NOTICE OF MEETING

Combined Ordinary and Extraordinary Annual Meeting
Of May 3rd 2012
To be held at 3:00 p.m. at
Salle Léonard de Vinci
92800 CNIT PARIS LA DEFENSE

Toll-free number for investors in France: 0800 20 55 14
www.schneider-electric.com/Group
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NB: the request of the admission card if on the attached form.
The shareholders of Schneider Electric SA are hereby called to meeting on **May 3rd, 2012**.
The Combined Annual and Extraordinary Meeting will be held at 3:00 p.m. at:

**Salle Léonard de Vinci**  
92800 CNIT Paris La Défense

to consider the items below. The draft resolutions to be tabled at the meeting are provided on pages 32-38.

**Agenda**

**Within the jurisdiction of an ordinary general assembly:**

- Reports issued by the management board committee, the supervisory board and the statutory auditors on the accounts for the financial year closed on December 31st 2011;
- Approval of corporate financial statements for the 2011 financial year;
- Approval of consolidated financial statements for the 2011 financial year;
- Attributing income for the financial year, the levy on premiums, determining the dividend;
- Approval of the conventions and commitment regulated concluded in 2012 regarding the scheme of supplementary retirement benefits applicable to the members of the Management Board;
- Approval conventions and commitments concerning the status of Mr Jean-Pascal TRICOIRE;
- Re-election of members of the Supervisory Board: Messrs Henri LACHMANN, Léo APOTHEKER, Jérôme GALLOT, Willy KISSLING and Richard THOMAN;
- Ratification of Mr. Xavier FONTANET’s co-opting and his nomination as a member of the supervisory board;
- Election to the supervisory board of a representative of employee shareholders;
- Authorization to be given to the management board for buying back company shares;

**Within the jurisdiction of an extraordinary general assembly:**

- Permission given to the management board to make increases in capital reserved for a category of beneficiary: entities formed in favour of Group employees;
- Powers for carrying out formalities.
WHO MAY ATTEND

All shareholders, no matter how many shares they hold, have the right to take part in the meeting in person, be represented by a third party or vote by mail, after providing evidence of their status as shareholder. However, to be allowed to take part in the meeting, to vote by mail or be represented:

a) Shareholders owning registered shares must be registered in the “pure” or “administered” accounts by midnight, Paris time on the third working day before the meeting, i.e. April 27th 2012.

b) Shareholders owning bearer shares must be registered by midnight, Paris time, on the third working day before the meeting, i.e. April 27th 2012. Book entry or registration of shares in bearer share accounts held by the authorised intermediary will be confirmed by a participation certificate issued by the latter, appended to the distance or proxy voting form or to the request for an entry pass drawn up in the name of the shareholder. A certificate may also be issued to any shareholder wishing to take part in the meeting in person and who has not received his or her entry pass by midnight, Paris time on the third working day before the meeting.

Shareholders may obtain the single form referred to above on request by mail to their financial intermediary or to the BNP Paribas Securities Services, 9 rue du Débarcadère – 93761 PANTIN CEDEX (to be received by the bank at least six days before the date of the meeting).

PROCEDURES

You wish to attend the meeting

If you wish to attend and vote at the meeting, you must apply for an admission card* by checking box A on the enclosed form, dating and signing it in the space provided at the bottom.

As in previous years, voting will be done electronically. You are asked to:

1. Present your admission card and sign the attendance sheet at the registration desk starting at 2:00 p.m.

2. Enter the meeting room only with the electronic voting terminal provided upon signing the attendance sheet.

3. Carefully follow all the instructions for using the terminal given during the meeting.

*Note: If you have requested your admission card but have not received it in due time for the meeting, and that you can show that your shares are registered up to midnight, Paris time on the third working day before the meeting in the accounts held by the company (for nominative shares), or in the accounts held by the authorised intermediary (for bearers who hold a participation certificate), you can still attend the meeting by checking in at the registration desk starting at 2:00 p.m.
You are unable to attend the meeting. However you can

1. Vote by mail or by internet.

2. Give a proxy to another shareholder, your spouse or partner with whom you have an official civil union or to any other individual or legal entity of your choice under the applicable legal and regulatory conditions

3. Give the chairman of the meeting power to vote on your behalf.

To do this, you can either use the attached form (A) either you connect on the dedicated website (B).

(A) use of the form attached

Shareholders wishing to make use of one of the three possibilities listed above may:

- For registered shareholders: Return the enclosed single postal or proxy vote form to the following address: BNP Paribas Securities Services – CTS Assemblées – Grands Moulins de Pantin – 93761 Pantin Cedex.

- For bearer shareholders: Return the enclosed single postal or proxy vote form accompanied by a participation certificate issued by their financial intermediary to the following address: BNP Paribas Securities Services – CTS Assemblées – Grands Moulins de Pantin – 93761 Pantin Cedex.

To be taken into account, postal vote forms must be received by the “Service Assemblées Générales” of BNP Paribas Securities Services three days at the latest before the date on which the assembly is to be held, i.e. 30 April 2012.

(B) Online

This is an additional way to participate in the meeting made available to shareholders who wish to benefit from the same options available on the paper format voting form, via a secure website: request an entry card, postal voting, grant powers to the Chairman, or grant proxy.

Access to the site is protected by a log-in ID and password. Data transfers are encrypted to ensure voting confidentiality.

1. Vote or give instructions online prior to the general meeting according to the conditions described below:

   The secure website dedicated to advance voting in the general meeting will be open from April 12, 2012 at the following address: https://gisproxy.bnpparibas.com/schneider.electric.pg

   The opportunity to vote online prior to the general meeting will end on the day before the meeting, i.e., on May 2, 2012, at 3:00 p.m. (CET).

However, in order to ensure that the advance voting website is not overloaded, shareholders are advised not to wait until the day before the meeting in order to vote.

For registered shareholders: In order to log in to the secure general meeting website, any nominative shareholders wishing to vote online prior to the meeting must use the ID number and password granting access to their nominative account on the Planetshares site. After logging in, shareholders must follow the instructions given on-screen in order to vote.
For registered administered shareholders: Registered administered shareholders will receive a notice letter specifically giving their login ID, granting access the general meeting’s secure site. After logging in, shareholders must follow the instructions given on-screen in order to vote.

For bearer shareholders: Bearer shareholders who wish to vote online prior to the general meeting must request that the financial intermediary managing their custody account draw up a certificate of participation (for the amount of shares held by the shareholder) giving their e-mail address.

In line with the usual procedure, the account-holding institution will then send the certificate of participation, along with the shareholder’s e-mail address to BNP Paribas Securities Services – CTS Assemblées – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex – France. This e-mail address will be used by BNP Paribas Securities Services to send shareholders an ID allowing them to log in to the general meeting’s advance voting secure site. Shareholders must then follow the instructions given on-screen to obtain a log-in password before voting.

2. Shareholders may also notify the designation and/or revocation of a proxy by electronic means as per the following conditions:

Registered shareholders must send an e-mail to the following address: paris.bp2s.france.cts.mandats.schneider.electric@bnpparibas.com. This e-mail must contain the following information: Name of the Company: Schneider Electric SA; date of the Meeting: 3 May 2012; their name, forename, address and the number of their personal current account, if appropriate, together with the name, forename, and, if possible, address of their proxy.

- Shareholders must confirm their request on PlanetShares/My Shares or PlanetShares/My Plans (https://planetshares.bnpparibas.com) by logging in with their normal identifiers and going to the “Mon espace actionnaire - Mes Assemblées Générales” (My shareholder space – My General Meetings) and then by clicking on the “Désigner ou révoquer un mandat” (Give or revoke proxy) key.

Bearer or registered administered shareholders

Shareholders must send an e-mail to the following address: paris.bp2s.france.cts.mandats.schneider.electric@bnpparibas.com. This e-mail must contain the following information: Name of the Company: Schneider Electric SA; date of the Assembly: 3 May 2012; their name, forename and their bank references together with the name, forename and, if possible, address of their proxy.

Shareholders must request the financial intermediary that handles their securities account to send written confirmation to the “Service Assemblées Générales” at BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex.

Only notice of designation or revocation of proxies may be sent to the above electronic mail address. Any other demand or notice concerning any other subject will not be taken into account and/or be processed.
So that proxy designations or revocations sent by electronic mail can be validly taken into account, confirmations must be received on the day preceding the Assembly at the latest, i.e. 2 May 2012, at 3.00 pm (Paris time). Designations or revocations expressed on paper must be received three days before the date of the Meeting at the latest, i.e. 30 April 2012.


The Management Board
HOW TO FILL OUT YOUR FORM

- If you intend to attend the Meeting in person: tick box A to request an admission card.

- If you are unable to attend the Meeting and wish to cast a postal vote or appoint a proxy: simply tick box B at the top of the form and sign and date it at the bottom.

- To grand proxy to the chairman of the General Meeting to vote on your behalf: Simply tick box B at the top of the form and sign and date it at the bottom.

- To give proxy to your spouse, your partner with whom you have entered into a civil union or any other individual or legal entity of your choice who will represent you at the Meeting: tick here and indicate the name and contact details of your representative.

In every case, the owner of the shares must sign and date the form and to return it as soon as possible to:

- If you hold registered shares:
  BNP Paribas Securities Services
  Corporate Trust Services - General Meeting
  Les Grands Moulins de Pantin
  9 rue du débarcadère
  93500 Pantin

- If you hold bearer shares:
  Your financial intermediary who manages the share account in which your Schneider Electric SA shares are registered.
Supervisory Board

(As of December 31, 2011)

Chairman of the Supervisory Board

Mr Henri Lachmann

<table>
<thead>
<tr>
<th>Age: 73</th>
</tr>
</thead>
<tbody>
<tr>
<td>Business address: Schneider Electric</td>
</tr>
<tr>
<td>35, rue Joseph Monier – 92500 Rueil-Malmaison - France</td>
</tr>
<tr>
<td>60,143 (1) Schneider Electric SA shares</td>
</tr>
<tr>
<td>First appointed: 1996 / Term ends: 2012</td>
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</tbody>
</table>

Directorships and other functions

- Currently:
  - Chairman of the Supervisory Board of Schneider Electric SA; Vice Chairman of the Supervisory Board of Vivendi; Member of the Supervisory Board of Groupe Norbert Dentressangle; Director of Carmat; Non-voting Director of Fimalac; Chairman of the Board of Directors of Centre Chirurgical Marie Lannelongue; Chairman of Fondation pour le Droit Continental; Member of the Steering Committee of Institut de l’Entreprise; Director of Association Nationale des Sociétés par Actions; Chairman of Institut Telémaque; Vice Chairman and Treasurer of Institut Montaigne; Director of Planet Finance and Fondation Entreprendre, Chairman of the Advisory Council of Campus d’Excellence au Commissariat Général à l’Investissement (Grand Emprunt).

