to 5 years)	Long-term (more than 5 years)
Gross debt (excluding debt issuance costs)	700.7	-	-
Cash and marketable securities	(488.3)	-	-
<b>Net debt</b>	<b>212.4</b>	-	-
Hedges	550.0	-	-
<b>Position after hedging</b>	<b>(337.6)</b>	-	-

Interest rate risk arises mainly from variable-rate financial assets and liabilities and is managed primarily through the use of hedging instruments.

Based on average debt in 2011 and the hedging instruments described below, the Group estimates that a 100-basis point increase in interest rates on variable-rate debt should not result in a decrease in annual profit before taxes of more than €3.5 million (2010: €6.1 million).

## Caps

Variable-rate debt is hedged by interest-rate instruments with maturities of no more than three years. These contracts are mainly caps, in line with the Group's policy of setting an upper limit on interest rates while retaining the opportunity to benefit from more favorable rate changes.

The portfolio of caps on euro-denominated debt breaks down as follows:

December 31, 2011			
Period covered (in € millions)	Notional amount	Benchmark rate	Average guaranteed rate including premium
January 2012 – March 2012	550	3-month Euribor	3.75%
April 2012 – March 2013	350	3-month Euribor	3.57%
April 2013 – December 2013	400	3-month Euribor	4.72%

The caps do not fulfill the criteria for the application of hedge accounting under IAS 39 and have therefore been measured at fair value and recognized in 'Other current financial assets', in an amount of €0.2 million as of December 31, 2011 (December 31, 2010: €0.4 million). The effect of changes in fair value on consolidated profit was a €0.2 million loss in 2011 (2010: €1.2 million loss), recognized in 'Finance costs and other financial income and expense, net' (Note 19 (b)).

## Interest-rate swaps

In April 2011, the Group purchased interest rate swaps on a notional amount of €275.0 million expiring on March 21, 2015.

In 2011, the Group canceled the interest rate swaps and accordingly adjusted the hedged debt by €12.3 million. In accordance with IAS 39, the debt adjustment will be amortized to profit or loss as a deduction to finance costs in the period through March 2015, i.e. over the initial life of the swaps. The gain recognized in respect of 2011 was €1.0 million.

Further interest rate swaps may be set up in the future, based on changes in market conditions.

### (2) Currency risk

The Group operates in international markets and is therefore exposed to risks through its use of several different currencies.

The table below presents financial assets (cash and marketable securities) and financial liabilities (short-term and long-term borrowings) by currency as of December 31, 2011:

<i>(in € millions)</i>	<b>Financial assets</b>	<b>Financial liabilities</b>
	<b>Cash and marketable securities</b>	<b>(before debt issuance costs)</b>
Euro	307.9	1,181.8
US dollar	69.6	435.0
Other currencies	110.8	149.3
	<b>488.3</b>	<b>1,766.1</b>

Natural hedges are favoured in particular by aiming at an optimized break down by currency of, on the one hand, net debt and operating profit, on the other hand.

If required, when acquisition of an asset is financed using a currency other than the functional currency of the country, the Group may enter into forward-contracts to hedge its exchange rate risk. As of December 31, 2011 the Group has set up forward contracts in Brazilian reals, Australian dollars and American dollars which have a net fair value of €2.0 million in 'Other current financial liabilities'. (December 31, 2010: €0.1 million)

The table below presents the breakdown of net sales and operating expenses by currency as of December 31, 2011:

<i>(in € millions)</i>	<b>Net sales</b>		<b>Operating expenses*</b>	
Euro	2,105.9	49.6%	1,605.3	47.3%
US dollar	628.0	14.8%	528.0	15.6%
Other currencies	1,516.2	35.6%	1,260.1	37.1%
	<b>4,250.1</b>	<b>100%</b>	<b>3,393.4</b>	<b>100%</b>

\* Excluding acquisition-related amortization, any acquisition-related expense and income and goodwill impairment.

As shown in the above table, natural hedges are also set up by matching costs and revenues in each of the Group's operating currencies.

Residual amounts are hedged by options to limit the Group's exposure to fluctuations in the main currencies concerned. These hedges are for periods of less than 18 months. No such hedges were entered into in 2011.

