NOTICE OF MEETING

Combined Ordinary and Extraordinary Annual Meeting
Of April 25, 2013
To be held at 3:00 p.m. at

Salle Léonard de Vinci
92800 CNIT PARIS LA DEFENSE
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NB: the request of r the admission card if on the attached form.
The shareholders of Schneider Electric SA are hereby called to meeting on April 25, 2013.
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 34-54.

Agenda

Ordinary General Meeting:

• Reports of the Management Board, the Supervisory Board, and the Statutory Auditors on the financial statements the financial year ended on December 31, 2012.
• Approval of the 2012 Parent Company Financial Statements.
• Approval of the 2012 Consolidated Financial Statements.
• Allocation of Net Income for the Financial Year and Declaration of a Dividend.
• Approval of Agreements with Related Parties in 2012 Relating to the Top Hat Defined Pension Plan Applicable to Members of the Management Board and to the Chairman of the Supervisory Board.
• Approval of an Amendment to the Status of Mr. Jean-Pascal Tricoire.
• Re-Election of a Member of the Supervisory Board: Mr. Gérard de La Martinière.
• Authority Granted to the Management Board to Buy Back Shares of the Company – Maximum Purchase Price per Share EUR75.

Extraordinary General Meeting:

• Change in Form of Governance and Management of the Company by Adoption of a Board of Directors.
• Further to the (i) 22nd Resolution approved at the Extraordinary General Shareholders’ Meeting held on April 21, 2011 (Capital Increase Reserved to Employees Participating in a Company Investment Plan without the shareholders’ preferential subscription right) and (ii) the 17th Resolution approved at the Extraordinary General Shareholders’ Meeting held on May 3, 2012 (Capital Increase Reserved to a Class of Beneficiaries: in favor of employees of foreign companies of the Group, either directly or via entities acting on behalf thereof, without the shareholders’ preferential subscription right) granted to the Management Board to inure to the benefit of the Board of Directors.
• Authority to the Board of Directors (i) to increase the share capital by an amount up to EUR800 million of nominal, or paid-in, capital by issuing ordinary shares or any securities carrying the right to acquire shares, with the shareholders’ preferential subscription right, or (ii) to issue securities providing for the attribution of debt securities, with the shareholders’ preferential subscription right.
• Authority to the Board of Directors to increase the share capital by capitalizing reserves, earnings, premiums, or other amounts for which capitalization may be allowed.
• Authority to the Board of Directors (i) to increase the share capital up to a limit of EUR220 million in nominal, or paid-in capital, amount by issuing ordinary shares of any and all securities carrying the right to acquire shares of the Company or any of the subsidiaries thereof, without the shareholders’ preferential subscription right, or (ii) to issue securities providing for the attribution of debt securities, in both cases through a public offering, without the shareholders’ preferential subscription right. This authorization may be used to pay for contributions of securities in connection with a public exchange offer initiated by the Company.
• Authorization to the Board of Directors to increase the amount of the initial issue, as approved pursuant to the Tenth and Twelfth Resolutions, respectively, with or without the shareholders’ preferential subscription right.

• Authorization to the Board of Directors to increase the share capital within a limit of 9.9% of the share capital for the purpose of paying for contributions in kind.

• Authorization to the Board of Directors to undertake, through an offering as set forth in II of Article L.411-2 of the Monetary and Financial Code, without the shareholders’ preferential subscription right, (i) a capital increase up to a limit of EUR110 million in nominal, or paid-in capital, amount (i.e., for illustrative purposes, 4.95% of the share capital) by issuing ordinary shares or any and all securities carrying the right to acquire shares of the Company or any of its subsidiaries the issue price of which shall be decided by the Board of Directors in accordance with terms and conditions determined at a General Shareholders’ Meeting, or (ii) issuing securities providing for the attribution of debt securities.

• Authorization to the Board of Directors to make grants of free shares (on the basis of existing shares or shares to be issued) to officers and employees of the Company or of companies affiliated therewith, subject to performance conditions, as the case may be, up to a limit of 1.8% of the share capital, without the shareholders’ preferential subscription right.

• Authorization to the Board of Directors to grant to officers and employees of the Company or of companies affiliated therewith options to subscribe for or to purchase shares up to a limit of 0.5% of the share capital, without the shareholders’ preferential subscription right.

• Authorization to the Board of Directors to undertake capital increases reserved to participants in a Company Investment Plan up to a limit of 2% of the share capital, without the shareholders’ preferential subscription right.

