

1991. PB Finelectric BV is 75% owned by Bticino SpA with the remaining 25% held by Legrand France.

THE WIREMOLD COMPANY (UNITED STATES)

The Wiremold Company is incorporated under US law, registered in Connecticut and has its registered offices at 60 Woodlawn

Street, West Hartford, CT 06110. The primary purpose of The Wiremold Company is the design, manufacture and marketing of cable trays. Wiremold Company was formed on December 24, 1919 and entered the Group's scope of consolidation on January 8, 2000. Wiremold Company is wholly owned by Legrand Holding Inc.

10.2 - SHARE CAPITAL

Unless otherwise indicated, the information presented in this section is dated December 31, 2014.

10.2.1 - Subscribed share capital and share capital authorized but not issued

Taking into account the number of shares as at December 31, 2014, the Company's share capital amounts to €1,065,430,460, divided into 266,357,615 shares with a nominal value of €4 each.

The Company's shares are fully paid up and all of the same class. The shares may be held in registered or bearer form, at the

option of the shareholder. They may be registered on individual shareholder accounts in accordance with applicable laws and regulations.

10.2.1.1 DELEGATIONS AND FINANCIAL AUTHORIZATIONS CURRENTLY IN FORCE

At the date of this Registration Document, the Company's Board of Directors was granted the following financial authorizations by the shareholders at the Shareholders' General Meetings held on May 24, 2013 and May 27, 2014:

Authorizations and delegations granted by the Shareholders'	Duration of the delegation Expiration date	Terms and conditions of the delegation	Use of the delegation during the 2014 financial year
Shareholders' General Meeting of May 24, 2013			
Authorization for the purpose of granting one or more allotments of options for the subscription or purchasing of shares to employees and/or executive directors (Resolution 8)	38 months July 24, 2016	Limit: 1.5% of the share capital at the date of the allotment decision; it being noted that this limit is an overall limit for the options granted pursuant to this authorization and the shares granted pursuant to Resolution 9	Nil
Authorization for the free allotment of existing or new shares to employees and/or corporate officers (Resolution 9)	38 months July 24, 2016	Limit: 1.5% of the share capital at the date of the allotment decision; it being noted that this limit is an overall limit for the free shares allotted pursuant to this authorization and the options granted pursuant to Resolution 8	Nil
Shareholders' General Meeting of May 27, 2014			
Authorization for the purpose of allowing the Company to trade its own shares (Resolution 10)	18 months November 27, 2015	Limit: 10% of the share capital at May 27, 2014 Maximum amount allocated: €500 million Maximum purchase price per share: €60	€106.32 million
Authorization for the purpose of reducing the share capital by cancellation of shares (Resolution 11)	26 months July 27, 2016	Limit: 10% of the share capital at May 27, 2014	Cancellation of 800,000 shares

Authorizations and delegations granted by the Shareholders'	Duration of the delegation Expiration date	Terms and conditions of the delegation	Use of the delegation during the 2014 financial year
Issue of ordinary shares or securities providing access to Company's ordinary shares or entitlement to debt securities, with preferred subscription rights maintained (Resolution 12)	26 months July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €200 million (this amount is included in the overall nominal limit for capital increases by issue of shares or securities giving access to equity of €200 million – the "Overall Capital Increase Limit") Overall nominal amount of bonds and other debt securities likely to be issued pursuant to the delegation: may not exceed €2 billion (this amount is included in the overall limit for debt securities of €2 billion – the "Overall Debt Securities Limit")	Nil
Issue, by public offering, of ordinary shares or securities providing access to ordinary shares or entitlement to debt securities, with preferred subscription rights waived (Resolution 13)	26 months July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million (this nominal amount is included in the nominal limit of €100 million set by Resolution 14 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to the delegation: may not exceed €1 billion (this amount is included in the limit of €1 billion set by Resolution 14 and in the Overall Debt Securities Limit)	Nil
Issue, by means of an offer within the scope of section II of Article L. 411-2 II of the French Monetary and Financial Code (private placement), of ordinary shares or securities providing access to the Company's share capital or entitlement to debt securities, with preferred subscription rights waived (Resolution 14)	26 months July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million nor the legal limit, <i>i.e.</i> 20% of the Company's share capital (this nominal amount is included in the nominal limit of €100 million set by Resolution 13 and in the Overall Capital Increase Limit) Total nominal amount of debt securities (including bonds) issued pursuant to the delegation: may not exceed €1 billion (this total nominal amount is included in the limit of €1 billion set by Resolution 13 and in the Overall Debt Securities Limit)	Nil
Increase in the issue amounts, made with preferred subscription rights maintained or waived in the event of excess demand (Resolution 15)	26 months July 27, 2016	Deadline: within thirty days from the closing date for subscriptions Limit: 15% of the initial offering Price: same price as that determined for the initial offering Compliance with the upper limits applicable to each type of issue decided pursuant to Resolutions 12, 13 or 14	Nil
Capital increase through incorporation of reserves, profits, premiums or other items (Resolution 16)	26 months July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €100 million, it being noted that this limit is independent of any of the other limits on issuance of shares and other securities pursuant to delegations or authorizations conferred by the Shareholders' General Meeting of May 27, 2014	Nil
Issues of shares or securities providing access to the Company's share capital in favor of participants in employee share-ownership programs of the Company or Group, with preferred subscription rights waived (Resolution 17)	26 months July 27, 2016	Total nominal amount of capital increases pursuant to this delegation: may not exceed €25 million (this amount is included in the nominal limit of €100 million set by Resolutions 13 and 14 and in the Overall Capital Increase Limit)	Nil
Issues of shares or securities providing access to share capital as consideration for contributions in kind to the Company with preferred subscription rights waived (Resolution 18)	26 months July 27, 2016	5% of the share capital at the issue date Total nominal amount of capital increases pursuant to this delegation: included in the nominal limit of €100 million set by Resolutions 13 and 14 and in the Overall Capital Increase Limit Total nominal amount of debt securities issued pursuant to the delegation: may not exceed €500 million (this total nominal amount is included in the limit of €1 billion set by Resolutions 13 and 14 and in the Overall Debt Securities Limit)	Nil

