

Information in relation to regulated agreements

At its meeting of 25 April 2017, the board of directors of Schneider Electric, based on the recommendation from the Governance and remuneration committee, reiterated its decision to combine the functions of Chairman and CEO and renewed the terms of office of Mr. Jean-Pascal Tricoire as Chairman and CEO and Mr. Emmanuel Babeau as Deputy-CEO.

At the same meeting, the board of directors, on the recommendation from the Governance and remuneration committee, set the status of the corporate executive officers and decided in particular:

- To apply the principles and criteria governing the compensation and benefits of all types that may be granted to the corporate officers as detailed in the 2016 Registration document and approved by the shareholders at the annual meeting on April 25, 2017;
- That the corporate officers will have rights to receive involuntary termination benefit from the company in the event of forced departure in any of the following cases: (i) revocation, non-renewal or resignation from office within 6 months of any change of control or following a change of course in the strategy, and (ii) revocation, non-renewal or forced resignation from office although the arithmetical average of ratios for attaining Group objectives which determine the variable part of the corporate officer's remuneration for the last 4 financial years completed on the date of his departure have been attained by two-thirds on average. The amount of the involuntary termination benefit, taking into account the non-compete compensation described below (if any), will amount to a maximum sum of twice the arithmetic average of his real fixed and variable annual remuneration in cash authorized by the board (including the complementary benefits for retirement) for the last three years (the "**Maximum Sum**"). Involuntary termination benefit will not be due if the concerned corporate officer's departure occurs as a result of gross negligence or serious misconduct. The amount of the involuntary termination benefit will be calculated, based on the arithmetic average of the attainment level of Group objectives, which determine the variable part of the concerned corporate officer's remuneration for the last 3 financial years completed on the date on which the board makes its ruling. In this way, if the Group objective is:
 - o Attained by less than two thirds: no compensation will be paid,
 - o Attained by two thirds: he will receive 75% of the Maximum Sum,
 - o Attained by at least 100%: he will receive 100% of the Maximum Sum,
 - o Attained between 66.67% and 100%: he will receive between 75% and 100% of the Maximum Sum calculated in a linear form, pro rata to the attainment ratio.
- To renew, subject to some amendments, the non-compete agreement concluded between the Company and each of its corporate officers, providing that, should the corporate officer leave

the Group, he undertakes not to join any of the 28 following companies: ABB, Accenture, Amazon, Autodesk, Chint, Dassault Systèmes, Eaton, Emerson, General Electric, Hager, Hexagon AB, Honeywell, Huawei, IBM, Johnson Control Industries-Tyco, Legrand, Leviton, LLSIS, Microsoft, Mitsubishi Electric, Omron, Panasonic, Philips, Rockwell, Siemens, Toshiba, United Technologies Corp., Yokogawa. The commitment is limited to the following geographical scope: Germany, China, South Korea, Spain, USA, France, Hong-Kong, India, Ireland, Japan, Russia, UK, Singapore and Switzerland. In consideration for this commitment, the Company shall pay to the corporate officer, throughout the duration of the agreement, special monthly compensation equal to 60% of the monthly average of his total gross remuneration during his last twelve months of presence (fixed and variable target, including complementary benefits for retirement), being understood that the board shall decide whether the non-compete agreement will apply or not upon departure of the corporate officer.

- That the payment of involuntary severance pay and non-compete compensation, if any, will be subject to the approval of the components of compensation of the concerned corporate officer at an ordinary shareholders' meeting under the conditions set forth by Article L.225-100 of the French commercial code.
- That should they leave the Company, corporate officers will be entitled to retain (i) the benefits of performance shares granted to them under the terms of plans n°18, 19 b, 20 b & c, 22, 25, 26, 28 and 29, (ii) for Mr. Tricoire only, the benefits of the stock options granted to him under the terms of plans n°30, 31 and 33 should he leave the Company before exercising said options, and (iii) the benefits of future plans for grant of free shares and stock options should they leave the Company during the vesting period or before having exercised said options, provided that the average rate of achievement of Group performance criteria that determine the performance incentive calculated for the last 3 financial years at the time of departure, is at least two-thirds of the objective and that the resignation does not occur as a result of gross negligence or serious misconduct.

At the same meeting of 25 April 2017, the board of directors, based on the recommendation from the Governance and remuneration committee, also decided that Mr. Léo Apotheker would receive a specific additional director's fee of EUR250,000 (excluding expenses) for the performance of his duties as Vice-Chairman lead independent director until the term of said duties.