• Authorization to the Board of Directors to undertake capital increases reserved to a class of beneficiaries or recipients: in favor of employees of foreign companies of the Group, either directly, or via entities acting on behalf thereof to offer to employees of foreign companies of the Group benefits comparable to those offered to participants in the Company Investment Plan up to a limit of 1% of the share capital, without the shareholders’ preferential subscription right.

• Authorization to the Board of Directors to cancel shares of the Company, if any, bought back, up to a maximum of 10% of the share capital, on the terms and conditions approved at the General Shareholders’ Meeting.

Ordinary General Meeting:
• Election of Mr. Jean-Pascal Tricoire as a Director,
• Election of Mr. Henri Lachmann as a Director,
• Election of Mr. Léo Apotheker as a Director,
• Election of Ms. Betsy Atkins as a Director,
• Election of Mr. Gérard de La Martinière as a Director,
• Election of Mr. Xavier Fontanet as a Director,
• Election of Mr. Noël Forgeard as a Director,
• Election of Mr. Antoine Gosset-Grainville as a Director,
• Election of Mr. Willy R. Kissling as a Director,
• Election of Ms. Cathy Kopp as a Director,
• Election of Ms. Dominique Sénéquier as a Director,
• Election of Mr. G. Richard Thoman as a Director,
• Election of Mr. Serge Weinberg as a Director,
• Election of a Director representing Employee Shareholders,
• Determination of the Amount of Directors’ Fees to be Awarded to the Board of Directors,
• Authority for 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 22, 2013.

b) Shareholders owning bearer shares must be registered by midnight, Paris time, on the third working day before the meeting, i.e. April 22, 2013. 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 (“single 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, service des assemblées, Immeuble GMP – Europe, 9 rue du Débarcadère – 93761 PATIN CEDEX to be received by the bank at least six days before the date of the meeting.

PROCEDURES

If you wish to attend the meeting:

Application for an admission card:

You must apply for the admission card that you will need to be able to attend the meeting and vote in it (*). You can obtain the card:

– by post. Return the form attached after checking box A, and dating and signing it at the bottom (See opposite).

– by electronic means:

• If you are a registered shareholder, log into the secured Votaccess platform that you can access via the Planetshares site, whose address is as follows: https://planetshares.bnpparibas.com. If you are a pure registered shareholder, use your usual access codes for logging in. If you are an administered registered shareholder, you will find your Login ID for accessing the Planetshares site in your letter of invitation to the meeting. If you do not have your Login ID and/or your password, please contact 0 800 004 120 (toll-free line). Once you have connected, follow the instructions given on the screen to access the VOTACCESS site for applying for your admission card.

• If you are a shareholder possessing bearer shares, check whether your authorized intermediary is connected to VOTACCESS or not and, if so, whether access is subject to any specific conditions of use.

If the authorized intermediary is connected to the VOTACCESS site, you must identify yourself on its portal with your usual access codes. The, you must click on the icon on the line that corresponds to the Schneider Electric SA shares that you hold and follow the instructions given on the screen to access VOTACCESS and apply for an admission card.
Entry to the meeting

To ensure that the meeting proceeds as planned, we ask you to:

1. Present your admission card and sign the attendance sheet at the registration desk starting at 14:00 p.m.

2. Only enter the meeting room 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 single vote form attached

If you wish to make use of one of the above three possibilities by means of the attached single vote form, you must:

- 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 your 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. 22 April 2013.

(B) Online:

If you wish to make use of one of the above three possibilities via Internet, you must connect up with the VOTACCESS site.

The VOTACCESS site will be open as from Thursday, April 4, 2013.

The possibility of voting by Internet prior to the general meeting will end on the day before the meeting, i.e. April 24, 2013 at 3:00 pm (CET).

However, to avoid overloading the VOTACCESS site, shareholders are advised not to wait until the day before the meeting for submitting their votes.
To access the VOTACCESS site, you must:

- If you are a **registered shareholder** connect up with the secured Votaccess platform via the Planetshares site, whose address is as follows: https://planetshares.bnpparibas.com. If you are a **pure registered shareholder**, use your usual access codes for logging in. If you are an **administered registered shareholder**, you will find your Login ID for accessing the Planetshares site in your letter of invitation to the meeting. If ever you do not have your Login ID and/or its password, please contact 0 800 004 120 (toll-free line).

Once you are logged in, follow the instructions on the screen to access the VOTACCESS site for voting, designating or revoking a proxy or appointing the Chairman as proxy.

- If you are a shareholder possessing bearer shares, check whether your authorized intermediary is connected to VOTACCESS or not and, if so, whether access is subject to any specific conditions of use.

