

LEGRAND
Société anonyme with a share capital of €1,067,270,984
Registered office: 128, avenue du Maréchal de Lattre de Tassigny
87000 Limoges
Registration no. 421 259 615 RCS Limoges

AGENDA

To be submitted to the Ordinary Shareholders' Meeting

1. Approval of the Company's financial statements for 2022 (*1st resolution*);
2. Approval of the consolidated financial statements for 2022 (*2nd resolution*);
3. Allocation of results for 2022 and determination of dividend (*3^d resolution*);
4. Appointment of Mazars as principal Statutory Auditor (*4th resolution*);
5. Approval of the information referred to in Article L.22-10-9 I of the French Commercial Code, in accordance with Article L.22-10-34 I of the French Commercial Code (*5th resolution*);
6. Approval of compensation components and benefits of any kind paid during or granted in respect of 2022 to Ms. Angeles Garcia-Poveda, Chairwoman of the Board of Directors (*6th resolution*);
7. Approval of compensation components and benefits of any kind paid during or granted in respect of 2022 to Mr. Benoît Coquart, Chief Executive Officer (*7th resolution*);
8. Approval of the compensation policy applicable to the Chair of the Board of Directors (*8th resolution*);
9. Approval of the compensation policy applicable to the Chief Executive Officer (*9th resolution*);
10. Approval of the compensation policy applicable to members of the Board of Directors (*10th resolution*);
11. Renewal of Ms. Isabelle Boccon-Gibod's term of office as director (*11th resolution*);
12. Renewal of Mr. Benoît Coquart's term of office as director (*12th resolution*);
13. Renewal of Ms. Angeles Garcia-Poveda's term of office as director (*13th resolution*);
14. Renewal of Mr. Michel Landel's term of office as director (*14th resolution*);
15. Appointment of Ms. Valérie Chort as director (*15th resolution*);
16. Appointment of Ms. Clare Scherrer as director (*16th resolution*);
17. Authorization granted to the Board of Directors to allow the Company to trade its own shares (*17th resolution*);

To be submitted to the Extraordinary Shareholders' Meeting

18. Authorization granted to the Board of Directors to carry out a share capital decrease by cancellation of treasury shares (*18th resolution*);

To be submitted to the Ordinary Shareholders' Meeting

19. Powers for carry out legal formalities (*19th resolution*).

TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

First resolution (Approval of the Company's financial statements for 2022)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, and having considered the Board of Directors' and Statutory Auditors' reports, approves the Board of Directors' report and the Company's annual financial statements for the financial year ended December 31, 2022, as presented, showing net income of € 504,957,109.21, together with the transactions reflected in these financial statements or summarized in these reports.

In accordance with the provisions of Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting approves the total amount of expenses and charges referred to in Article 39, 4° of the French General Tax Code, amounting to € 73,499 in 2022, corresponding to a corporate income tax for an amount of € 18,981.

Second resolution (Approval of the consolidated financial statements for 2022)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, and having considered the Board of Directors' and Statutory Auditors' reports, approves the consolidated financial statements for the financial year ended December 31, 2022, as presented, showing net income of €999.5 million, together with the transactions reflected in these financial statements or summarized in these reports.

Third resolution (Allocation of results for 2022 net income and determination of dividend)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, and having considered the Board of Directors' and Statutory Auditors' reports:

1. Notes that net income for the 2022 financial year amounts to €504,957,109.21;
2. Notes that the legal reserve is more than 10% higher than the share capital and that no allocation to the legal reserve is therefore required;
3. Decides to reduce the "Legal reserve" by an amount of €252,000 and to allocate this amount to the "Other reserves";
4. After having noted that the "Retained earnings" amounts to €125,460,981.85, notes that the amount of distributable income amounts to €630,418,091.06;
5. Resolves to increase the unavailable reserves for treasury shares by €7,061,158.55 to a total of €11,726,734.37, of which €3,949,430.72 is deducted from "Other reserves" and €3,111,727.83 from distributable income;
6. Notes that the amount of distributable income, less the amount deducted to fund the unavailable reserves for treasury shares, thus amounts to €627,306,363.23; and
7. Resolves (i) to pay to shareholders, as a dividend, €1.90 per share and (ii) to allocate the balance of the distributable income to "Retained earnings".

Based on the number of shares making up the share capital as at December 31, 2022, and after deduction of treasury shares held at that date, the appropriation of distributable income would be as follows: (i) €506,669,638.90 to dividends and (ii) €120,636,724.33 to "Retained earnings".

It is specified that in the event of a change in the number of shares entitling holders to a dividend before the dividend payment date, by comparison with the number of shares making up the share capital at December 31, 2022, and minus the number of treasury shares held at December 31, 2022, the total amount of dividends will be adjusted accordingly.