- Previous directorships and functions held in the past five years: Member of the Supervisory Board of AXA and AXA Assurances IARD Mutuelle; Director of Finaxa; Non-voting member of Tajan; Member of CODICE; Director of Solidarités Actives.

Experience and qualifications

A graduate of Hautes Études Commerciales (HEC), Henri Lachmann began his career in 1963 with Arthur Andersen. In 1970, he joined Compagnie Industrielle et Financière de Pompey. In 1971 he became Executive Vice-President of Financière Strafor (later Strafor Facom), where from 1981 to 1997 he served as CEO. He was elected to the Schneider Electric SA Board of Directors in 1996 and was appointed Chairman on February 25, 1999. On May 3, 2006, he became Chairman of the Supervisory Board of Schneider Electric SA.

Note: in bold type, those companies are listed on a regulated market.
(1) Held directly or through the FCPE.
Vice Chairman of the Supervisory Board

Mr Léo Apotheker*

Age: 58

Business address:
72, Ralston Road; Atherton, CA 94027, USA

500 Schneider Electric SA shares

First appointed: 2007 / Term ends: 2012

Directorships and other functions

• Currently:
  Vice-Chairman of the Supervisory Board of Schneider Electric SA;
  Director of New E.A (USA); Member of the Board and Strategy Committee of PlanetFinance.

• Previous directorships and functions held in the past five years: CEO and President of Hewlett-Packard; Member of the Board of Directors of Hewlett-Packard; CEO of SAP AG; Non-voting member of Schneider Electric SA; Director of Ginger SA, GTNexus (USA), SAP America Inc. (USA), SAP Global Marketing Inc. (USA), SAP Asia Pte. Ltd (Singapore), SAP Japan Co., Ltd (Japan), SAP France SA, SAP Italia Sistemi, Applicazioni, Prodotti in Data Processing SpA (Italy), SAP Hellas Systems Application and Data Processing SA (Greece), SAP (Beijing) Software System Co., Ltd, (China), SAP Manage Ltd (Israel), SAP Finland Oy (Finland) and SAP Danemark A/S (Denmark).

Experience and qualifications

Léo Apotheker began his career in 1978 in management control after graduating with a degree in international relations and economics from the Hebrew University in Jerusalem. He then held management and executive responsibilities in several IT firms including SAP France and SAP Belgium, where he was CEO between 1988 and 1991. Mr Apotheker was founding president and chief operating officer of ECsoft. In 1995, he returned to SAP as Chairman of SAP France. After various appointments within SAP as Regional Director, he was appointed in 2002 as a Member of the Executive Committee and President of Customer Solutions & Operations, then in 2007 as President CSO and Deputy CEO of SAP AG and in 2008 CEO of SAP AG. In 2010, he became CEO and President of Hewlett-Packard and served until Autumn 2011.

Members of the Supervisory Board

Mrs Betsy Atkins*

Age: 58

Business address:
BAJACORP 10 Edgewater Drive, Ste 10A – Coral Gables, FL 33133

500 Schneider Electric SA shares

First appointed: 2011 / Term ends: 2015

Directorships and other functions

• Currently:
  Member of the Supervisory Board of Schneider Electric SA;
  Member of the Board of Directors of Chicos FAS Inc. (USA), Polycom Inc. (USA), and

Note: in bold type, those companies are listed on a regulated market.

* An independent member of the Supervisory Board within the meaning of the AFEP-MEDEF corporate governance code for listed companies.
SunPower Corp (USA); President of Vantrix (Canada); Member of the Advisory Committee de SAP (Germany).

• Previous directorships and functions held in the past five years: Director of Towers Watson (USA), Reynolds American (USA), Vonage (USA); President and CEO of Clear Standards, Inc. (USA).

Experience and qualifications
After graduating of the University of Massachusetts and Trinity College Oxford, Betsy Atkins began her career co-founding several successful high-tech and consumer companies including Ascend Communications. In addition, she served as CEO and Chairman of NCI from 1991 to 1993 and as CEO of Key Supercomputer from 1987 to 1989.

Mr Claude Briquet

Age: 51
Business address:
Schneider Electric Industries SAS
boulevard Salvador Allende – Zone Industrielle – BP 660 –16340 L’Isle d’Espagnac - France
4,302(1) Schneider Electric SA shares
First appointed: 2008 / Term ends: 2012

Directorships and other functions
• Currently:
  Member of the Supervisory Board of Schneider Electric SA;
  Director of European Trading at Schneider Electric; Member of the Supervisory Board of the Schneider France-Germany FCP; Director of the Sicav Schneider Énergie and Sicav solidaire.
• Previous directorships and functions held in the past five years: Executive Vice-President of Alombard.

Experience and qualifications
An engineering graduate of École Nationale d’Ingénieurs in Tarbes and ENSEEIHT in Toulouse, Claude Briquet joined Schneider Electric in 1985. He began his career in the areas of development, quality and production. Mr Briquet managed the Pacy I plant from 1992 to 1996 and the Vaudreuil plant from 1996 to 1999. He was appointed Executive Vice-President of Mafelec in 1999 and of Alombard in 2001. Mr Briquet is currently responsible for trading in Europe within the Industry Department of Schneider Electric’s European Operating Division.

Mr Gérard de La Martinière*

Age: 68
Business address:
18, allée du Cloître – 78170 La Celle-Saint-Cloud - France
6,856 Schneider Electric SA shares
First appointed: 1998 / Term ends: 2013

Directorships and other functions
• Currently:
  Member of the Supervisory Board of Schneider Electric SA;
  Director of Air Liquide; Member of the Supervisory Board of European Financial Reporting Note: in bold type, those companies are listed on a regulated market.
(1) Held directly or through the FCPE.
* An independent member of the Supervisory Board within the meaning of the AFEP-MEDEF corporate governance code for listed companies.
Advisory Group “EFRAG” (a Belgian law association); Director of Standard & Poor’s Credit Market Services France SAS; Director of Allo Finance; Chairman of the managing committee of Charte du Don en Confiance (a charity within the meaning of the 1901 French law); Member of the Haut Conseil de la Vie Associative.

• Previous directorships and functions held in the past five years: Chairman of the French Insurance Companies Federation (FFSA) and Chairman of Comité européen des Assurances (CEA); Vice-Chairman of Comité européen des Assurances (CEA); Member of the Supervisory Board of Air Liquide; Director of Banque d’Orsay.

Experience and qualifications
A graduate of École Polytechnique and École Nationale d’Administration, Gérard de La Marti- nière held several positions in the French Finance Ministry before serving as Secretary General of Commission des Opérations de Bourse and General Manager of Société des Bourses Françaises. In 1989, he joined AXA, where he was appointed Executive Vice-President for Holding Companies and Corporate Functions in 1993, Member of the Management Board in 1997 and Executive Vice-President of Finance, Budget Control and Strategy in 2000. He left the AXA Group in 2003 to become Chairman of the Fédération Française des Sociétés d’Assurances (FFSA), a post he held until September 2008.

Mr Xavier Fontanet*

Age: 63
Business address:
3 Rue Charles Lamoureux – 75016 Paris - France
First appointed: 2011 / Term ends: 2016

Directorships and other functions
• Currently **:
  Member of the Supervisory Board of Schneider Electric SA; Director of Essilor, L’Oréal and Crédit Agricole SA.

• Previous directorships and functions held in the past five years: CEO of Essilor International; Chairman of the Board of Directors of Essilor International; Director of the Fonds stratégique d’Investissement (F.S.I); President of EOA Holding Co. Inc. (USA), Nikon and Essilor Joint Research Center Co Ltd (Japan); Director of Nikon-Essilor Co. Ltd (Japan), Nikon and Essilor Joint Research Center Co Ltd (Japan), Essilor of America Inc. (USA), Transitions Optical Inc. (USA), EOA Holding Co, Inc. (USA), Shanghai Essilor Optical Company Ltd (China), Transitions Optical Holdings B.V. (Netherlands), Essilor Manufacturing India Private Ltd (India), Essilor India PVT Ltd (India), Essilor Amico L.L.C. (United Arab Emirates); Permanent representative of Essilor International on the Board of Directors of the Association Nationale des Sociétés par Actions (Ansa)

Experience and qualifications
A graduate of the Ecole Nationale des Ponts et Chaussées and Massachusetts Institute of Technology, Xavier Fontanet began his career as a Vice-president at the Boston Consulting Group. He was General Manager for Bénéteau beginning in 1981. Between 1986 and 1991, he was in charge of central management of catering for the Wagons-Lits group. In 1991, he joined Essilor as Executive Vice-President and then served as CEO from 1996 to 2009 and Chairman of the Board of Directors until the beginning of 2012.

Note: in bold type, those companies are listed on a regulated market.
* An independent member of the Supervisory Board within the meaning of the AFEP-MEDEF corporate governance code for listed companies.
** Situation as of January 2, 2012
Mr Noël Forgeard*

| Age: 65 |
| Business address: |
| 84, avenue d'Iena – 75016 Paris - France |
| 500 Schneider Electric SA shares |
| First appointed: 2005 / Term ends: 2014 |

Directorships and other functions

- Currently:
  - Member of the Supervisory Board of **Schneider Electric SA**;
  - Senior Partner at Arjil SAS; Member of the Committee of **France Galop**; Director of the PMU Economic Interest Group.