If the authorized intermediary is connected to the VOTACCESS site, you must identify yourself on its portal with your usual access codes. Then, you must click on the icon on the line that corresponds to the Schneider Electric SA shares that you hold and follow the instructions given on the screen to access VOTACCESS for voting, designating or revoking a proxy or appointing the Chairman as proxy.

If your authorized intermediary is not connected to the VOTACCESS site, you may still notify the designation of revocation of a proxy by electronic means in compliance with the measures set forth in Article R.225-79 of the Commercial Code. In this case, you must:

(i) Send an e-mail to paris.bp2s.france.cts.mandats@bnpparibas.com. This e-mail must contain the following information: The name of the Company concerned (Schneider Electric SA), the date of the meeting (April 25, 2013), the name, forename, address, and bank references of the principal together with the name, forename and, if possible, the address of the proxy;

(ii) Request the financial authorized intermediary that handles your 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.

So that proxy designations or revocations sent by electronic mail can be taken into account validly, confirmations must be received on the day before the meeting at the latest, i.e. **April 24, 2013**, at 3.00 pm (CET).

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.


The Management Board
HOW TO FILL OUT YOUR FORM

- 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 February 20, 2013)

Chairman of the Supervisory Board

Mr. Henri Lachmann

Age: 74
Business address: Schneider Electric 35, rue Joseph Monier – 92500 Rueil-Malmaison - France
93,202 (1) Schneider Electric SA shares
First appointed: 1996/Term ends: 2014

Directorships and other functions

• Currently:
  Chairman of the Supervisory Board of Schneider Electric SA

– Other directorships or functions at a listed company:
  Member of the Supervisory Board of Vivendi; member of the Supervisory Board of Groupe Norbert Dentressangle; Director of Carmat; non-voting member of Fimalac;

– Other directorships and functions:
  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 Telémique; 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). Director of the Steering Committee of Proxinvest.

• Previous directorships and functions held in the past five years:
  Vice-Chairman of the Supervisory Board of Vivendi; member of the Supervisory Board of AXA and AXA Assurances IARD Mutuelle; 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.

Vice-Chairman of the Supervisory Board

Mr. Léo Apotheker *

Age: 59
Business address: Flat A, 15 Eaton Square, London SW1W 9DD - England
1,538 Schneider Electric SA shares

Note: bold indicates the names of companies whose securities are listed on a regulated market.
(1) Directly or through the FCPE.
* Member of the Supervisory Board independent within the meaning of the Code of Corporate Governance for listed companies AFEP / MEDEF.
Directorships and other functions

- Currently:
  Vice-Chairman of the Supervisory Board of Schneider Electric SA;
- Other directorships at a listed company:
  Member of the Supervisory Board of Stéria
- Other directorships or functions:
  Chairman of the Board of Directors of KMS A.S (Denmark) Director of New E.A (USA) and Intelius (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.

Ms. Betsy Atkins*

Age: 59
Business address: BAJACORP 10 Edgewater Drive, Ste 10A – Coral Gables, FL 33133
1,000 Schneider Electric SA shares
First appointed: 2011/Term ends: 2015

Directorships and other functions

- Currently:
  Member of the Supervisory Board of Schneider Electric SA
- Other directorships or functions at a listed company:
  Member of the Board of Directors of Chicos FAS Inc. (USA), Polycom Inc. (USA); member of the SAP Advisory Committee (Germany).
- Other directorships
  Member of Bazaarvoice (USA)
- Previous directorships and functions held in the past five years:
  Director of Towers Watson (USA), Reynolds American (USA), SunPower Corp (USA), Vonage (USA); President and CEO of Clear Standards, Inc. (USA); Chairman of the Board of Directors of Vantrix (Canada)

Experience and qualifications

After graduating from 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.

Note: bol indicates the names of companies whose securities are listed on a regulated market.
* Member of the Supervisory Board independent within the meaning of the Code of Corporate Governance for listed companies AFEP / MEDEF.
Mr. Xavier Fontanet*

Age: 64
Business address: 3 Rue Charles Lamoureux – 75016 Paris - France
1,000 Schneider Electric SA shares
First appointed: 2011/Term ends: 2016

Directorships and other functions

- Currently:
  - Member of the Supervisory Board of Schneider Electric SA;
- Other directorships at a listed company:
  - Director of Essilor, L’Oréal and Crédit Agricole SA
- Other directorships or functions:
  - Associate professor at HEC; member of the Board of Directors of Ansa,

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 École Nationale des Ponts et Chaussées and Massachusetts Institute of Technology, Mr. 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.

