



A French *société anonyme* with capital of EUR 1,053,127,924
Registered at 128, avenue du Maréchal de Lattre de Tassigny - 87000 Limoges, France
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Limoges, May 26, 2011

**SHARE BUYBACK PROGRAM APPROVED BY THE COMBINED ORDINARY
AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
ON MAY 26, 2011**

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 acquisition are prime vectors for growth. Legrand reported sales of €3.9 billion in 2010. The company is listed on NYSE Euronext and is a component stock of indexes including the SBF120, FTSE4Good, MSCI World, ASPI and DJSI (ISIN code FR0010307819). www.legrandgroup.com

Established in accordance with articles 241-1 and following of the General Regulation of the *Autorité des Marchés Financiers* (AMF) (the French stockmarket supervisor), this description of the share buyback program has been drawn up for the purpose of setting forth the objectives and terms of the program of Legrand (“the Company”) for the purchase of its own shares as approved by the General Meeting of Shareholders on May 26, 2011.

On May 26, 2011, the Board of Directors of Legrand decided to pursue the share buyback program in accordance with the authorization of the General Meeting of Shareholders held the same day.

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

On May 25, 2011, the Company’s capital stock consisted of 263,281,981 shares.

At the same date, the Company held 537,811 of its own shares, representing 0.2% of its capital stock.

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

At May 25, 2011, the 537,811 own shares held by the Company were allocated as follows, by purpose:

- 205,000 shares under a contract to ensure liquidity of trading in shares in accordance with the Charter of Professional Ethics recognized by the *Autorité des Marchés Financiers* (the French stockmarket supervisor) through an investment service provider acting independently,
- 4,921 shares allocated to employee profit-sharing through an FCPE fund,
- 327,890 shares allocated to the implementation of any free allocation of shares pursuant to the provisions of articles L. 225-197-1 and following of the French Commercial Code.

III. Purposes of the buyback program

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

- ensuring liquidity and trading in shares through an investment service provider acting independently under a contract in accordance with the Charter of Professional Ethics recognized by the *Autorité des Marchés Financiers* (the French stockmarket supervisor);
- implementing any and all Company stock-option plans in accordance with articles L.225-177 and following of the French Commercial Code, any and all employee share-ownership initiatives to the exclusive benefit of participants in employee share-ownership programs of the Company or group undertaken in accordance with articles L.3332-1 and following of the French Labor Code (*Code du travail*); any and all free share allotments pursuant to articles L.225-197-1 and following of the French Commercial Code; and any and all share allotments for the purpose of employee profit-sharing, as well as any hedging transactions relating to any of the aforesaid transactions;
- holding and subsequently delivering shares by way of exchange or payment relating to equity acquisitions;
- delivering shares on the exercise of rights attached to securities providing immediate or future access, through redemption, conversion, exchange, presentation of a warrant or in any other manner, to the equity of the Company;
- canceling all or some of the shares so purchased, pursuant to the authorization granted to the Board of Directors by the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 26, 2011.

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

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

The limit on the portion of capital stock that is authorized for purchase under the buyback program is 10% of the total number of shares representing the capital stock at the date of the Combined Ordinary and Extraordinary General Meeting of Shareholders held on May 26, 2011 (26,328,198 shares), it being noted that where shares are purchased for the purpose of ensuring the liquidity of Legrand shares as described above, the total considered for the calculation of this upper limit of 10% corresponds to the number of shares purchased less the number of shares sold over the duration of the buyback program.

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

The securities that Legrand proposes to buy are shares only.

2. Maximum authorized unit purchase price

The maximum price that may be paid for shares purchased pursuant to the buyback program is €40 per share (excluding fees), it being provided that this price may be adjusted as appropriate in the event of changes in capital stock such as may result in particular from incorporation of reserves, from free allotment of shares, and/or a share split or combination.

The maximum expenditure allowed for the implementation of the share buyback program is €500 million.

3. Terms of purchase

The purchase, sale, transfer or exchange of shares may be effected, directly or indirectly, on one or several occasions, by any means and at any time, except at such times as Company shares may be the object of a tender offer. It may be carried out on any market including through a private transaction, trading in blocks of shares or public tender offers, through the use of any financial instruments or derivatives, notably option-based mechanisms.

V. Duration of the buyback program

The buyback program is to be implemented for a period of eighteen months from the authorization granted by the Combined Ordinary and Extraordinary General Meeting of Shareholders on May 26, 2011, which is to say up to November 26, 2012 at the latest.

VI. Investment service provider

Implementation of share buyback program

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

Liquidity contract

Under a contract signed on May 29, 2007, Legrand charged Crédit Agricole Cheuvreux with providing for the liquidity of Legrand shares and ensuring more regular trading. This contract complies with the Charter of Professional Ethics drawn up by the AMAFI (French financial markets association) and recognized by the *Autorité des Marchés Financiers* (the French stockmarket supervisor) on March 22, 2005 and shall be made compliant through required means with the Charter of Professional Ethics drawn up by the AMAFI on March 8, 2011.

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

VII. Transactions made under the previous share buyback program

The Combined Ordinary and Extraordinary General Meeting of Shareholders on May 27, 2010, authorized the Board of Directors to implement, or have implemented by delegation, a share buyback program during a period of eighteen months. The terms of this program appear in the description of the previous program implemented from May 28, 2010.

The Company made no use of derivative products.

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During the buyback program, any significant change in any of the information set forth above will be brought to the attention of the public as soon as possible in compliance with the provisions of article 221-3 of the General Regulations of the *Autorité des Marchés Financiers*.