Experience and qualifications

A graduate of *École Polytechnique* and *École des Mines*, Mr Noël Forgeard began his career in the French civil service before joining Usinor’s subsidiary *Compagnie Francaise des Aciers Spéciaux*. In 1986, he served as an advisor on industrial issues in Prime Minister Jacques Chirac’s office. In 1987, he joined the Lagardère Group, where he headed the Defense and Space divisions of **Matra**. Five years later, he became CEO of Matra *Haute Technologie* and joint Vice-President of the **Lagardère** Group. In 1998, he was appointed Director and general manager of GIE *Airbus-Industrie*, and in 2000, CEO of *Airbus SAS* (an Airbus consolidated company). From July 1, 2005 to July 1, 2006 he was co-Executive Chairman of EADS. In 2011 he joined Arjil SAS as a Senior Partner.

Mr Jerome Gallot*

| Age: 52 |
| Business address: |
| Veolia Transdev |
| 17 bis rue la Pérouse – 75016 Paris - France |
| 500 Schneider Electric SA shares |
| First appointed: 2005 / Term ends: 2012 |

Directorships and other functions

- Currently:
  - Member of the Supervisory Board of **Schneider Electric SA**;
  - Executive Vice-President of Veolia Transdev; Member of the Management committee of the CDC Group; Director of **Nexans SA**, Caixa Seguros SA (Brazilian subsidiary of CNP), **Plastic Omnium**; Non-voting member of **NRJ Group SA**.

- Previous directorships and functions held in the past five years: Chairman of CDC Entreprises SAS, CDC Entreprises Elan PME, FSI PME Porfèfeuille, *Consolidation et Développement Gestion*; Manager of *Caisse des Dépôts et Consignations*; Director of **Schneider Electric SA**; Director of *Crédit Foncier de France*, Galaxy Fund, Galaxy Management Services, *Caisse Nationale de Prévoyance* (**CNP Assurances SA**); President of the Austral mutual fund; Member of the Supervisory Board of Compagnie Nationale du Rhône (CNR); Non-voting director of OSEO (EPIC); Member of the Executive Committee of *Fonds Stratégique d’Investissement*; Director of **Icade SA**.

Note: in bold type, those companies are listed on a regulated market.

* An independent member of the Supervisory Board within the meaning of the AFEP-MEDEF corporate governance code for listed companies.
Experience and qualifications

Jérôme Gallot is a graduate of Institut d’Études Politiques in Paris and École Nationale d’Administration. After three years with the Cour des Comptes, he served as an advisor to the Secretary General of the interministerial committee for European economic cooperation, from 1989 to 1992, and then moved to the Budget Department. He was then Chief of Staff in a number of French ministries, from 1993 to 1997. In 1997, he was appointed Director of the Competition, Consumer Affairs and Anti-Fraud Division of the Ministry of Economy and Finance. He left this position in 2003 to become Senior Executive and member of the Management Board at Caisse des Dépôts et Consignations. He was appointed Chairman of CDC Entreprises and Member of the Management Board of Caisse des Dépôts in September 2006. In January 2009, he was appointed member of the Executive Committee of Fonds Stratégique d’Investissement. In March 2011 he became Executive Vice-President of Veolia Transdev.

Mr Jeong Kim*

Age: 51

| Business address: |  
|------------------|---------|
| Alcatel-Lucent: 600 Mountain Avenue, Room 6A-509 - Murray Hill, NJ 07974 – United States |

<table>
<thead>
<tr>
<th>500 Schneider Electric SA shares</th>
</tr>
</thead>
</table>

First appointed: 2011 / Term ends: 2015

Directorships and other functions

- Currently:
  Member of the Supervisory Board of Schneider Electric SA; President of Bell Labs Alcatel-Lucent; Professor at the University of Maryland; Member of the Board of Trustees at Johns Hopkins University; Member of the Board of Directors of Georgetown; Member of the Board of Visitors of the Stanford Freeman Spogli Institute; CEO of Juries Holdings LLC; Member of the Board of Managers of Applied Physics Lab; and Director of GIV Global Private Equity.

- Previous directorships and functions held in the past five years: Member of the Board of Trustees at the University of Maryland, College Park Foundation and Bankinter Foundation of Innovation; Director of In-Q-Tel; Member of the Nasdaq Listing and Review Council; Member of the External Advisory Board of the CIA; Member of the Advisory Board of Royal Oak Capital and Director of CINTT.

Experience and qualifications

Jeong H. Kim holds a doctorate in reliability engineering from the University of Maryland and holds degrees from Johns Hopkins University in Technical Management, electrical engineering, and computer sciences.

A businessman, professor, and member of the National Academy of Engineering, Jeong H. Kim joined Lucent Technologies in 1998 when Lucent purchased Yurie Systems, the company he founded in 1992. He supervised the Lucent’s Optical Network Group. He then went to work at the University of Maryland, where he taught in both the Electrical Engineering and Computer Sciences Department and the Mechanical Engineering Department. Before that, Jeong H. Kim held technical and managerial positions in computers, satellite systems, and data communications, and he spent seven years as an officer aboard a US Navy nuclear submarine.

In 2005, Jeong H. Kim was appointed Chairman of Bell Laboratories (Alcatel-Lucent). He is the eleventh Chairman.

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Note: in bold type, those companies are listed on a regulated market.

* An independent member of the Supervisory Board within the meaning of the AFEP-MEDEF corporate governance code for listed companies.
Mr Willy R. Kissling *

Age: 67
Business address:
Poststrasse n° 4 BP – 8808 Pfaffikon - Switzerland
4,000 Schneider Electric SA shares
First appointed: 2001 / Term ends: 2012

Directorships and other functions
• Currently:
Member of the Supervisory Board of Schneider Electric SA; Member of Board of Directors of Cleantech Invest AG.
• Previous directorships and functions held in the past five years: Director of Kühne + Nagel International AG (logistics); Director of Holcim Ltd; Chairman of the Board of Directors of Grand Resort Bad Ragaz AG; Member of the European Advisory Board of Booz & Co.

Experience and qualifications
Willy Kissling, a Swiss citizen, holds diplomas from the University of Bern and Harvard University. He began his career at Amiantus Corporation and then joined Rigips, a plasterboard manufacturer, in 1978. He was appointed to the Rigips Executive Committee in 1981 and subsequently became Chairman. From 1987 to 1996, Mr Kissling served as Chairman and Executive Vice-President of Landis & Gyr Corporation, a provider of services, systems and equipment for building management, electrical contracting and pay phones. From 1998 to 2005, he was Chairman of the Board of Directors of Oertikon Bührle Holding AG (since renamed OC Oerlikon Corp.).

Mrs Cathy Kopp*

Age: 62
Business address:
22, square de l’Alboni – 75016 Paris – France
500 Schneider Electric SA shares
First appointed: 2005 / Term ends: 2014

Directorships and other functions
• Currently:
Member of the Supervisory Board of Schneider Electric SA; Director of Dexia; Member of the Appointments and Remuneration Committee of Dexia; Member of the Board of the Fondation SNCF; Member of the Haut Conseil à l’Intégration.
• Previous directorships and functions held in the past five years: Member of the Board of École Normale Supérieure de la rue d’Ulm in Paris; General Manager of Human Resources and Member of the Executive Committee of Accor; Member of the Collège de la Haute Autorité de Lutte contre les Discriminations (Halde).

Experience and qualifications
After earning a degree in mathematics, Cathy Kopp joined IBM France in 1973. In 1992, she became Human Resources Director at IBM France before being appointed Vice-President of Human Resources in the Storage Systems Division of IBM Corp. In 2000, Cathy Kopp became Chairman and Executive Vice-President of IBM France. In 2002 she joined the Accor Group as HR Director and served until 2009. Cathy Kopp was Chairman of the Social Committee of the Service Providers Group at MEDEF until 2009. She headed up the cross sector negotiations on diversity at MEDEF in 2006, and the negotiations on modernising the labour market in 2007.

Note: in bold type, those companies are listed on a regulated market.
* An independent member of the Supervisory Board within the meaning of the AFEP-MEDEF corporate governance code for listed companies.
Mrs Dominique Sénéquier*

Age: 58
Business address:
AXA Private Equity
20, place Vendôme – 75001 Paris - France
500 Schneider Electric SA shares
First appointed: 2010 / Term ends: 2015

Directorships and other functions

- Currently:
  Member of the Supervisory Board of Schneider Electric SA; Chairman of the Management Board of AXA Investment Managers Private Equity SA France, Private Equity Europe SA; Chairman of the Supervisory Committee of AXA Private Equity US LLC (USA); Chairman of the Supervisory Board of AXA Private Equity Germany GmbH (Germany); Director of AXA Private Equity Asia Pte Ltd (Singapore), of Italy S.r.l. (Italy), Chairman of the Board of Directors of AXA Private Equity UK Ltd (UK), and Switzerland AG (Switzerland), and Switzerland Finance AG (Suisse); Chairman of the Supervisory Board of AXA Private Equity Eastern Europe GmbH (Austria); Chairman, Member of the Management Committee and the Investment Committee of Matignon Développement 1 SAS, Développement 2 SAS, Développement 3 SAS, Développement 4 SAS; Chairman, Member of the Management Committee and Coordination Committee of AXA Infrastructure Investissement SAS; Director of the Théâtre des Champs Élysées SA; Non-voting member of the Board of Directors of Groupe Bourbon SA; Member of the Board of Directors and the Audit Committee of Hewlett-Packard Company (USA); Member of the Board of Directors of Compagnie Industriali Riunite S.p.A. (Italy); Manager of SCI 30 rue JACOB; Director of SENEQ SA (Belgium); President of Escouf Properties Corp. (USA).