Mr. Noël Forgeard *

Age: 66
Business address: ARJIL, 84 Avenue d’Iéna – 75116 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
- Other directorships or functions:
  - Senior Partner at Arjil SAS; member of the Committee of France Galop; Director of the PMU Economic Interest Group; Chairman of Manopi SAS (oceanic research services company).

Experience and qualifications

A graduate of École Polytechnique and École des Mines in Paris, Noël Forgeard began his career in the French civil service before joining Usinor’s subsidiary Compagnie Française 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.

Note: bol indicates the names of companies whose securities are listed on a regulated market.
* Member of the Supervisory Board independent within the meaning of the Code of Corporate Governance for listed companies ARFEP / MEDEF.
Mr. Antoine Gosset-Grainville*

Age: 46
Business address: CDC – 56 Rue de Lille – 75007 Paris - France
1,000 Schneider Electric SA shares
First appointed: 2012/Term ends: 2016

Directorships and other functions
• Currently:
  Member of the Supervisory Board of Schneider Electric SA;
• Other directorships at a listed company:
  Director of CNP Assurances, Compagnie des Alpes, and Icade
• Other directorships or functions:
  Deputy Managing Director of Caisse des Dépôts et Consignations; Director of Fonds Stratégique d’Investissement, La Poste and Véolia-Transdev
• Previous directorships and functions held in the past five years:
  Director of Dexia, Deputy Director in the office of Prime Minister François Fillon from 2007 to March 2010

Experience and qualifications
Mr. Gosset-Grainville, 46, is a graduate of the Institut d’Études Politiques in Paris and holds a DESS post-graduate degree in banking and finance from University Paris IX Dauphine. After graduating from France’s École Nationale d’Administration, he began his career at the Inspection Générale des Finances (1994-1997). Then, he became Deputy General Secretary of the European Monetary Committee and later of the Economic and Financial Committee of the European Union (1997-1999). He was appointed Adviser for Economic and Monetary Affairs in the office of the European Commissioner in charge of Trade (1999-2002). He is a member of the Paris and Brussels Bars, and was a partner at the Brussels office of the Gide Loyrette Nouel law firm (2002-2007) before becoming Deputy Director in the office of Prime Minister François Fillon (2007-2010). He has been Deputy Managing Director of the Caisse des Dépôts et Consignations since May 2010.

Ms. Magali Herbaut

Age: 41
Business address: Schneider Electric Industries SAS Bac de Roda, 52 – Edificio A, 08019 Barcelona, Spain
6,040(1) Schneider Electric SA shares
First appointed: 2012/Term ends: 2016

Directorships and other functions
• Currently:
  Member of the Supervisory Board of Schneider Electric SA;
• Other directorships or functions:
  Member of the Supervisory Board of FCPE Schneider Actionnariat and FCPE Solidaire Schneider Energie, Member of the Board of Directors of the SICAV Schneider Energie Solidaire.
• Previous directorships and functions held in the past five years:
  Member of the Supervisory Board of GFA Castillon

Experience and qualifications
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 in 1996, she joined Schneider Electric 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). She managed the Electrical Wiring activity in the Business Unit LifeSpace for the EMEAS region between 2009 and 2012 and recently expanded her responsibility to the Asia-Pacific and North America region. Ms. Herbaut is a member of the Supervisory Board of the FCPE Schneider Actionnariat.

Note: bol indicates the names of companies whose securities are listed on a regulated market.
(1) Directly or through the FCPE.
* Member of the Supervisory Board independent within the meaning of the Code of Corporate Governance for listed companies AFEP / MEDEF.
Mr. Gérard de La Martinière *

Age: 69
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;

  – Other directorships at a listed company:
    Director of Air Liquide;

  – Other directorships or functions:
    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); Director of Banque d’Orsay; Member of the Supervisory Board of the European Financial Reporting Advisory Group “EFRAG” (an association under Belgian law).

Experience and qualifications

A graduate of École Polytechnique and École Nationale d’Administration, Gérard de La Martinière 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 October 2008.

Mr. Willy R. Kissling *

Age: 68
Business address: Poststrasse nº 4 BP - 8808 Pfaeffikon - Switzerland
4,000 Schneider Electric SA shares
First appointed: December 12, 2001/Term ends: 2014

Directorships and other functions

• Currently:
  Member of the Supervisory Board of Schneider Electric SA

• Previous directorships and functions held in the past five years:
  Member of the Board of Directors of Cleantech Invest AG; 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 payphones. From 1998 to 2005, he was Chairman of the Board of Directors of Oertikon Bührlle Holding AG (since renamed OC Oerlikon Corp.).