The Group estimates that, all other things being equal, a 10% increase in the exchange rate of the euro against all other currencies applied to 2011 figures would have resulted in a decrease in net revenue of approximately €194.9 million and a decrease in operating profit of approximately €30.7 million.

In the same way, such increase applied to 2010 figures would have resulted in a decrease in net revenue of approximately €169.2 million and a decrease in operating profit of approximately €27.2 million.

### (3) Commodity risk

The Group is exposed to commodity risk arising from changes in the price of raw materials.

Raw materials purchases amounted to around €440.0 million in 2011.

A 10% increase in the price of all the raw materials used by the Group would theoretically feed through to around a €44.0 million increase in annual purchasing costs. The Group believes that it could, circumstances permitting, raise the prices of its products in the short term to offset the overall adverse impact of any such increases.

Additionally, the Group can set up specific derivative financial instruments (options) for limited amounts and periods to hedge part of the risk of an unfavorable change in copper and certain other raw material prices.

The Group did not set up any such hedging contracts in 2011.

### (4) Credit risk

Credit risk covers both:

- Risks related to outstanding customer receivables.
- Counterparty risks with financial institutions.

As explained in note 7, a substantial portion of Group revenue is generated with two major distributors. Other revenue is essentially derived from distributors of electrical products but sales are diversified due to the large number of customers and their geographic dispersion. The Group actively manages its credit risk by establishing regularly reviewed individual credit limits for each customer, constantly monitoring collection of its outstanding receivables and systematically chasing up past due receivables. In addition, the situation is reviewed regularly with the Corporate Finance Department. When the Group is in a position to do so, it can resort to either credit insurance or factoring.

Financial instruments that may potentially expose the Group to counterparty risk are principally cash equivalents, short-term investments and hedging instruments. These assets are placed with many well rated financial institutions or Corporates with the aim of fragmenting the exposure to these counterparties. Those strategies are decided and monitored by the Corporate Finance Department which ensures a daily follow up of notations and Credit Default Swap rates of any one of these counterparties.

### (5) Liquidity risk

The Group considers that managing liquidity risk depends primarily on having access to diversified sources of financing as to their origin and maturity. This approach represents the basis of the Group's financing policy.

The total amount of net debt (€1,268.8 million as of December 31, 2011) is fully financed by financing facilities expiring at the earliest in 2013 (including undrawn lines of credit) and at the latest in 2025.

Under the provisions of the 2006 Credit Facility described in Note 13 (a) and the loan agreement for the bank loan described in Note 13 (c), consolidated adjusted net debt/adjusted maintainable EBITDA (net debt and maintainable EBITDA adjusted as defined in the loan agreements) must be less than or equal to 3.50 at the end of every six-month period. This ratio is tracked monthly; as of December 31, 2011 it stood at 1.21.

Finally, the Group's debt ratings are as of December 31, 2011:

Rating agency	Long term debt	Outlook
S&P	BBB+	Positive

### 23) Information relating to corporate officers

#### a) Short-term benefits

<i>(in € millions)</i>	December 31, 2011	December 31, 2010
Advances and loans to corporate officers	0.0	0.0
Compensation paid to corporate officers*	2.7	2.2

\* Compensation paid during the base year to executive officers and members of the Board of Directors who hold operating responsibilities within the Group.

Compensation paid includes all variable compensation payable at the beginning of the year in relation to the achievement of targets for the previous year.

Olivier Bazil's duties as Vice-Chairman and Chief Operating Officer ended at the May 26, 2011 Annual Shareholders' Meeting and on May 31, 2011, he began claiming pension benefits in respect of his past service as an employee. However, he keeps his administrator mandate and is a member of the Strategy Committee. Following his retirement, the Board of Directors decided not to enforce the standard not-competes clause included in his employment contract and to relieve him of all obligations in this regard. As a result, he did not receive any non-competes indemnity.

Upon his retirement, Mr Bazil received a €0.2 million termination benefit calculated in accordance with the provisions of the French metalworkers' collective bargaining agreement (*Convention collective de la Métallurgie*) and the applicable corporate agreements, which provide for the payment of a termination benefit to all retiring Group employees in an amount that is proportional to their period of service with the Group.

Mr. Bazil also receives the supplementary pension benefits payable to the French members of the Group Executive Committee.

