



A French *société anonyme* with capital of EUR 1,057,499,500
Registered at 128, avenue du Maréchal de Lattre de Tassigny - 87000 Limoges, France
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Limoges, May 24, 2013

SHARE BUYBACK PROGRAM APPROVED BY THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON MAY 24, 2013

Legrand is the global specialist in electrical and digital building infrastructures. Its comprehensive offering of solutions for use in commercial, industrial and residential markets makes it a benchmark for customers worldwide. Innovation for a steady flow of new products with high added value and acquisitions are prime vectors for growth. Legrand reported sales of close to €4.5 billion in 2012. The company is listed on NYSE Euronext and is a component stock of indexes including the CAC40, FTSE4Good, MSCI World, ASPI and DJSI (ISIN code FR0010307819). www.legrand.com

The Board of Directors of Legrand (“the **Company**”) met on May 24, 2013 and agreed to set up a share buyback program as authorized by shareholders at the Ordinary and Extraordinary General Meeting held the same day.

Established in accordance with articles 241-1 and following of the General Regulation of the French Financial Markets Authority (*Autorité des Marchés Financiers*), this description is drawn up for the purpose of setting out the objectives and terms of Legrand’s share buyback program set up by the Board of Directors of Legrand met on May 24, 2013 (“**the Share Buyback Program**”), pursuant to the authorization granted by above-mentioned General Meeting of Shareholders.

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

On May 21, 2013, the Company’s capital stock consisted of 265,102,529 shares.

At the same date, the Company held 83,027 of its own shares.

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

On May 21, 2013, the 83,027 own shares held by the Company were allocated by purpose as follows:

- 20,000 shares under a contract to ensure liquidity of trading in shares in accordance with the Charter of Professional Ethics recognized by the French Financial Markets Authority (*Autorité des Marchés Financiers*) through an investment service provider acting independently;
- 58,106 shares allocated for implementation of performance share plans under the provisions of articles L. 225-197-1 and following of the French Commercial Code; and
- 4,921 shares allocated to employee profit-sharing through an FCPE fund.

III. Purposes of the new Share Buyback Program

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

- ensuring liquidity and active trading of Company shares through a completely independent investment services provider, under a liquidity contract consistent with the Code of Ethics approved by French Financial Markets Authority (*Autorité des Marchés Financiers*);
- implementing (i) any and all Company stock-option plans under Articles L.225-177 et seq. of the French Commercial Code; (ii) any and all employee share-ownership transactions effected exclusively for participants in a company or Group share ownership savings plan under Articles L.3332-1 et seq. of the French Labor Code or to provide for share allotments for employee profit-sharing and/or in lieu of discount; (iii) any free allocation of shares as provided by Articles L.225-197-1 et seq. of the French Commercial Code; and undertaking any hedging transactions related to these transactions, at any time that the Board of Directors, or the person acting on behalf of the Board of Directors, deems appropriate;
- holding and subsequently delivering shares by way of exchange or payment relating to external growth acquisitions, with the proviso that the number of shares acquired by the Company with a view to holding and subsequently using them in payment for or in exchange for a merger, split or contribution of assets cannot exceed 5% of the Company's share capital;
- delivering shares upon the exercise of rights attached to securities providing access, either immediately or at some later date, to the Company's share capital, whether through reimbursement, conversion, exchange, presentation of a warrant, or any other means;
- canceling some or all of the shares so purchased, in accordance with the seventh resolution adopted by the Combined Ordinary and Extraordinary General Meeting of Shareholders held on May 24, 2013; or
- allowing any other practice that may be permitted or recognized by law or by the French Financial Markets Authority (*Autorité des Marchés Financiers*), or for any other purpose consistent with prevailing regulations.

IV. Limit on the percentage of capital stock that may be acquired and maximum number of shares that may be purchased pursuant to the Share Buyback Program, types of securities that may be acquired under the Share Buyback Program, maximum price and terms of purchase

1. Maximum percentage of capital stock that the Company may acquire and maximum number of shares that may be purchased pursuant to the Share Buyback Program

The limit on the portion of capital stock that is authorized for purchase under the Share Buyback Program is 10% of the total number of shares representing the capital stock at the date of the Combined Ordinary and Extraordinary General Meeting of Shareholders held on May 24, 2013, with the proviso that, when shares are purchased to ensure the market liquidity of Legrand stock under the conditions described above, the number of shares used to calculate this 10% limit will be the number of shares purchased less the number of shares resold over the duration of the Share Buyback Program.

As provided under articles L. 225-209 and following of the French Commercial Code, the Company may at no time hold, directly or indirectly, Legrand shares representing more than 10% of the total number of shares making up Legrand's capital stock at that date.

2. Types of securities that may be acquired under the Share Buyback Program

The only securities that may be acquired under this program are Legrand shares. The shares purchased and held by the Company will be deprived of voting rights and will carry no entitlement to payment of a dividend.

3. Maximum authorized unit purchase price

The maximum price that the Company may pay for shares purchased under the Share Buyback Program is €60 per share (excluding fees), it being specified that this maximum price will be adjusted

as necessary to reflect capital transactions, in particular incorporation of reserves or free share allotments and/or share splits or reverse splits.

The maximum amount allowed for the implementation of the Share Buyback Program is €500 million.

4. Terms of purchase

Shares may be purchased, sold, transferred or exchanged, directly or indirectly, at any time within the limits authorized by law and regulation, except at such times as Company shares may be the object of a tender offer, by any means, on or off any market, including through OTC transactions, trading in blocks of shares or public tender offers, or through the use of any financial instruments or derivatives, including option-based mechanisms such as purchases and sales of put and call options.

V. Duration of the Share Buyback Program

The Share Buyback Program is to be implemented for a period of eighteen months from the authorization granted by the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 24, 2013, which is to say up to November 24, 2014 at the latest.

VI. Investment service provider

Implementation of the Share Buyback Program

The Company will appoint an investment service provider acting independently to assist it in implementing the Share Buyback Program.

Liquidity contract

Under a contract signed on May 29, 2007 amended on June 30, 2011, Legrand charged Crédit Agricole Cheuvreux with providing for the liquidity of Legrand shares and ensuring more regular trading. This contract complies with the Charter of Professional Ethics drawn up by AMAFI (French financial markets association) on March 8, 2011.

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

VII. Transactions made under the previous share buyback program

Meeting on May 25, 2012, shareholders at the Combined Ordinary and Extraordinary General Meeting authorized the Board of Directors to implement, or have implemented by delegation, a share buyback program for a period of eighteen months. A detailed description of the program implemented by the Board of Directors on May 25, 2012 within the framework of the authorization mentioned above is published on the Company's website.

The Company made no use of derivative products.

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During the Share Buyback Program, any significant change in any of the information set forth above will be brought to the attention of the public as soon as possible in compliance with the provisions of article 221-3 of the General Regulations of the French Financial Markets Authority (*Autorité des Marchés Financiers*).