The ex-dividend date will be June 2, 2023, and the dividend will be paid on June 6, 2023.

Any shares held by the Company on the dividend payment date, or canceled before the dividend that date, will not be entitled to dividends.

The Shareholders' Meeting grants the Board of Directors full powers to determine the total amount of the dividend and, accordingly, the remaining distributable income transferred to "Retained earnings",

based in particular on the number of treasury shares held by the Company on the dividend payment date and, as the case may be, the number of shares issued or canceled before that date.

The dividend paid to individual shareholders residing in France is subject to flat-rate income tax of 12.8% in accordance with Article 200 A, 1 of the French General Tax Code. However, upon express, irrevocable overall election, the dividend may be taxed at the sliding-scale income tax rate and eligible for the 40% tax relief provided for in 2° of 3 of Article 158 of the French General Tax Code, applicable under certain conditions. The dividend is subject to a withholding tax deducted at source (other than exceptions), as provided for in Article 117 *quater* of the French General Tax Code, which is then set off against income tax due on income received in 2022. In any event, the dividend will also be subject to social security levies totaling 17.2%.

The Shareholders' Meeting notes that, in respect of the 2019, 2020 and 2022 financial years, dividends and income distributed eligible for the 40% tax relief provided for in Article 158-3,2° of the French General Tax Code were as follows:

Financial year	Number of shares entitled to dividends	Dividend per share	Income distributed per share	
			Eligible for the 40% tax relief referred to in Article 158-3, 2° of the French General Tax Code	Not eligible for the 40% tax relief referred to in Article 158-3, 2° of the French General Tax Code
2019	266,730,249 shares each with a par value of €4	€1.34	€1.34	€0
2020	266,157,780 shares each with a par value of €4	€1.42	€1.42	€0
2022	266,267,686 shares each with a par value of €4	€1.65	€1.65	€0

Fourth resolution (Appointment of Mazars as principal Statutory Auditor)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, having considered the Board of Directors' report, decides to appoint Mazars as principal Statutory Auditor for a period of six financial years to replace Deloitte & Associés whose term of office expires at the close of this Shareholders' Meeting. Its term of office will expire at the end of the Ordinary Shareholders' Meeting to be held in 2029 to approve the financial statements for the financial year ending December 31, 2028.

Fifth resolution (Approval of information referred to in Article L.22-10-9 I of the French Commercial Code, in accordance with Article L.22-10-34 I of the French Commercial Code)

Pursuant to Article L.22-10-34 I of the French Commercial Code, the Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, approves the information referred to in Article L.22-10-9 I of the French Commercial Code as presented in the corporate governance report referred to in Article L.225-37 of that Code and contained in the 2022 universal registration document, sections 6.2.3 "Total compensation and benefits paid in 2022 or awarded in respect of that year to the company officers" and 6.2.5 "Compensation components paid to company officers requiring shareholders' approval".

Sixth resolution (Approval of compensation components and benefits of any kind paid during or granted in respect of 2022 to Ms. Angeles Garcia-Poveda, Chairwoman of the Board of Directors, in accordance with Article L.22-10-34 II of the French Commercial Code)

Pursuant to Article L.22-10-34 II of the French Commercial Code, the Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, approves the fixed,

variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2022, or awarded in respect of that year to Ms. Angeles Garcia-Poveda in relation to her functions as Chairwoman of the Board of Directors, as presented in the corporate governance report referred to in Article L.225-37 of the French Commercial Code and contained in the 2022 universal registration document, section 6.2.3 “Total compensation and benefits paid in 2022 or awarded in respect of that year to the company officers” and 6.2.5 “Compensation components paid to company officers requiring shareholders’ approval”.

Seventh resolution (Approval of compensation components and benefits of any kind paid during or granted with respect to 2022 to Mr. Benoît Coquart, Chief Executive Officer, in accordance with Article L.22-10-34 II of the French Commercial Code)

Pursuant to Article L.22-10-34 II of the French Commercial Code, the Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders’ meetings, approves the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2022, or awarded in respect of that year to Mr. Benoît Coquart in relation to his functions as Chief Executive Officer, as presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and contained in the 2022 universal registration document, section 6.2.3 “Total compensation and benefits paid in 2022 or awarded in respect of that year to the company officers” and 6.2.5 “Compensation components paid to company officers requiring shareholders’ approval”.