Lastly, the Board of Directors requested that Mr. Bazil, in his capacity as a director and member of the Strategy Committee, accept a special mission to ensure a smooth management transition and the efficient handover of responsibility for the strategic projects he led while serving as Vice-Chairman and Chief Operating Officer. Mr. Bazil was paid a consideration of €0.3 million for this mission, which was completed on December 31, 2011.



**b) Remuneration and benefits due on termination of corporate office's position**

	Employment contract <sup>(1)</sup>		Supplementary pension entitlement <sup>(2)</sup>		Indemnities or benefits due or which may become due as a result of termination or change of office		Indemnities relating to non-competition clause <sup>(3)</sup>	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>Corporate officer</b>								
<b>Gilles Schnepf</b>								
Chairman and CEO		x	x			x		x
Commencement : 05/22/2008								
Expiration : 12/31/2013								

<sup>(1)</sup> In line with the recommendations of the Code of Corporate Governance, the Board of Directors on March 4, 2009, took due note of the decision of Gilles Schnepf to renounce his contract of employment with immediate effect and without consideration.

<sup>(2)</sup> In 2001, the Legrand Group entered into an agreement with an insurance company for the provision of services relating to pensions, retirement and services of a related nature to the members of the Group Executive Committee benefiting from the French pension system for salaried workers. At December 31, 2011, the Group's commitment in connection with this agreement amounted to approximately €10.9 million, of which approximately €0.3 million was financed, while the remaining €10.6 million is accrued in the accounts. In addition, a provision for €3.1 million was recognized for Social Security contributions due on the capital component of annuities according to the level of the pension. At December 31, 2011, the Executive Committee has seven members, including the Chairman and Chief Executive Officer.

Additional pension entitlements are calculated to set total pensions, including these additional entitlements and all other amounts received after retirement, at the equivalent of 50% of the average of the two highest amounts of compensation received by the beneficiaries in their last three years with the Group. To benefit from the additional pension, employees must have been with the Group for at least ten years and have reached the legal retirement age. In the event of the beneficiary's death, the Group will pay the surviving spouse 60% of the supplementary pension.

Corporate officer's pension entitlements at retirement would represent roughly 1% of his total compensation (salary and bonus) per year of service with the Group.

<sup>(3)</sup> As a corporate officer, Gilles Schnepf is subject to a two-year covenant not to compete that is enforceable at the Group's initiative. In consideration of this, should the Group decide to enforce the covenant, Mr. Schnepf would receive a monthly indemnity equal to 50% of his average monthly compensation, including bonus, for his last 12 months with the Group.

**c) Termination benefits**

Except for above-mentioned payments due upon retirement or enforcement of the covenant not to compete, the Company has no other firm or potential obligations towards Gilles Schnepp , Chairman and Chief Executive Officer for the payment of salaries, compensation or other benefits upon or subsequent to the termination of his appointment or any changes thereto.

**d) Share-based payment**

Under the 2011 stock grant plans with performance criteria, corporate officers were granted 127,888 shares.

Under the 2010 stock grant plans with performance criteria and stock option plans, corporate officers were granted 62,163 shares and 217,646 options.

**e) Compensation paid to members of the Executive Committee other than corporate officers**

	<b>December 31, 2011</b>	<b>December 31, 2010</b>
	<i>(in € millions)</i>	
Total compensation paid	2.5	2.6

## 24) Information by geographical segment (Note 1 (s))

Legrand is the global specialist in electrical end digital building infrastructures. The following information by geographical segment corresponds to the Group's consolidated reporting system.

