

Addendum to the Invitation to Attend the Shareholders' Mixed General Meeting of Schneider Electric SA of 23 April 2009

Ladies and Gentlemen the shareholders are informed that on request from a certain number of shareholders, representing more than 0,5% of the share capital, the following resolution has been added to the agenda:

Resolution A

(Exceptional reduction of the overall amount of attendance fees paid to the members of the Supervisory Board for the financial year 2009)

"The General Meeting, acting in the presence of a quorum and a majority within the scope of an Ordinary Meeting, decides to reduce from 800 000 euros to 600 000 euros for the financial year 2009 the overall amount of attendance fees paid to the members of the Supervisory Board in application of the 21st resolution of the General Meeting of 3 May 2006."

This resolution, presented by FCPE SCHNEIDER ACTIONNARIAT is accompanied by the following explanation:

"It is important to align the efforts made by all to the current economic reality. For the financial year 2009, this resolution aims at reducing the value of the attendance fees that have been substantially re-evaluated over recent years and paid to the members of the Supervisory Board of Schneider Electric SA."

Position of the Supervisory Board

The Supervisory Board would like to stress that the overall amount of the attendance fees was re-evaluated for the last time in 2006, whereas the responsibility and the need for availability is increasing. The amount paid out for the fees corresponds to the figure allocated by comparable companies listed on the CAC 40. It is lower than the attendance fees allocated by foreign companies and notably by Anglo-Saxon countries, whereas the Board is very much an international Board since approximately 40% of its members are non-French nationals.

The Supervisory Board has hence decided not to approve this resolution. Consequently, the Board invites you to also vote against this resolution. The Chairman of the General Meeting will issue a vote against its adoption for all the shareholder proxies where the authorised representative has not given any instructions.

The Supervisory Board