- Previous directorships and functions held in the past five years: Non-voting Director of Schneider Electric SA; Vice-Chairman of the Supervisory Board of Linedata Services SA; Chairman of Pikanter 4 SAS; Chairman of AXA Chile Private Equity I; Director of AXA Private Equity Funds of Funds II Manager Ltd; Director of AXA Private Equity Primary Ltd; Director of AXA Private Equity Secondaries Ltd; Director of AXA IM Secondaries Associates Management Ltd; Director of AXA Private Equity SL Management Ltd; Director of AXA PE Asia Manager Ltd; Director of AXA IM LBO Management Ltd; Director of AXA IM LBO Management Ltd III; Director of AXA IM LBO Management Ltd IV; Director of AXA Alternative Participations SICAV I; Director of AXA Alternative Participations SICAV II; Director of Groupe Bourbon SA; Non-voting member of the Board of Directors of Nakama SA; Chairman of Pikanter 9 SAS; Chairman of Pikanter 10 SASU;

Experience and qualifications

Mrs Dominique Sénéquier is a graduate of École Polytechnique with a postgraduate diploma in banking and finance. She joined the insurance industry supervisory team in 1975. In 1980 she joined GAN as head of group acquisitions and then in 1987 she founded GAN Participations and which led up until 1995. In 1996 she joined AXA group and set up AXA Private Equity for which she is Chairman of the Management Board.

Note: in bold type, those companies are listed on a regulated market.
* An independent member of the Supervisory Board within the meaning of the AFEP-MEDEF corporate governance code for listed companies.
Mr G. Richard Thoman*

Age: 67
Business address:
Corporate Perspectives, LLC
126 East 56th Street, 9th Floor – New York NY 10022 - United States
500 Schneider Electric SA shares
First appointed: 2007 / Term ends: 2012

Directorships and other functions
• Currently:
Member of the Supervisory Board of Schneider Electric SA; Managing Partner of Corporate Perspectives (an American strategy consulting firm); member of the Board of Advisors of INSEAD, the French American Foundation, the Americas Society, the Council of the Americas, Committee for Economic Development, McGill University School of Management, the Fletcher School and the heritage committee of the Institut des Hautes Études Internationales, “IHEID” (Geneva); Adjunct Professor at Columbia University and the Fletcher School; member of the Trilateral Commission, the Council on Foreign Relations; Business Executives for National Security, New York Economics Club.
• Previous directorships and functions held in the past five years: Member of the Board of Directors of Union Bancaire Privée (Geneva).

Experience and qualifications
Mr G. Richard Thoman has a unique background. He was one of the top five CEOs for four of the top Fortune 75 companies, in three different industries: financial services, food and beverage, and technology.
Mr Thoman began his career at Citibank after receiving his BA from McGill University in Montreal and MA, MALD and PhD from Fletcher School of Law and Diplomacy which resulted from a partnership between Tufts University and Harvard. He also graduated from Hautes Études Internationales in Geneva. After working with Exxon Finance and McKinsey, he became Chairman and co-Executive Vice-President of American Express Travel Related Services. In 1992, he was appointed Chairman and Executive Vice-President of Nabisco International. In 1993, he joined IBM as Senior Vice-President, Personal Systems Group, later becoming Financial Director. In 1997, he joined Xerox. He served as Chairman and Executive Vice-President of Xerox from April 1999 to May 2000. Mr Thoman is currently Managing Partner of Corporate Perspectives and is on the faculty of several US universities.

Serge Weinberg*

Age: 60
Business address:
Weinberg Capital Partners
20, rue Quentin Bauchart – 75008 Paris – France
1,000 Schneider Electric SA shares
First appointed: 2005 / Term ends: 2014

Directorships and other functions
• Currently:
Member of the Supervisory Board of Schneider Electric SA; Chairman of the Board of Directors of Sanofi; Chairman of Weinberg Capital Partners, Financière Piasa and Piasa Holding, Piasa

Note: in bold type, those companies are listed on a regulated market.
* An independent member of the Supervisory Board within the meaning of the AFEP-MEDEF corporate governance code for listed companies.
and VL Holding, Alret and Maremma; Member of the Supervisory Committee of Financière BFSA; Vice chairman and Director of Financière Poinstéia and Financière Sasa; Member of the Supervisory Board of Alfina; Permanent representative of Weinberg Capital Partners; Director on the Board of Alliance Industrie and Sasa Industrie; Chairman of Corum (Switzerland).

- Previous directorships and functions held in the past five years: Vice-Chairman of the Supervisory Board of Schneider Electric SA (from May 2006 to May 2010); Chairman of the Board of Directors of Accor (January 2006 to February 2009); Director of Alliance Industrie (from October 2006 to November 2008), of Road Holding (from March 2007 to May 2008) and Rasec (from February 2006 to January 2010); Member of the Management Board of Pharma Omnium International (from June 2006 to January 2010); Director of FNAC (from July 1995 to May 2010), of Rothschild Concordia SAS (from March 2008 to October 2010), of Rothschild & Cie (from June 2005 to October 2010), of the Gucci Group (from March 1999 to April 2010).

Experience and qualifications

After graduating from France’s École Nationale d’Administration, Serge Weinberg held several positions in the French civil service and ministerial offices. He then served as Deputy Vice-President of FR3, Executive Vice-President and then Chairman of the Management Board of Havas Tourisme, Director of Pallas Finance. And then in 1990 joined what is now the Pinault-Printemps-Redoute Group (PPR) as Executive Vice-Chairman of Compagnie française de l’Afrique occidentale (CFAO). Within this group, he served as Chairman of Rexel (formerly CDME), an electrical equipment distributor. In 1995, he was appointed Chairman of the PPR Management Board, a position he held until early 2005. In March 2005 he founded Weinberg Capital Partners, a company that manages an investment fund specialised in leveraged buyouts and real estate. From 2006 to 2009, he was Chairman of the Board of Directors of Accor. He has been Chairman of the Board of Directors of Sanofi since May 2010.

Non-voting Member

Mr Claude Bébéar

Age: 76
Business address:

GIE AXA
25, avenue Matignon – 75008 Paris – France
528 Schneider Electric SA shares
First appointed: 2004 / Term ends: 2012

Directorships and other functions

- Currently:
  Non-voting member of the Supervisory Board of Schneider Electric SA; Director of AXA Assurances Vie Mutuelle, AXA Assurances IARD Mutuelle and BNP-Paribas; Member of the Supervisory Board of Vivendi.

- Previous directorships and functions held in the past five years: Chairman of the Supervisory Board of AXA, Chairman and Director of various AXA subsidiaries, including AXA Financial; Chairman and Executive Vice-President of Finaxa.

Note: in bold type, these companies are listed on a regulated market.
Experience and qualifications

A graduate of École Polytechnique, Claude Bébéar joined Groupe Ancienne Mutuelle in 1958, the mutual insurance company that would become Mutuelles Unies, then AXA in 1985. He was appointed Chairman and Executive Vice-President of the Company in 1975.

From late 1996, when AXA merged with UAP, until 2000, Claude Bébéar served as Chairman of AXA’s Management Board and Chairman of its Executive Committee. In 2000 he was appointed Chairman of the AXA Supervisory Board. Mr Bébéar resigned as Chairman of the Supervisory Board in April 2008 to become Honorary Chairman of AXA.
Management Board (as of December 31, 2011)

Chairman

Mr Jean-Pascal Tricoire

Age: 48
Business address:
Schneider Electric
35, rue Joseph Monier – 92500 Rueil-Malmaison, France
99 885(1) Schneider Electric SA shares
First appointed: 2006 / Term ends: 2012

Other directorships and functions

• Currently:
Chairman of the Management Board of Schneider Electric SA, Chairman and Chief Executive Officer of Schneider Electric Industries SAS, director of Schneider Electric USA, Inc. (USA).

• Previous directorships and functions held in the past 5 years: Director of Clipsal Asia Holding Limited, Digital Electronics Corporation, Schneider Electric (Australia) Pty Limited, Schneider Electric New Zealand Holding Limited, PT Schneider Indonesia, Schneider Electric Japan Ltd, Schneider Electric Japan Holding Ltd, Schneider Electric Venezuela SA, Schneider Toshiba Inverter SAS and PDL Holding Ltd.

Expertise and experience

After graduating from ESEO Angers and obtaining an MBA from EM Lyon, Jean-Pascal Tricoire spent his early career with Alcatel, Schlumberger and Saint Gobain. He joined the Schneider Electric Group (Merlin Gerin) in 1986. Between 1988 and 1999, he held a variety of line positions with international subsidiaries: in Italy (five years), China (five years) and South Africa (one year). On his return to France he joined the headquarters team, serving from 1999 to 2001 as Vice President, Strategic Global Accounts with specific responsibility for the Schneider 2000 + program. From January 2002 to the end of 2003, he was Executive Vice President of Schneider Electric’s International Division. In October 2003, he was appointed Chief Operating Officer, before becoming Chairman of the Schneider Electric SA Management Board on May 3, 2006.

Note: companies in bold type are those whose securities are listed on a regulated market.
(1) Held directly or through a corporate mutual fund.
Member

Mr Emmanuel Babeau

Age: 44

Business address:
Schneider Electric
35, rue Joseph Monier – 92500 Rueil-Malmaison, France

1 187(1) Schneider Electric SA shares

First appointed: 2009 / Term ends: 2012

Other directorships and functions
• Currently:
  Chairman of the Board of Directors of Schneider Electric Services International, director of
  Schneider Electric Industries S.A.S., Schneider Electric France and Schneider Electric USA.
• Previous directorships and functions held in the past 5 years: Group Deputy Managing director
  in charge of Finance at Pernod Ricard.

Expertise and experience
Emmanuel Babeau began his career at Arthur Andersen in late 1990 after graduating from École
Supérieure de Commerce de Paris (ESCP). In 1993, he joined Pernod Ricard as an internal
auditor. He was appointed head of Internal Audit, the Corporate Treasury center and consoli-
dation in 1996. Mr. Babeau subsequently held several executive positions at Pernod Ricard,
notably outside France, before becoming Vice President, Development in 2001, CFO in June
2003 and Group Deputy Managing director in charge of Finance in 2006. He joined Schneider
Electric in the first half of 2009.