12 months ended December 31, 2011 (in € millions)	Geographical segments					Items not allocated to segments	Total
	France	Europe Italy	Others	USA/ Canada	Rest of the world		
<b>Revenue to third parties</b>	<b>1,110.0</b>	<b>661.7</b>	<b>784.9</b>	<b>628.0</b>	<b>1,065.5</b>		<b>4,250.1</b>
Cost of sales	(397.3)	(262.9)	(466.8)	(306.5)	(594.5)		(2,028.0)
Administrative and selling expenses, R&D costs	(445.2)	(187.4)	(197.5)	(225.4)	(283.5)		(1,339.0)
Other operating income (expense)	(18.8)	2.4	(26.3)	(1.2)	(26.9)		(70.8)
<b>Operating profit</b>	<b>248.7</b>	<b>213.8</b>	<b>94.3</b>	<b>94.9</b>	<b>160.6</b>		<b>812.3</b>
- of which acquisition-related amortization, expense and income*	(12.4)	(3.1)	5.7	(10.1)	(8.6)		(28.5)
- of which goodwill impairment			(11.0)		(4.9)		(15.9)
<b>Adjusted operating profit</b>	<b>261.1</b>	<b>216.9</b>	<b>99.6</b>	<b>105.0</b>	<b>174.1</b>		<b>856.7</b>
- of which depreciation expense	(40.0)	(24.2)	(14.1)	(9.2)	(22.6)		(110.1)
- of which amortization expense	(3.6)	(4.0)	(0.9)	(1.2)	(1.0)		(10.7)
- of which amortization of development costs	(18.3)	(6.6)	0.0	(5.2)	(0.2)		(30.3)
- of which restructuring costs	(8.0)	0.1	(9.9)	0.9	(1.7)		(18.6)
Exchange gains (losses)						10.6	10.6
Finance costs and other financial income and expense						(82.2)	(82.2)
Income tax expense						(261.4)	(261.4)
Minority interest and share of (loss)/profit of associates						0.7	0.7
Net cash provided by operating activities						646.2	646.2
Net proceeds from sales of fixed and financial assets						13.5	13.5
Capital expenditure	(28.1)	(23.8)	(12.1)	(7.1)	(36.0)		(107.1)
Capitalized development costs	(19.8)	(6.6)	(0.1)	(2.1)	(1.3)		(29.9)
<b>Free cash flow**</b>						<b>522.7</b>	<b>522.7</b>
Total assets						6,655.5	6,655.5
Segment liabilities	369.5	176.7	118.0	110.0	252.0		1,026.2

\* Amortization of intangible assets remeasured as part of the purchase price allocation process, plus any acquisition-related expense and income.

\*\* Free cash flow is defined as the sum of net cash provided by operating activities and net proceeds from sales of fixed and financial assets minus capital expenditure and capitalized development costs.

12 months ended December 31, 2010 (in € millions)	Geographical segments					Items not allocated to segments	Total
	France	Europe Italy	Others	USA/ Canada	Rest of the world		
<b>Revenue to third parties</b>	<b>1,043.1</b>	<b>622.6</b>	<b>737.2</b>	<b>571.7</b>	<b>915.9</b>		<b>3,890.5</b>
Cost of sales (a)	(358.5)	(245.8)	(441.7)	(282.0)	(484.8)		(1,812.8)
Administrative and selling expenses. R&D costs (a)	(413.7)	(177.2)	(188.9)	(212.7)	(241.8)		(1,234.3)
Other operating income (expense) (a)	(15.1)	(7.0)	(21.6)	(7.9)	(34.2)		(85.8)
<b>Operating profit</b>	<b>255.8</b>	<b>192.6</b>	<b>85.0</b>	<b>69.1</b>	<b>155.1</b>		<b>757.6</b>
- of which acquisition-related amortization, expense and income (b)	(13.9)	(5.1)	(3.6)	(10.3)	(6.5)		(39.4)
- of which goodwill impairment							0.0
<b>Adjusted operating profit</b>	<b>269.7</b>	<b>197.7</b>	<b>88.6</b>	<b>79.4</b>	<b>161.6</b>		<b>797.0</b>
- of which depreciation expense	(42.6)	(26.8)	(18.4)	(11.1)	(20.3)		(119.2)
- of which amortization expense	(2.5)	(5.8)	(1.0)	(1.2)	(1.0)		(11.5)
- of which amortization of development costs	(18.2)	(4.3)	(0.2)	(2.2)	(0.2)		(25.1)
- of which restructuring costs	(6.6)	(1.3)	(15.7)	0.1	(8.0)		(31.5)
Exchange gains (losses)						(39.8)	(39.8)
Finance costs and other financial income and expense						(71.2)	(71.2)
Income tax expense						(227.1)	(227.1)
Minority interest and share of (loss)/profit of associates						1.2	1.2
Net cash provided by operating activities						749.4	749.4
Net proceeds from sales of fixed and financial assets						8.9	8.9
Capital expenditure	(20.8)	(22.8)	(9.8)	(6.3)	(22.8)		(82.5)
Capitalized development costs	(20.0)	(7.0)	(0.1)	(2.2)	(1.0)		(30.3)
<b>Free cash flow*</b>						<b>645.5</b>	<b>645.5</b>
Total assets						6,064.7	6,064.7
Segment liabilities	352.1	181.3	120.4	116.0	219.2		989.0