It should be noted that a draft resolution (Resolution 8) to restrict the implementation of financial authorizations currently in force during periods of public offerings of the Company's securities will be submitted to the Shareholders' General Meeting of May 29, 2015.

10.2.1.2 DELEGATIONS AND FINANCIAL AUTHORIZATIONS SUBMITTED TO THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MAY 29, 2015

At the Shareholders' General Meeting to be held on May 29, 2015, shareholders will be asked to renew the following authorizations and financial delegations (see the draft resolutions shown in Appendix 4 of this Registration Document):

Authorization/delegation	Duration and expiration date	Terms and conditions of the delegation Maximum nominal amount
Authorization for the purpose of allowing the Company to trade its own shares (Resolution 7)	18 months November 29, 2016	Limit: 10% of the share capital at May 29, 2015 Maximum amount allocated: €1,000 million Maximum purchase price per share: €70

Note that the authorization to allow the Company to trade its own shares may only be used outside periods of public offerings of the Company's securities.

10.2.2 - Acquisition by the Company of its own shares

10.2.2.1 CURRENT SHARE BUYBACK PROGRAM

Use of the authorization granted at the Combined Ordinary and Extraordinary General Meeting of Shareholders of May 27, 2014

On May 27, 2014, the Company implemented a share buyback program pursuant to the authorization described below and granted to the Board of Directors at the Shareholders' General Meeting on May 27, 2014:

Transaction	Duration of authorization and expiration date	Maximum amount (in millions of euros)	Maximum number of shares
Share buyback program (Resolution 10)	18 months November 27, 2015	500	10% of the Company's share capital at May 27, 2014
Cancellation of the shares so purchased, and capital reduction (Resolution 11)	26 months July 27, 2016		10% of the Company's share capital at May 27, 2014, per 24-month period

The Company purchased a certain number of its shares pursuant to this share buyback program and previous programs.

During 2014, the Company purchased a total of 2,483,815 shares at a total cost of €104,255,770 (€16,286,748 under the share buyback program implemented pursuant to the authorization granted to the Board of Directors at the Shareholders' General Meeting on May 24, 2013, and €87,969,022 under the share buyback program implemented pursuant to the authorization granted to the Board of Directors at the Shareholders' General Meeting on May 27, 2014) and sold 2,566,315 shares for a total of €107,486,864, under the liquidity contract entered into with Kepler Cheuvreux on May 29, 2007. The terms of this contract comply with the Charter of Ethics adopted by the *Association Française des Marchés Financiers* (AMAFI) and were approved by the French Financial Markets Authority (*Autorité des marchés financiers*) in its decision of March 22, 2005.

At December 31, 2014, the balance on the liquidity agreement stood at 25,000 shares.

Excluding liquidity agreements, the Company bought back 2,020,000 shares at a cost of €91,293,557. Trading costs totaled €270,519. Of these 2,020,000 shares, the Company (i) transferred 814,221 shares to employees under the bonus share award plans and (ii) cancelled 800,000 shares.

At December 31, 2014, the Company held 493,806 shares with a nominal value of €4 each, for a total of €1,975,224 or 0.19% of its share capital. Valued at cost at the time of purchase, these shares totaled €21,229,545.

Description of the current share buyback program

The full description of the current share buyback program is available on the Company's website (www.legrand.com).

10.2.2.2 NEW SHARE BUYBACK PROGRAM TO BE SUBMITTED FOR APPROVAL AT THE SHAREHOLDERS' GENERAL MEETING

The draft resolutions adopted by the Company's Board of Directors on March 18, 2015 for submission to shareholders at the Shareholders' General Meeting on May 29, 2015 provide for the renewal of the authorization of the share buyback program up to a limit of 10% of the share capital and €1,000 million for a maximum purchase price of €70 per share.

Draft resolutions are listed in Appendix 4 to this Registration Document.