Note: companies in bold type are those whose securities are listed on a regulated market.
(1) Held directly or through a corporate mutual fund.
Summary Overview of the Company's Financial Situation and Business Activity in 2011

• SALES

Consolidated revenue totaled €22,387 million for the year ended December 31, 2010, up 14.3% on a current structure and currency basis from the year before. This organic growth decomposes into an organic increase of 8.3%, while acquisitions net of disposals added 7.3% and the negative currency effect 1.3%.

Organic growth by businesses in the fourth quarter

<table>
<thead>
<tr>
<th>€ million</th>
<th>Sales 12-month 2011</th>
<th>% change 12-month (organic)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Power</td>
<td>8,297</td>
<td>+ 7.6%</td>
</tr>
<tr>
<td>Infrastructure *</td>
<td>4,897</td>
<td>+ 7.5%</td>
</tr>
<tr>
<td>Industry</td>
<td>4,404</td>
<td>+ 10.4%</td>
</tr>
<tr>
<td>IT</td>
<td>3,237</td>
<td>+ 10.3%</td>
</tr>
<tr>
<td>Buildings</td>
<td>1,552</td>
<td>+ 4.8%</td>
</tr>
<tr>
<td>Total</td>
<td>22,387</td>
<td>+ 8.3%</td>
</tr>
</tbody>
</table>

* The "Energy" business has been renamed "Infrastructure" following the integration of Telvent

• EBITA

EBITA (operating income before amortization and depreciation of intangible assets from acquisitions) before acquisition and integration costs reached the € 3 billion mark for the first time, at € 3,178 million, an increase of 7% year-on-year, owing to strong topline growth, price increase step-up in the second half and significant operational efficiency. Notwithstanding these achievements, the corresponding margin stood at 14.2% of sales, or 0.5 point below 2010 on a comparable basis (including 12 months of Areva Distribution) as a result of the unprecedented inflationary headwinds and higher level of investment for future growth.

- Volume growth generated a strong positive effect of € 546 million, partially offset by an unfavorable business mix effect of € 150 million
- Price increases ramped up to € 241 million in the year. This offset more than half of the -€ 437 million of raw material inflation. In the second half, pricing effects were, as expected, significantly higher, adding € 195 million, covering already 90% of the raw material headwind.
- Industrial productivity continued to be very strong, adding € 376 million to profitability, primarily due to purchasing savings and procurement concentration, as well as lean manufacturing, continued rebalancing to new economies and fixed costs absorption.
- Research and development, selling and administrative costs increased ~5.5% organically, or € 264 million, to be compared with organic sales growth of 8.3%. This illustrated the Group’s ability to drive solid operating leverage without compromising on investment for future growth (broader geographical coverage in new economies, faster deployment of energy management solutions, more services) and in technological edge. As a result, support functions costs to sales ratio reached an all time low of 23.2%.

EBITA also includes a contribution from acquisitions of € 98 million (excluding impact of Areva Distribution) and a negative currency impact of € 72 million notably due to the appreciation of the Euro against the dollar and most new economies currencies. Net currency impact was lower at -€ 32 million after accounting for the positive € 40 million included under raw material inflation impact.

As expected, restructuring costs increased, reaching € 145 million (compared to € 101 million in 2010 on comparable basis).
Reported EBITA reached €3,079 millions, after accounting for €99 million of acquisition and integration costs.

**OPERATING MARGIN**
Published EBITA margin (EBITA before acquisition and integration costs published / net sales) amounts to 14.2% of the turnover. Incorporating Areva Distribution infrastructure activity in 2010, the EBITA margin is 14.7%.

**OPERATING MARGIN BY BUSINESSES (1)**
- **Power** profitability increased 3% year-on-year to €1,716 million, or 20.7% of sales, down 0.7 point due to the time lag between raw material inflation hit and price increases. Including 4 months of Telvent, **Infrastructure** (2) profitability reached €515 million with margin stable at 10.5% of sales, as significant synergies from the integration of Areva Distribution balanced inflation headwinds and a weak transformer business. **Industry** profitability remained very strong at €766 million or 17.4% of sales, down only 0.2 point thanks to strong volumes and prices to offset cost inflation. **IT** business profitability increased 12% to €507 million, at 15.7% of sales, down 0.8 point year-on-year due to significantly higher solution mix. Profitability of **Buildings** was down 1.2 points at 8.6% of sales, or €134 million, reflecting in particular the investment for footprint expansion in new economies.

**NET PROFIT**
The net income reached €1,820 million, up 6% year-on-year. It includes the amortization and depreciation of intangibles of €226 million. Financial expenses amounted to €415 million, including the interest component of defined benefit plan costs (€45 million) and a negative currency impact of €40 million (compared with a positive impact of €25 million in 2010). Interest expenses on financial debt increased slightly to €301 million, reflecting the increase in the net debt and a more efficient total cost of financing.

Income tax amounted to €562 million corresponding to an effective tax rate of 23.1%, down from 24.0% in 2010.

**EARNINGS PER SHARE.**
Earnings per share came to €3.39.

**OPERATING CASH FLOW/FREE CASH FLOW**
Operating cash flow was up 2% year-on-year and reached €2,579 million. Free cash flow in the second half was at an all time high, reaching €1,665 million, achieved by a strict working capital control, in particular thanks to a €300 million stock decrease in the second half. Full year free cash flow ended up at €1,506 million. Trade working capital increase was contained at €359 million, while non-trade working capital decreased by €32 million.

The free cash flow included capital expenditures of €746 million in 2011 (an increase of €218 million compared to the 2010 level), or 3.3% of sales, returning to a more normal level following two years of more subdued investment. This is consistent with the group’s ambition to invest for future growth.

**FINANCIAL POSITION AND CASH**
Schneider Electric’s net debt amounted to €5,266 million (€2,736 million in December 2010). The increase was primarily the result of €856 million of dividend payment and €2,873 million of acquisitions, including Telvent, Leader and Harvest, Luminous, Summit Energy, Steck and 9.2% of NVC-Lighting. The net debt-to-equity ratio stayed low at 33% as of December 31, 2011 and the Group’s net debt to adjusted EBITDA (3) ratio was solid at 1.4x.

**OUTLOOK 2012**
For 2012, the uncertainty surrounding the global economy limits visibility. While the Group sees continued strength in new economies and opportunities from a recovering North America, Western Europe is expected to weigh on growth.

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(1) EBITA profitability information by Business is before acquisition and integration.
(2) comparable: including Areva Distribution in full year 2010 on the Infrastructure Business.
(3) Adjusted EBITDA: adjusted EBITA before depreciation and amortisation.
In this context and assuming no major change in economic conditions, the Group expects flat to slightly positive organic growth for sales and an adjusted EBITA margin between 14% and 15%.

• COMPANY PROGRAMM

2011 was the last year of One company Program 2009-2011.

With One, Schneider Electric was re-organized into 5 customer-focused businesses and strengthened its integrated portfolio to establish itself as the global reference in energy management. The Group became a leading provider of high value-added solutions and developed great positions in new economies which respectively represented 37% and 39% of Group sales in 2011, a significant jump from 2008. The Group emerged from One leaner, simpler and more agile. Under One, it simplified its supply chain, reduced the number of its brands, generated about €1 billion of productivity and drove operational efficiency by reducing support functions costs to sales ratio by 1.5 points.

At the beginning of 2012 Schneider Electric has launched its new company for the period 2012-2014. Connect, our new company program, is another major step in the consistent deployment of our strategy. With Connect, we will extend the strong foundation of One to all our strategic levers: products and solutions, mature and new economies, our people, while continuing to drive efficiency at all levels.
FIVE-YEAR FINANCIAL SUMMARY

<table>
<thead>
<tr>
<th>CAPITAL AND POTENTIAL CAPITAL AT DECEMBER 31</th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>Capital stock (in thousands of Euros)</td>
<td>1,962,395</td>
<td>1,979,405</td>
<td>2,102,016</td>
<td>2,175,672</td>
<td>2,195,772</td>
</tr>
<tr>
<td>Shares in issue</td>
<td>245,299,366</td>
<td>247,425,629</td>
<td>262,752,025</td>
<td>271,959,090</td>
<td>548,943,024*</td>
</tr>
<tr>
<td>Convertible bonds in issue (in thousands)</td>
<td>–––––</td>
<td>–––––</td>
<td>–––––</td>
<td>–––––</td>
<td>–––––</td>
</tr>
<tr>
<td>Maximum number or shares to be created (in thousands)</td>
<td>–––––</td>
<td>–––––</td>
<td>–––––</td>
<td>–––––</td>
<td>–––––</td>
</tr>
<tr>
<td>through conversion of bonds</td>
<td>–––––</td>
<td>–––––</td>
<td>–––––</td>
<td>–––––</td>
<td>–––––</td>
</tr>
<tr>
<td>through exerice or rights</td>
<td>9,382</td>
<td>9,183</td>
<td>9,860</td>
<td>7,478</td>
<td>15,556</td>
</tr>
</tbody>
</table>

RESULTAT OF OPERATIONS
(in thousands of Euros)

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales net of VAT</td>
<td>946</td>
<td>1,906</td>
<td>2,419</td>
<td>2,225</td>
<td>215</td>
</tr>
<tr>
<td>Investment revenue, interest income and other revenue</td>
<td>747,914</td>
<td>1,623,715</td>
<td>723,928</td>
<td>833,865</td>
<td>1,652,422</td>
</tr>
<tr>
<td>Income before tax, depreciation, amortization and provisions</td>
<td>136,259</td>
<td>1,087,409</td>
<td>393,238</td>
<td>506,204</td>
<td>1,345,453</td>
</tr>
<tr>
<td>Income tax</td>
<td>11,099</td>
<td>10,883</td>
<td>13,244</td>
<td>9,922</td>
<td>168,347</td>
</tr>
<tr>
<td>Net income</td>
<td>226,643</td>
<td>1,147,592</td>
<td>475,753</td>
<td>702,982</td>
<td>2,603,738</td>
</tr>
<tr>
<td>Dividends paid excluding précompte equalization tax and tax credit</td>
<td>809,488</td>
<td>853,618</td>
<td>538,642</td>
<td>870,269</td>
<td>933 203</td>
</tr>
</tbody>
</table>