Eighth resolution (Approval of the compensation policy applicable to the Chair of the Board of Directors, in accordance with Article L.22-10-8 of the French Commercial Code)

The Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders’ meetings and having considered the Board of Directors’ report, in accordance with Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors as presented in the corporate governance report drawn up in accordance with Article L.225-37 of the French Commercial Code and contained in the 2022 universal registration document, section 6.2.2 “Compensation policy for company officers in respect of 2023”.

Ninth resolution (Approval of the compensation policy applicable to the Chief Executive Officer, in accordance with Article L.22-10-8 of the French Commercial Code)

The Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders’ meetings and having considered the Board of Directors’ report, in accordance with Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer as presented in the corporate governance report drawn up in accordance with Article L.225-37 of the French Commercial Code and contained in the 2022 universal registration document, section 6.2.2 “Compensation policy for company officers in respect of 2023”.

Tenth resolution (Approval of the compensation policy applicable to members of the Board of Directors, in accordance with Article L.22-10-8 of the French Commercial Code)

The Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders meetings and having considered the Board of Directors’ report, in accordance with Article L.22-10-8 of the French Commercial Code, approves the compensation policy for the members of the Board of Directors as presented in the corporate governance report drawn up in accordance with Article L.225-37 of the French Commercial Code and contained in the 2022 universal registration document, section 6.2.2 “Compensation policy for company officers in respect of 2023”.

Eleventh resolution (Renewal of Ms. Isabelle Boccon-Gibod’s term of office as director)

The Shareholders’ Meeting, voting pursuant to the quorum and majority required for ordinary shareholders’ meetings and having considered the Board of Directors’ report, notes that the term of office of Isabelle Boccon-Gibod as director expires at the close of this Shareholders’ Meeting and

resolves, as proposed by the Board of Directors, to renew her term of office for a period of three years, ending at the close of the Shareholders' Meeting called in 2026 to approve the financial statements for the financial year ending December 31, 2025.

Twelfth resolution (Renewal of Mr. Benoît Coquart's term of office as director)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report, notes that the term of office of Benoît Coquart as director expires at the close of this Shareholders' Meeting and resolves, as proposed by the Board of Directors, to renew his term of office for a period of three years, ending at the close of the Shareholders' Meeting called in 2026 to approve the financial statements for the financial year ending December 31, 2025.

Thirteenth resolution (Renewal of Ms. Angeles Garcia-Poveda's term of office as director)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report, notes that the term of office of Angeles Garcia-Poveda as director expires at the close of this Shareholders' Meeting and resolves, as proposed by the Board of Directors, to renew her term of office for a period of three years, ending at the close of the Shareholders' Meeting called in 2026 to approve the financial statements for the financial year ending December 31, 2025.

Fourteenth resolution (Renewal of Mr. Michel Landel's term of office as director)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report, notes that the term of office of Michel Landel as director expires at the close of this Shareholders' Meeting and resolves, as proposed by the Board of Directors, to renew his term of office for a period of three years, ending at the close of the Shareholders' Meeting called in 2026 to approve the financial statements for the financial year ending December 31, 2025.

Fifteenth resolution (Appointment of Ms. Valérie Chort as director)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report, resolves, as proposed by the Board of Directors, to appoint Valérie Chort as director for a period of three years, ending at the close of the Shareholders' Meeting called in 2026 to approve the financial statements for the financial year ending December 31, 2025.

Sixteenth resolution (Appointment of Ms. Clare Scherrer as director)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report, resolves, as proposed by the Board of Directors, to appoint Clare Scherrer as director for a period of three years, ending at the close of the Shareholders' Meeting called in 2026 to approve the financial statements for the financial year ending December 31, 2025.

Seventeenth resolution (Authorization granted to the Board of Directors to allow the Company to trade its own shares)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report:

1. authorizes to the Board of Directors, with the option to sub-delegate as provided for by law and by the Company's Articles of Association, in accordance with Articles L.22-10-62 of the French Commercial Code and with the provisions of EU regulation No. 596/2014 dated April 16, 2014, to purchase or arrange the purchase of Company shares representing up to 10% of the Company's share capital at the date of this Shareholders' Meeting, inasmuch as where the shares are bought to ensure the market liquidity of Legrand shares under the conditions described below, the

number of shares taken into account for the calculation of the 10% limit will be the number of shares bought less the number of shares resold during the term of this authorization;