\* Free cash flow is defined as the sum of net cash provided by operating activities and net proceeds from sales of fixed and financial assets minus capital expenditure and capitalized development costs.

(a) Data adjusted as described in Note 1 (a).

(b) Amortization of intangible assets revalued as part of the purchase price allocation process, plus any acquisition-related expense and income.

Adjustments that have an impact on lines (a) and (b) are shown below:

12 months ended December 31, 2010 (in € millions)	Geographical segments					Items not allocated to segments	Total
	France	Europe Italy	Others	USA/ Canada	Rest of the world		
Cost of sales	(13.1)			(0.7)	(1.3)		(15.1)
Administrative and selling expenses. R&D costs	(12.7)			(2.0)	(1.8)		(16.5)
Other operating income (expense)	25.8			2.7	3.1		31.6
<b>Operating profit</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>		<b>0.0</b>
- of which acquisition-related amortization, expense and income	(2.4)	(0.3)	(1.9)	(2.6)	(5.7)		(12.9)
<b>Adjusted operating profit</b>	<b>2.4</b>	<b>0.3</b>	<b>1.9</b>	<b>2.6</b>	<b>5.7</b>		<b>12.9</b>
- of which amortization expense			1.3	2.2	5.7		9.2

25) Quarterly data – non-audited

a) Quarterly revenue by geographical segment (billing region) – unaudited

<i>(in € millions)</i>	1 <sup>st</sup> quarter 2011	1 <sup>st</sup> quarter 2010
France	284.2	253.7
Italy	187.6	168.7
Rest of Europe	187.1	166.1
USA/Canada	139.3	128.4
Rest of the world	238.2	194.8
<b>Total</b>	<b>1,036.4</b>	<b>911.7</b>

<i>(in € millions)</i>	2 <sup>nd</sup> quarter 2011	2 <sup>nd</sup> quarter 2010
France	299.0	282.7
Italy	180.6	163.4
Rest of Europe	194.6	174.0
USA/Canada	144.9	153.5
Rest of the world	252.3	224.8
<b>Total</b>	<b>1,071.4</b>	<b>998.4</b>

<i>(in € millions)</i>	3 <sup>rd</sup> quarter 2011	3 <sup>rd</sup> quarter 2010
France	250.6	242.5
Italy	148.6	146.3
Rest of Europe	201.0	177.8
USA/Canada	180.7	157.7
Rest of the world	259.6	239.2
<b>Total</b>	<b>1,040.5</b>	<b>963.5</b>

<i>(in € millions)</i>	<b>4<sup>th</sup> quarter 2011</b>	<b>4<sup>th</sup> quarter 2010</b>
France	276.2	264.2
Italy	144.9	144.2
Rest of Europe	202.2	219.3
USA/Canada	163.1	132.1
Rest of the world	315.4	257.1
<b>Total</b>	<b>1,101.8</b>	<b>1,016.9</b>

**b) Quarterly income statements – unaudited**

<i>(in € millions)</i>	<b>1<sup>st</sup> quarter 2011</b>	<b>1<sup>st</sup> quarter 2010*</b>
<b>Revenue</b>	<b>1,036.4</b>	<b>911.7</b>
<b>Operating expenses</b>		
Cost of sales	(474.7)	(414.5)
Administrative and selling expenses	(286.9)	(252.6)
Research and development costs	(50.9)	(45.3)
Other operating income (expense)	(14.1)	(18.8)
<b>Operating profit</b>	<b>209.8</b>	<b>180.5</b>
Finance costs	(21.3)	(18.0)
Financial income	3.4	2.5
Exchange gains (losses)	6.0	(25.4)
Finance costs and other financial income and expense. net	(11.9)	(40.9)
<b>Profit before tax</b>	<b>197.9</b>	<b>139.6</b>
Income tax expense	(70.2)	(48.7)
<b>Profit for the period</b>	<b>127.7</b>	<b>90.9</b>
<b>Attributable to:</b>		
- Equity holders of Legrand	127.5	90.3
- Minority interests	0.2	0.6

\* Data adjusted as described in Note 1 (a).