PER SHARE DATA
(in Euros)

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net income before depreciation, amortization and provisions</td>
<td>0.51</td>
<td>4.72</td>
<td>1.71</td>
<td>2.62</td>
<td>4.79</td>
</tr>
<tr>
<td>Earnings per share</td>
<td>0.92</td>
<td>4.64</td>
<td>1.81</td>
<td>2.58</td>
<td>4.74</td>
</tr>
<tr>
<td>Dividend per share, net of tax credit</td>
<td>3.30</td>
<td>3.45</td>
<td>2.05</td>
<td>3.20</td>
<td>1.70*</td>
</tr>
</tbody>
</table>

EMPLOYEES

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
</tr>
</thead>
<tbody>
<tr>
<td>Average number of employees during the year</td>
<td>2</td>
<td>1</td>
<td>2</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td>Total payroll for the year (in thousands of Euros)</td>
<td>4,291</td>
<td>4,376</td>
<td>3,859</td>
<td>4,262</td>
<td>4,549</td>
</tr>
<tr>
<td>Total employee benefits paid over the year (payroll taxes, other benefits) (in thousands of Euros)</td>
<td>2,606</td>
<td>1,374</td>
<td>2,004</td>
<td>3,936</td>
<td>1,170</td>
</tr>
</tbody>
</table>

(1) dividend accruing to the shares autodétenues on the day of payment implementation as well as the corresponding withholding tax are posted to the report
(2) Subject to the shareholders' approval of May, 3, 2012.
* the nominal value of share was divided by two on September 2, 2011
Agenda of the combined
Annual and Extraordinary Shareholders’ Meeting

The Management Board asks that the combined Annual and Extraordinary Shareholders’ Meeting that it has called:
(I) approve the annual financial statements and set the dividend,
(II) approve regulated agreements,
(III) elect members to the Supervisory Board,
(IV) renew financial approvals in favor of employees.

I. Approval of the annual financial statements and setting of the dividend
(resolutions 1 to 3)
The first two resolutions concern the approval of the company and consolidated financial statements respectively. Schneider Electric SA’s net profit was 2,603.7 million euros. The Group’s consolidated net profit was 1,820 million euros and net earnings per share were 3.39 euros.
The third resolution calls for the allocation of distributable income and the payment of a dividend of 1.70 euro per share. This represents a payout ratio of nearly 50% of the net profit. This dividend entitles beneficiaries who are natural persons residing in France:
– to a 40% deduction (in accordance with Article 158-3 2° of the General Tax Code);
– to a fixed annual deduction of 1,525 euros for taxpayers who are single, divorced, widowed or married but taxed as individuals, or 3,050 euros for couples filing jointly.
Beneficiaries may opt for a flat withholding tax rate of 21% on the dividend without any deduction.
The dividend will be paid on May 16, 2012.

II. Regulated agreements (resolutions 4 and 5)
In the fourth resolution, you are asked to approve that members of the Management Board should benefit from the modification of the defined top-hat pension plan -article 39- applicable to Group directors affiliated to French social security plans. The current plan provides for a capped pension taking into account any pensions received under defined contribution plan(s) -article 83- at 25% of average pay over the last three years (“Reference salary”). The purpose of changing the current plan is to make it comply with the recommendations of the AFEP/MEDEF Code of Corporate Governance, which provides that the rights must be vested progressively with seniority in the company. In order to conform to these recommendations, the reform anticipates:
– closure of the current article 39 plan to all new entrants;
the implementation of a new article 39 plan applicable to members of the Executive Committee and the Management Board, which provides for the progressive vesting of rights according to seniority in the Group and the Executive Committee. Full rights are gained after 15 years of service for a new entrant to the plan, except for the Group service condition. This new plan is contingent upon completing a career in the company with the flexibility introduced by Social Security in 2004. A conditional assurance income is thus maintained in the event of dismissal, with the same effect as redundancy after 55 years of age without restarting work or for 2nd or 3rd category disability as defined by Social Security. In other cases, the new plan includes the provisions of the current plan, notably:

• limiting the top-hat pension to 25% of the reference salary, taking into account the pension paid under article 83 plans implemented by the Group (unchanged from current plan);
• the right to a widow/widower’s pension for the surviving partner.

– the progressive substitution of contingent rights of the new regime with those of the current regime. Indeed, conditional rights of the two regimes do not add up but substitute gradually. There self as a result, the current regime who has maintained a perimeter of beneficiaries more broad vill disappear at term.

In the fifth resolution, you are asked to approve the renewal of certain elements concerning the status of Jean-Pascal Tricoire, in accordance with the provisions of the TEPA Act.

We would remind you that on 18 February 2009 the Supervisory Board agreed a new status with Mr Tricoire, who had undertaken to terminate his employment contract with Schneider Electric (wherein he had 22 years of seniority). His new status took effect on 3 May 2009 and was approved by the 23 April 2009 General Meeting.

Under this agreement, Jean-Pascal Tricoire:

• who, in addition to his rights under the top-hat pension plan -article 39- presented above and the Schneider Electric SA employee benefit plan and the supplementary health, disability and death coverage available to the Group’s senior executives;
• is bound by a non-compete requirement that entitles him to compensation;
• and, subject to performance criteria, is entitled to compensation in the event of forced termination, capped at 24 months of his target remuneration and taking into account compensation under the non-compete agreement and provided that he resigns, is dismissed or is not re-appointed following a material change in Schneider Electric’s shareholder structure or a re-orientation of the strategy pursued and promoted by him until that time; Performance conditions are as follows: the arithmetical average of ratios for attaining Group objectives that determine a part of the variable part of the Mr Jean-Pascal Tricoire’s remuneration over the last three financial years completed on the date the board makes its ruling. Therefore, if the arithmetical average of ratios for attaining Group objectives for the last three financial years is:
  – < to 50% of the target: no compensation will be paid;
  – = to 50% of the target: he will receive 75% of the Maximum Sum;
  – = to 100% of the target: he will receive 100% of the Maximum Sum;
  – between 50% and 100%: he will receive between 75% and 100% of the Maximum Sum calculated in a linear form pro rata to the attainment ratio;
retains, subject to performance criteria, all unvested stock options, stock grants and performance shares should he leave the Company. The condition that the arithmetical average of ratios for attaining Group objectives that determine a part of the variable part of the Mr Jean-Pascal Tricoire’s remuneration over the last three financial years completed at the time of his departure is at least equal to 50% of the target.

The Supervisory Board has decided to reappoint the Management Board for a further period of three years when its term of offices expires on 2 May 2012. Accordingly, the Supervisory Board has decided to renew those elements of the status of Jean-Pascal Tricoire that, under the TEPA Act, require renewed approval by the General Meeting on the renewal of his appointment. These are his rights to the complementary senior managers’ insurance, compensation in the event of forced termination, and maintenance of his stock grants and bonus or performance shares. These elements, described above, have been renewed under identical conditions subject to the following adjustments:

– complementary insurance for illness, inability to work, injury and death applicable to senior managers of Schneider Electric is subject to performance criteria. Compensation is subject to one of the following criteria being met: positive average net profit of the five years preceding the event, or positive average free cash flow for the five years preceding the event;
– involuntary severance pay including non-compete compensation is capped, not at twice the last reference salary (fixed and variable target), but at twice the mean of actual annual remuneration (fixed and variable) for the last three years, the rigorous performance conditions remaining unchanged.

III. Reappointment of some Supervisory Board members (resolutions 6 to 15)

The terms of office of seven members of the Supervisory Board have reached expiry. Given the major changes to Board members in 2011 with the arrival of Betsy Atkins, Jeong Kim, Dominique Senequier and Xavier Fontanet, who was co-opted in place of Anand Mahindra, it is proposed in the sixth to eleventh resolutions to:

– renew the appointment of Messrs Apotheker, Gallot, Kissling, Lachmann and Thoman, given that under the new statutory provisions relating to the age of members of the Board, Messrs Kissling, Lachmann and Thoman will only be reappointed for a term of 2 years and not 4;
– to ratify the co-opting of Xavier Fontanet and elect him as a member of the Supervisory Board for a period of 4 years.

Their biographies are provided in the presentation of Supervisory Board (see page ...).

In the twelfth to fifteenth resolutions, you are asked to appoint a member of the Supervisory Board to represent employee shareholders. We would remind you that Article 11-c of the articles of association of Schneider Electric SA provides that when employee shareholders hold more than 3% of the equity at the financial year end, the Supervisory Board of Schneider Electric SA must include one member elected by the General Shareholders’ Meeting on proposal by the employee shareholders. The Board decides based on a list of candidates nominated directly or indirectly by the employee shareholders. Candidates appointed in this fashion are:
**Mr Manfred Brill (age: 57)**

Manfred Brill holds German nationality and after studying applied science at university began his career in 1975 in the company BBC AG as a project and software engineer. In 1982, he joined AEG AG as a programmer, then taking on the role of systems engineer. He later became R&D manager for communication systems and then joined Schneider Electric Group at the time of the JV AEG Schneider Automation. From 1999 to 2004 he worked as head of the communication and configuration department and since then has held the position of SW Governance Manager. He was Vice-Chairman of the Supervisory Board of Schneider Electric GmbH from 2004 to 2008 and is Chairman of the Worker’s Council of Schneider Electric Automation GmbH.

**Mr Claude Briquet (age: 50)**

Claude Briquet is an engineering graduate from National School of Engineers in Tarbes and from ENSEEIHT in Toulouse. He joined the Schneider Electric Group in 1985 and began his career in the areas of development, quality and production. He managed the Pacy I plant from 1992 to 1996 and the Vaudreuil plant from 1996 to 1999. He was appointed Executive Vice-President of Maélec in 1999 and of Alombard in 2001. Mr Briquet is currently responsible for trading in Europe within the Industry Department of Schneider Electric’s European Operating Division. He is a member of the Supervisory Board of Schneider Electric SA and is Chairman of the Supervisory Board of FCPE Schneider France Germany.

