

SCHNEIDER ELECTRIC

Annual Shareholders' Meeting - April 23, 2009

Results - Vote on the Resolutions

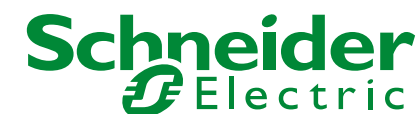


Resolutions	Type	Wording	For %	Against %	Abs. %
First resolution	AGM	Approval of the transactions and statutory financial statements for the year ended December 31, 2008	99,08%	0,91%	0,01%
Second resolution	AGM	Approval of the consolidated financial statements for the year ended December 31, 2008	99,08%	0,91%	0,01%
Third resolution	AGM	Approval of a dividend payment of €3.45 per share with dividend reinvestment option. Ex-dividend date: May 4, 2009. Share price: €43.46. Dividend reinvestment option period closes on May 19, 2009. Payment of dividend (cash or shares): May 29, 2009	93,55%	6,45%	0,01%
Fourth resolution	AGM	Approval of the Statutory Auditors' report on regulated agreements and commitments signed in 2008 and previous years	95,18%	4,81%	0,01%
Fifth resolution	AGM	Regulated agreements and commitments concerning the new status of Mr Jean-Pascal Tricoire who resigns from its contract of employment. The status is in compliance with the AFEP/MEDEF recommendations. Consequently severance pay: - is subject to revocation or a change of course in the strategy as well as reach of performance criteria - is limited to 2 years of "target" remuneration (including no-compete compensation)	75,25%	24,74%	0,01%
Sixth resolution	AGM	Authorisation granted to the Management Board to buy back the Company's shares, notably: - To reduce the issued capital by cancelling shares - For the allotment upon exercise of stock options or share grants - For external growth transactions - For the purpose of market stimulation Limits: - Total buybacks may represent at most 10% of the issued capital - Maximum purchase price: €90 - Authorisation will expire on October 22, 2010 at the latest	96,18%	3,81%	0,01%
Seventh resolution	AGM	Ratification of the decision to transfer the Company's registered office to 35 rue Joseph Monier Rueil Malmaison	99,94%	0,05%	0,01%
Eighth resolution	EGM	Modification of the corporate purpose to reflect the Group's development in the area of energy management	99,94%	0,05%	0,01%
Ninth resolution	EGM	Modification of disclosure thresholds obligations: extended shareholders notifications after disclosure thresholds are overrun	98,00%	1,99%	0,01%
Tenth resolution	EGM	Management Board authorization to increase the capital: - up to 40% of the issued share capital - by issuing common shares or any form of share equivalent - with pre-emptive subscription rights or by capitalizing reserves or additional paid-up in capital - or a period of twenty-six months	97,16%	2,83%	0,01%

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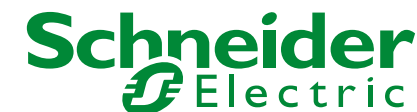


Resolutions	Type	Wording	For %	Against %	Abs. %
Eleventh resolution	EGM	<p>Management Board authorization to increase the capital:</p> <ul style="list-style-type: none"> - up to 18% of the issued share capital - by issuing common shares or any form of share equivalent - without pre-emptive subscription rights and the possibility to grant shareholders a priority right - for a period of twenty-six months 	67,39%	31,37%	1,24%
Twelfth resolution	EGM	<p>Management Board authorization to increase the number of shares to be issued if any issue decided in application of the tenth or eleventh resolutions is oversubscribed:</p> <ul style="list-style-type: none"> - up to 15% - within the ceilings of 40% and 18% of the capital - for a period of twenty-six months 	70,51%	26,40%	3,09%
Thirteenth resolution	EGM	<p>Management Board authorization to increase the capital in payment for contributed assets:</p> <ul style="list-style-type: none"> - Up to: <ul style="list-style-type: none"> . 18% of the company issued capital for shares tendered to a public exchange offer . 10% of the company issued capital shares for contributed assets - By issuing shares or share equivalents without pre-emptive subscription rights - The amounts of any capital increase carried out and the ceiling set in the eleventh resolution are not cumulative - For a period of twenty-six months. 	74,08%	25,90%	0,02%
Fourteenth resolution	EGM	<p>Authorization given to the Management Board to grant stock options to officers and employees:</p> <ul style="list-style-type: none"> - The option exercise price shall not be less than the average of the prices quoted - Options shall have a life of max. ten years - Authorization is not exercisable for more than 3% of the issued share capital - Given for a period of thirty-eight months 	75,49%	21,04%	3,47%
Fifteenth resolution	EGM	<p>Authorization given to the Management Board to grant existing or new shares to officers and employees of the Company, subject to performance criteria, if appropriate:</p> <ul style="list-style-type: none"> - up to 1% of the Company's issued capital - Grant of existing or new shares, subject to performance criteria, if appropriate and stock options shall not represent more than 3% of the Company's issued capital - Shares granted have a vesting period of no less than two years - The vesting and lock-up periods of share could be adjusted within a period of four years - Given for a period of thirty-eight months 	68,84%	31,10%	0,06%

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Sixteenth resolution	EGM	<p>Authorisation given to the Management Board to issue shares to employees who are members of an Employee Stock Purchase Plan:</p> <ul style="list-style-type: none"> - By issuing shares or share equivalents - With a maximum discount of 20% of the average share price - Shareholders will waive their pre-emptive subscription rights - Within a limit of 2.5% of the issued capital - Authorization is granted for a period of twenty-six months - This authorization shall cancel and replace the unused portion (effective June 30, 2009) of the authorization given at the General Meeting of April 21, 2008 	98,36%	1,59%	0,05%
Seventeenth resolution	EGM	<p>Authorisation given to the Management Board to issue shares to employees of group companies outside France:</p> <ul style="list-style-type: none"> - By issuing shares or share equivalents - With a maximum discount of 20% to the average share price - Shareholders will waive their pre-emptive subscription rights - Within a limit of 0.5% of the issued capital. The amount of any capital increase pursuant to this resolution will be deducted from the 2.5% ceiling on shares issued in relation to the Employee Stock Purchase Plan - This authorization shall cancel and replace the unused portion of the authorization (Effective June 30, 2009) given at the General Meeting of April 21, 2008 - The authorisation is granted for a period of eighteen months 	97,25%	2,74%	0,01%
Eighteenth resolution	EGM	<p>Authorization given to the Management Board to cancel shares purchased under the buyback program, if necessary, within a limit of 10% of the capital</p> <p>The authorisation is granted for a period of twenty-four months.</p>	98,33%	1,66%	0,01%
Nineteenth resolution	EGM	Powers to carry out formalities	98,35%	1,50%	0,15%
A resolution	AGM	<p>Reduction of the overall amount of attendance fees for the financial year 2009 from €800,000 to €600,000</p> <p>The Management Board has decided not to approved this resolution and invites you to vote against its adoption</p>	12,61%	87,36%	0,03%