<i>(in € millions)</i>	<b>2<sup>nd</sup> quarter 2011</b>	<b>2<sup>nd</sup> quarter 2010*</b>
<b>Revenue</b>	<b>1,071.4</b>	<b>998.4</b>
<b>Operating expenses</b>		
Cost of sales	(506.3)	(450.1)
Administrative and selling expenses	(283.8)	(267.6)
Research and development costs	(48.6)	(48.7)
Other operating income (expense)	(17.0)	(25.7)
<b>Operating profit</b>	<b>215.7</b>	<b>206.3</b>
Finance costs	(25.2)	(20.9)
Financial income	8.7	3.5
Exchange gains (losses)	4.7	(27.1)
Finance costs and other financial income and expense. net	(11.8)	(44.5)
<b>Profit before tax</b>	<b>203.9</b>	<b>161.8</b>
Income tax expense	(64.8)	(59.7)
<b>Profit for the period</b>	<b>139.1</b>	<b>102.1</b>
<b>Attributable to:</b>		
- Equity holders of Legrand	<b>138.9</b>	<b>102.3</b>
- Minority interests	<b>0.2</b>	<b>(0.2)</b>

\* Data adjusted as described in Note 1 (a).

<i>(in € millions)</i>	<b>3<sup>rd</sup> quarter 2011</b>	<b>3<sup>rd</sup> quarter 2010*</b>
<b>Revenue</b>	<b>1,040.5</b>	<b>963.5</b>
<b>Operating expenses</b>		
Cost of sales	(499.5)	(450.5)
Administrative and selling expenses	(272.6)	(254.8)
Research and development costs	(48.7)	(44.1)
Other operating income (expense)	(13.2)	(17.5)
<b>Operating profit</b>	<b>206.5</b>	<b>196.6</b>
Finance costs	(24.3)	(21.4)
Financial income	(0.7)	2.7
Exchange gains (losses)	6.5	19.3
Finance costs and other financial income and expense. net	(18.5)	0.6
<b>Profit before tax</b>	<b>188.0</b>	<b>197.2</b>
Income tax expense	(65.3)	(70.1)
<b>Profit for the period</b>	<b>122.7</b>	<b>127.1</b>
<b>Attributable to:</b>		
- Equity holders of Legrand	<b>122.5</b>	<b>126.6</b>
- Minority interests	<b>0.2</b>	<b>0.5</b>

\* Data adjusted as described in Note 1 (a).

<i>(in € millions)</i>	<b>4<sup>th</sup> quarter 2011</b>	<b>4<sup>th</sup> quarter 2010*</b>
<b>Revenue</b>	<b>1,101.8</b>	<b>1,016.9</b>
<b>Operating expenses</b>		
Cost of sales	(547.5)	(497.7)
Administrative and selling expenses	(294.1)	(276.2)
Research and development costs	(53.4)	(45.0)
Other operating income (expense)	(26.5)	(23.8)
<b>Operating profit</b>	<b>180.3</b>	<b>174.2</b>
Finance costs	(26.4)	(22.6)
Financial income	3.6	3.0
Exchange gains (losses)	(6.6)	(6.6)
Finance costs and other financial income and expense. net	(29.4)	(26.2)
<b>Profit before tax</b>	<b>150.9</b>	<b>148.0</b>
Income tax expense	(61.1)	(48.6)
<b>Profit for the period</b>	<b>89.8</b>	<b>99.4</b>
<b>Attributable to:</b>		
- <b>Equity holders of Legrand</b>	<b>89.7</b>	<b>99.1</b>
- <b>Minority interests</b>	<b>0.1</b>	<b>0.3</b>

\* Data adjusted as described in Note 1 (a).

## 26) Subsequent events

No significant events occurred between December 31, 2011 and the date when the consolidated financial statements were prepared.





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