**Mrs Magali Herbaut (age: 40)**

Magali Herbaut graduated from the Ecole Supérieure de Commerce in Grenoble and earned an MBA from Laval University (Canada). She began her career as an auditor for the firm Deloitte, then joined Schneider Electric in 1996 as a management controller for Schneider Electric Automation GmbH. Ms Herbaut spent two years as a management controller for Schneider Electric Automation Inc in the US, before becoming Chief Financial Officer for Normabarre (2000-2003) then for the Medium Voltage/Low Voltage Regional Facilities Unit (2003-2007), later taking charge of the Alombard plant (2007-2008). Since 2009, she has managed the Electrical Wiring activity in the Business Unit LifeSpace for the EMEAS region. Ms Herbaut is a member of the Supervisory Board of the FCPE Schneider Actionnariat.

**Mr Thierry Jacquet (age: 47)**

Thierry Jacquet holds a master’s degree in Management from the Ecole Supérieure de Commerce in Grenoble and a degree from the Grenoble Technology Institute. He studied Electrical Engineering at the Paul Louis Merlin School and began his career in 1982 with the Schneider Electric Group as a cable fitter for very high voltage work. After a period as a draughtsman, in 1987 he was appointed to the medium voltage technical sales business where he remained until 1999. After 1995, he was elected (CFDT - the French Democratic Confederation of Labour) to the Worker’s Council of Schneider Electric Grenoble and to the Central Company Committee for Schneider Electric where he was Chairman of the economic commission from 2003-2006. Since 2007, he has been a member of the European Company Committee of Schneider Electric and secretary of this committee since 2009. Thierry Jacquet is Chairman of the Supervisory Board of FCPE Schneider Actionnariat and a member of the Supervisory Board of FCPE Schneider France Germany.
The candidate with the most votes from shareholders present or represented at the General Meeting shall be elected to the single seat on the Supervisory Board reserved for a representative of employee shareholders.

The Management Board has approved the fourteenth resolution, following the recommendation of the supervisory board, which calls for the election of Magali HERBAUT as member of the Supervisory Board representing employee shareholders. As a result, the Management Board recommends that shareholders approve the fourteenth resolution and abstain from voting on the twelfth, thirteenth, and fifteenth resolutions.

IV. Financial authorizations (resolution 16)

Share buybacks and cancellations

Sixteen resolution seeks renewal of the company’s authorization to buy back its own shares in accordance with Articles L.225-209 et seq. of the French Commercial Code. These may be for the purpose of reducing the capital stock, covering stock option plans, allocating free shares or convertible bonds, making acquisitions, or for market making as part of a liquidity contract. The maximum share purchase price is set at 75 euros per share. This authorization cannot be acted on during an offer period. Based on the authorization conferred at the 2010 Annual Meeting, the company carried out no share buybacks.

Financial authorisation on behalf of employees (resolution 17)

The seventeenth resolution is intended to allow the extension of employee shareholder operations to certain foreign countries where legislation or local practices are not in line with the rules of the company savings plan.

We would remind you that each year the Company issues new shares reserved for Group employees. These share issues are legally backed by two authorisations given by the General Meeting: an authorisation to issue new shares to employees participating in the employee stock purchase plan, and an authorisation to issue new shares to employees of foreign companies or entities acting on their behalf. These two authorisations which were renewed by the General Meeting of 21 April 2011 (22nd and 23rd resolutions), have different durations: the first authorisation has a duration of 26 months, the second of 18 months. Consequently, to enable a new employee shareholders’ transaction to be carried out in 2013, you are asked to renew the second authorisation under the same conditions and for the same duration. It will thus affect 1% of the share capital. The share issues to be made will be set against the capital increase of 2% reserved for employees participating in the employee stock purchase plan authorised by the 22nd resolution as adopted by the Shareholders’ Meeting of 2011. The shares may be issued with a maximum discount of 20% over the reference share price. The authorisation will be renewed for 18 months.
RESOLUTIONS

ORDINARY MEETING

■ FIRST RESOLUTION
(Approval of the 2011 parent company financial statements)
The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, having heard the report of the Management Board and of the Statutory Auditors, and noting the Supervisory Board’s comments on the Management Board’s report and on the Company financial statements, approves the financial statements for 2011 as presented, as well as the transactions contained in these statements or summarised in the reports showing a net income of €2,603.7 million.

■ SECOND RESOLUTION
(Approval of 2011 consolidated financial statements)
The Shareholders’ Meeting, acting with the quorum and majority requirements for Ordinary Shareholders’ Meetings, having heard the report of the Management Board and of the Statutory Auditors, and noting the Supervisory Board’s comments on the Management Board’s report and on the Company consolidated financial statements, approves the consolidated financial statements for 2011 as presented, as well as the transactions contained in these statements or summarised in the reports.

■ THIRD RESOLUTION
(Appropriation of profit for the financial year and dividend proposal)
The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, and on the recommendation of the Management Board, based on the number of 548,943,024 shares with a nominal value of €4 as of December 31, 2011, decides to appropriate the profit available for distribution for the year 2011, consisting of:
(i) retained earnings from the previous financial year of €96,496,292.01;
(ii) net income for the year of €2,603,738,064.30;
(iii) less the statutory allocation to the legal reserve of €2,009,936.80;
representing a total amount of €2,698,224,419.51, as follows:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Share dividend</td>
<td>€933,203,140.80</td>
</tr>
<tr>
<td>Retained earnings</td>
<td>€1,765,021,278.71</td>
</tr>
<tr>
<td>Total</td>
<td>€2,698,224,419.51</td>
</tr>
</tbody>
</table>

The Shareholders’ Meeting therefore decides a dividend payment of €1.70 for each of the €4 par value shares carrying dividend rights on January 1, 2011.
The full dividend proposed is eligible for the 40% allowance for individuals resident in France provided for in Article 158-3-2 of the French Tax Code. This allowance will not apply if the shareholder has chosen to pay the withholding tax on his or her dividends provided for in Article 117 quarter of the French Tax Code.
Unpaid dividends on treasury shares held at the ex-dividend date will be allocated to retained earnings.

Apart from the dividend described above, no other amounts eligible or not eligible for the 40% allowance provided for in Article 158 2° of 3 of the French Tax Code will be distributed.

Dividend payouts for Schneider Electric SA for the last three years were as follows:

<table>
<thead>
<tr>
<th></th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividend paid per share of € 8 par value (1)</td>
<td>3.45</td>
<td>2.05</td>
<td>3.20</td>
</tr>
<tr>
<td>Dividend paid per share adjusted for the division by two of the par value (1) (2)</td>
<td>1.725</td>
<td>1.025</td>
<td>1.60</td>
</tr>
</tbody>
</table>

(1) The full dividend is eligible for a 40% allowance for individuals resident in France for tax purposes. No non-eligible dividends have been distributed.

(2) The division by two of the par value was effective on September 2, 2011.

### FOURTH RESOLUTION

**(Approval of the agreement and regulated obligations made in 2012 relating to the top-hat defined benefit pension plan applicable to Management Board members)**

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, having heard the report of the Management Board and Statutory Auditor’s special report presented pursuant to the provisions of article L.225-88 of the French Commercial Code on agreements and obligations as per L.225-86, L.225-90-1 and L.225-79-1 of the Code, approves the obligations and the agreement presented in these reports relating to the top-hat pension plan with defined contributions applicable to Management Board members.

### FIFTH RESOLUTION

**(Approval of the agreements and regulated obligations relating to the status of Jean-Pascal TRICOIRE)**

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, having heard the report of the Management Board and Statutory Auditor’s special report presented pursuant to the provisions of article L.225-88 of the French Commercial Code on agreements and obligations as per L.225-86 and L.225-90-1 of the Code, approves the obligations and the agreement presented in these reports relating to the benefit plan for Mr Jean-Pascal Tricoire, as well as the compensation and benefits due in case of cessation of duties.

### SIXTH RESOLUTION

**(Renewal of the appointment of Mr Léo Apotheker as a member of the Supervisory Board)**

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, renews the appointment of Mr Léo Apotheker as a member of the Supervisory Board for a period of four years, expiring at the close of the Shareholders’ Meeting in 2016 to approve the 2015 financial statements.
■ SEVENTH RESOLUTION

(Ratification of the co-opting of Mr Xavier Fontanet and his appointment as a member of the Supervisory Board)

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, ratifies the co-opting of Mr Xavier Fontanet as a member of the Supervisory Board with effect from December 15, 2011 and appoints him as a member of the Supervisory Board for a period of four years, expiring at the close of the Shareholders’ Meeting in 2016 to approve the 2015 financial statements.

■ EIGHTH RESOLUTION

(Renewal of the appointment of Mr Jérôme Gallot as a member of the Supervisory Board)

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, renews the appointment of Mr Jérôme Gallot as a member of the Supervisory Board for a period of four years, expiring at the close of the Shareholders’ Meeting in 2016 to approve the 2015 financial statements.

■ NINTH RESOLUTION

(Renewal of the appointment of Mr Willy Kissling as a member of the Supervisory Board)

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, renews the appointment of Mr Willy Kissling as a member of the Supervisory Board for a period of two years due to the new statutory provisions relating to the age of Board members, expiring at the close of the Shareholders’ Meeting in 2014 to approve the 2013 financial statements.

■ TENTH RESOLUTION

(Renewal of the appointment of Mr Henri Lachmann as a member of the Supervisory Board)

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, renews the appointment of Mr Henri Lachmann as a member of the Supervisory Board for a period of two years due to the new statutory provisions with regard to the age of Board members, expiring at the close of the Shareholders’ Meeting in 2014 to approve the 2013 financial statements.