2. resolves that the shares may be bought, sold, exchanged or transferred for the purposes of:
 - ensuring the liquidity and active operation of the market in Company shares through an investment service provider, acting under a liquidity agreement in accordance with applicable regulations,
 - implementing (i) any Company stock option plans in accordance with Articles L.225-177 *et seq.* of the French Commercial Code or any other similar plans, (ii) any employee share ownership transactions reserved for members of a Company or Group savings plan in accordance with Articles L.3332-1 *et seq.* of the French Labor Code or providing for free share awards as a Company contribution and/or in substitution for the discount according to applicable laws and regulations, (iii) free share awards pursuant to Articles L.225-197-1 *et seq.*, L.22-10-59 and L.22-10-60 of the French Commercial Code, and carry out any hedging transactions relating to those transactions, at such times as the Board of Directors or the person acting on behalf of the Board of Directors deems appropriate, (iv) awards of shares to employees and/or company officers of the Company or the Group according to applicable laws and regulations,
 - holding and subsequently transferring shares by way of exchange or payment in the context of external growth transactions, merger, demerger, or contribution in kind, inasmuch as the number of shares acquired by the Company with a view to holding and using them at a later date as payment for or in exchange for a merger, demerger, or contribution in kind may not exceed 5% of the Company's share capital,
 - delivering shares on the exercise of rights attached to securities providing immediate or future access to the Company's shares, through redemption, conversion, exchange, presentation of a warrant, or in any other way,
 - canceling all or some of the shares thus purchased, subject to the adoption of the eighteenth resolution below, or
 - carrying out any other practices as may be permitted or recognized by law or by the French Financial Market Authority (*Autorité des Marchés Financiers*), or pursuing any other objective complying with applicable regulations.

Shares may be purchased, sold, transferred or exchanged, directly or indirectly, in particular by any third party acting on behalf of the Company at any time within the limits authorized by laws and regulations, except at such times as Company shares may be the subject of a tender offer, in one or more installments, by any means, on or off any market, including via systematic internalizers or 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 or through the delivery of shares arising from the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means, either directly or indirectly through an investment service provider.

The maximum price paid for purchases may not exceed €150 per share (excluding purchase expenses) or the equivalent value of that amount in any other currency or currency unit established with reference to several currencies on the same date, inasmuch as this price will be adjusted as necessary to reflect capital transactions, in particular capitalization of reserves, free share awards and/or share splits or reverse splits.

The maximum amount allowed for implementation of the share buy-back program is €2 billion (or the equivalent value of this amount in any other currency or currency unit established with reference to several currencies on the same date).

Implementation of this resolution may not, in any event, have the effect of increasing the number of shares directly or indirectly held by the Company to more than 10% of the total number of shares making up the share capital at any time.

The shares purchased and held by the Company will be stripped of their voting rights and will not be entitled to dividends.

The Shareholders Meeting grants the Board of Directors all powers, which may be subdelegated as provided for by law and by the Company's Articles of Association, to decide on the use and implementation of this authorization, and in particular to determine the conditions of such use, to place orders on or off any markets, to enter into any agreements, to allocate or re-allocate shares acquired for the purposes allowed in compliance with law and regulations, to make any declarations to the French Financial Market Authority (*Autorité des Marchés Financiers*) or any other body, to effect any formalities, and in general to do all that may be useful or necessary for the purposes of this resolution.

This authorization is valid for eighteen months from the date of this Shareholders' Meeting and, from that date, deprives previous authorizations with the same purpose of their effect to the extent not used.

TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

Eighteenth resolution (Authorization granted to the Board of Directors to carry out a share capital decrease by cancellation of treasury shares)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings and having considered the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, in accordance with Articles L.22-10-62 of the French Commercial Code, to cancel, at its sole initiative and on one or several occasions, in such proportion and at such times as it deems appropriate, some or all of the Company's shares purchased under share buy-back programs authorized and implemented by the Company, and to reduce the share capital of the Company by the aggregate nominal amount of the shares thus canceled, up to a limit of 10% of the share capital at the date of this Shareholders' Meeting by period of twenty-four months.

The difference between the carrying amount of the canceled shares and their nominal amount will be allocated to any reserve or premium accounts.

The Shareholders' Meeting grants the Board of Directors all powers, which may be subdelegated as provided for by law and the Company's Articles of Association, to set the terms for cancellation of the shares, to effect and recognize such cancellations and the corresponding capital reductions, to allocate the difference between the price paid for the canceled shares and their nominal amount to any reserve or premium accounts, to amend the Company's Articles of Association accordingly, to make all necessary declarations to the French Financial Market Authority (*Autorité des Marchés Financiers*), to carry out all other formalities and in general to do all that may be useful or necessary for the purposes of this resolution.

This authorization is granted for a period of eighteen months from the date of this Shareholders' Meeting and, from that date, deprives previous authorizations with the same purpose of their effect to the extent not used.

TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

Nineteenth resolution (Powers to carry out formalities)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, grants full powers on the holder of an original, copy or extract of the minutes of this Shareholders' Meeting to carry out all publicity, filing or other requisite formalities.