■ ELEVENTH RESOLUTION

(Renewal of the appointment of Mr Rick Thoman as a member of the Supervisory Board)

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, renews the appointment of Mr Rick Thoman as a member of the Supervisory Board for a period of two years due to the new statutory provisions relating to the age of Board members, expiring at the close of the Shareholders’ Meeting in 2014 to approve the 2013 financial statements.
TWELFTH RESOLUTION*
(Nomination of a Supervisory Board member to represent the employee shareholders pursuant to article 11- c of the articles of association).

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, nominates Mr Manfred Brill to replace Mr Claude Briquet, whose appointment has expired, as a member of the Supervisory Board representing the employee shareholders for a period of four years, pursuant to article 11- c of the articles of association, expiring at the close of the Shareholders’ Meeting in 2016 to approve the 2015 financial statement.

THIRTEENTH RESOLUTION*
(Renewal of the appointment of a Supervisory Board member to represent the employee shareholders pursuant to article 11- c of the articles of association).

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, renews the appointment of Mr Claude Briquet, member of the Supervisory Board representing the employee shareholders, whose appointment has expired, as a member of the Supervisory Board representing the employee shareholders for a period of four years, pursuant to article 11- c of the articles of association, expiring at the close of the Shareholders’ Meeting in 2016 to approve the 2015 financial statement.

FOURTEENTH RESOLUTION*
(Nomination of a Supervisory Board member to represent the employee shareholders pursuant to article 11- c of the articles of association).

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, nominates Mrs Magali Herbaut to replace Mr Claude Briquet, whose appointment has expired, as a member of the Supervisory Board representing the employee shareholders for a period of four years, pursuant to article 11- c of the articles of association, expiring at the close of the Shareholders’ Meeting in 2016 to approve the 2015 financial statement.

FIFTEENTH RESOLUTION*
(Nomination of a Supervisory Board member to represent the employee shareholders pursuant to article 11- c of the articles of association).

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meetings, nominates Mr Thierry Jacquet to replace Mr Claude Briquet, whose appointment has expired, as a member of the Supervisory Board representing the employee shareholders for a period of four years, pursuant to article 11- c of the articles of association, expiring at the close of the Shareholders’ Meeting in 2016 to approve the 2015 financial statement.

* Resolutions twelve to fifteen: pursuant to article 11 - c of the articles of association of the Company, for a single seat of a member of the Supervisory Board to represent the employee shareholders to be filled, only the candidate who has obtained the largest number of votes from present and represented shareholders will be appointed. Following the recommendation of the Supervisory Board, the Management Board has approved the 14th resolution, and therefore invites you to vote in favour of this resolution and to abstain from voting on the 12th, 13th and 15th resolutions.
SIXTEENTH RESOLUTION

(Authorisation for the Company to buy back company shares: maximum purchase price € 75)

The Shareholders’ Meeting, acting with the quorum and majority requirements for ordinary meeting, having heard the report of the Management Board authorises the Management Board, in accordance with article L. 225-209 of the French Commercial Code, to buy back Company shares in order to reduce the capital, cover plans for stock options or plans for stock grants, or for securities convertible into shares; to carry out external growth transactions or to stimulate the market for Company shares under a liquidity agreement.

• The maximum number of shares that may be acquired pursuant to this authorisation shall not exceed 10% of the issued share capital as of the date of this Shareholders’ Meeting (e.g. 54,894,302 shares as of December 31, 2011).

• The maximum purchase price is set at € 75. However, if all or some of the shares acquired pursuant to these conditions are intended to grant stock options, pursuant to articles L. 225-177 et seq. of the French Commercial Code, the selling price of the shares in question will be determined in accordance with the legal provisions governing stock options.

• As a result of the limits above, share buybacks may not exceed a maximum amount of € 4,117,072,650.

• The shares may be acquired, disposed, exchanged or transferred at any time, except when there is a public offering on Schneider Electric SA securities, in compliance with current legislation. This may be done by any appropriate method on the market, over the counter, or by any means including through block acquisitions or disposals, the use of put or call options or the use of any derivative financial instrument.

• Shares acquired may also be cancelled, subject to compliance with the provisions of articles L. 225-204 and L. 225-205 of the French Commercial Code and in accordance with the twenty-fourth resolution adopted by the General Meeting of April 21, 2011.

• The Management Board may adjust the price(s) set above to take into account the effect of any of the following: (i) an issue of bonus shares or increase in the par value of existing shares paid up by capitalising reserves or earnings, (ii) a stock-split or reverse stock-split, or (iii) more generally, any transaction affecting equity, to account for the impact of such transactions on the share price. Said adjustment will be determined by multiplying the price by the ratio between the number of shares outstanding before and after the transaction.

• The Management Board shall have full authorisation to implement this resolution, directly or through a representative.

• This authorisation will expire at the end of a period of 18 months from the date of this Meeting.
EXTRAORDINARY MEETING

■ SEVENTEENTH RESOLUTION

(Capital increase reserved for a class of beneficiaries: for employees of non-French Group companies, either directly or through entities acting on their behalf)

The Shareholders’ Meeting, acting with the quorum and majority requirements for extraordinary meetings, having considered the report of the Management Board and the special report of the Statutory Auditors, pursuant to Articles L. 225-129-2 and L. 225-138 of the French Commercial Code:

1. delegates to the Management Board, with authority to delegate the powers necessary to effect the increase in one or more stages, at the times it shall set and in the proportions it shall determine, the share capital, within the limits of a maximum of 1% of capital at the date of this Shareholders’ Meeting, by issuing shares or securities granting access to Company capital that confer the same rights as existing shares, and such issue will be reserved for persons who meet the requirements of the category defined below, with the understanding that (i) the ceiling of 1% of capital set above will be applied to the 2% ceiling set in the Twenty-second Resolution adopted by the Shareholders’ Meeting of April 21, 2011, but is instead autonomous and separate from the ceilings in the Fourteenth and Sixteenth Resolutions adopted by Shareholders’ Meeting of April 21, 2011, (ii) that this resolution cannot be used until August 1, 2012;

2. decides to waive the pre-emptive subscription rights of shareholders to the shares or other securities granting access to capital issued pursuant to this resolution and to reserve the right to subscribe to one and/or the other class of beneficiaries who meet the following characteristics: (i) employees and corporate officers of Schneider Electric Group companies related to the Company under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code that have their headquarters outside France, (ii) and/or mutual funds or other entities, whether or not they have legal personality, employee shareholdings invested in securities of a company whose unitholders or shareholders are the persons mentioned in (i) of this paragraph; (iii) and/or any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of implementation of an employee shareholding or savings plan for the benefit of the persons mentioned in (i) of this subsection insofar as the use of subscription of the person authorised under this resolution would allow employees of subsidiaries located abroad to benefit from share ownership or equivalent employee savings plans in terms of economic benefit to those enjoyed by other employees of the Group;

3. decides that the unit price of the shares to be issued pursuant to this resolution shall be fixed by the Management Board on the basis of the share price of the Company on the NYSE Euronext regulated market in Paris; the issue price will be determined at the discretion of the Management Board on the basis of either (i) the first or last trading price of the shares of the Company during the trading session the day of the decision of the Management Board fixing the issue price or (ii) the average opening or closing prices of the shares of the Company during the 20 trading days preceding the date of the decision of the Management Board fixing the issue price under this resolution or fixing the issue price under the Twenty-Second Resolution adopted by the Shareholders’ Meeting on April 21, 2011; the Management Board may fix the issue price by applying a maximum discount of 20% to the share
price of the Company shares determined by either of the methods described in (i) and (ii) of this paragraph, the percentage of this discount applied to the share price of the Company will be determined by the relevant Management Board, including legal, regulatory and tax provisions of foreign law applicable, as the case may be, to any persons who are beneficiaries of the issue;

4. decides that the Management Board shall have all powers, under the conditions provided by law and within the limits set above, to implement this delegation and determine the list of beneficiaries within the categories established by this resolution and the number of securities to be offered to each of them, provided that the Management Board may decide that the capital increase will be realised for the amounts subscribed, provided that at least 75% of the shares or other securities granting access to capital offered have been subscribed, and in particular:

– define the characteristics of the securities to be issued, setting the issue price, dates, times, terms and conditions of subscription, payment, delivery and possession of shares and securities, within legal or regulatory limits;

– note the capital increase, issue shares and other securities granting access to capital, amend the corresponding bylaws;

– and, more generally, enter into any agreement, in particular for achieving the successful completion of the proposed issues, take any measures and carry out all formalities for the issue, trading and servicing of the securities issued by virtue of this delegation and the exercise of the rights attached thereto, and generally do whatever is necessary;

5. decides that this delegation shall nullify as of July 31, 2012 the authorisation given by the Shareholders’ Meeting of April 21, 2011 in its twenty-third resolution for its amounts not used by the Management Board.

The delegation conferred by this resolution shall be valid for a period of 18 months from this Shareholders’ Meeting.

■ EIGHTEENTH RESOLUTION

(Powers for formalities)

The Shareholders’ Meeting gives full powers to the bearer of a copy or excerpts of the minutes stating these resolutions to accomplish all legal and administrative formalities.
Request for information

Ordinary and extraordinary Meeting of May 3rd, 2012
SCHNEIDER ELECTRIC SA

I, the undersigned:
Surname (or company name): ________________________________
Forename: ____________________________________________
Address: _____________________________________________
Town / City: ___________________________________________
Postal Code: ____________________________
Country: ________________________________

Owner of ______ Schneider Electric SA registered shares

Owner of ______ Schneider Electric SA bearer shares,
attached a copy of the shareholding certificate ("attestation de participation") issued by your intermediary

Hereby request that I be sent the documents and information relating to the Ordinary and Extraordinary General Meeting to be held on May 3rd, 2012,
as specified in article R.225-83 of the French Commercial Code

Place of signature ______________ date of signature _____________ 2012

Signature

Notice: In accordance with article R.225-83 of the French Commercial Code, owners of shares may, by a single request, have the Company send them the documents and information specified in articles R.225-81 and R.225-83 of the French Commercial Code in advance of all subsequent general meetings.

Shareholders wishing to take advantage of this option must indicate on this request form that they wish to do so.