Note: bol indicates the names of companies whose securities are listed on a regulated market.
* Member of the Supervisory Board independent within the meaning of the Code of Corporate Governance for listed companies AFEP / MEDEF.
Ms. Cathy Kopp*

Age: 63
Business address: 22, square de l’Alboni – 75016 Paris – France
1,024 Schneider Electric SA shares
First appointed: 2005/Term ends: 2014

Directorships and other functions
• Currently:
  Member of the Supervisory Board of Schneider Electric SA
– Other directorships or functions:
  Director of Dexia; member of the Board of the Fondation SNCF
• Previous directorships and functions held in the past five years:
  Director of Dexia; 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); member of the Haut
  Conseil à l’Intégration.

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 modernizing the labor market in 2007.

Ms. Dominique Sénéquier*

Age: 59
Business address: AXA Private Equity 20, place Vendôme – 75001 Paris - France
1,000 Schneider Electric SA shares
First appointed: 2010/Term ends: 2015

Directorships and other functions
• Currently:
  Member of the Supervisory Board of Schneider Electric SA
– Other directorships or functions at a listed company:
  Non-voting member of the Board of Directors of Groupe Bourbon SA, France,
  Member of the Board of Directors of Compagnie Industriale Riunite s.p.A., Italy,
– Other directorships or functions:
  President and CEO of AXA Investment Managers Private Equity SA, France,
  Member 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,
  Chairman of the Board of Directors of AXA Private Equity Italy s.r.l., Italy,
  Chairman of the Board of Directors, member of the ASF V Committee and of the AESF V Committee
  of AXA Private Equity UK Ltd, UK,
  Chairman of the Board of Directors of AXA Private Equity Switzerland AG, Switzerland,
  Chairman of the Board of Directors of AXA Private Equity Switzerland Holding AG, Switzerland,
  Chairman of the Supervisory Board of AXA Private Equity Eastern Europe GmbH, Austria,
  Chairman, Member of the Board of Directors and of the Coordination Committee of AXA Infrastructure
  Investissement SAS, France,
  Director of Théâtre des Champs Élysées SA, France,
  Manager of SCI 30 rue JACOB, France,
  Chairman of Escouf Properties Corp., USA,
  Member of the Supervisory Board independent within the meaning of the Code of Corporate Governance for listed
  companies AFEP / MEDEF.

Note: bol indicates the names of companies whose securities are listed on a regulated market.

* Member of the Supervisory Board independent within the meaning of the Code of Corporate Governance for listed
companies AFEP / MEDEF.
Member of the United Nations Investments Committee of the UN Pension Fund (international intergovernmental organization), USA,
Member of the Board of Directors of Fondation Valentin Haüy (a charity within the meaning of the 1901 French law), France

• Previous directorships and functions held in the past five years:
  Non-voting member of Schneider Electric SA
  President 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
  Member of the Board of Directors and of the Audit Committee of Hewlett-Packard Company
  Chairman, Member of the Board of Directors and of the Investment Committee of Matignon Développement 1 SAS
  Chairman, Member of the Board of Directors and of the Investment Committee of Matignon Développement 2 SAS
  Chairman, Member of the Board of Directors and of the Investment Committee of Matignon Développement 3 SAS
  Chairman, Member of the Board of Directors and of the Investment Committee of Matignon Développement 4 SAS
  Manager of Vendôme GSG SARL

Experience and qualifications
Ms. 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 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.

Mr. G. Richard Thoman*

Age: 68
Business address: Corporate Perspectives, LLC 485 Park Avenue, New York NY 10022 (USA)
1,000 Schneider Electric SA shares
First appointed: 2007/Term ends: 2014

Directorships and other functions
• Currently:
  Member of the Supervisory Board of Schneider Electric SA;
– Other directorships or functions:
  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.

Note: bol indicates the names of companies whose securities are listed on a regulated market.
* Member of the Supervisory Board independent within the meaning of the Code of Corporate Governance for listed companies AFEP / MEDEF.
• 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.

Mr. Serge Weinberg*

Age: 61
Business address: Weinberg Capital Partners, 20, rue Quentin Bauchart – 75008 Paris – France
1,144 Schneider Electric SA shares
First appointed: 2005/Term ends: 2014

Directorships and other functions

• Currently:
  Member of the Supervisory Board of Schneider Electric SA
  – Other directorships at a listed company:
    Chairman of the Board of Directors for Sanofi
  – Other directorships or functions:
    Chairman of Weinberg Capital Partners, Financière Piasa and Piasa Holding; Director of Piasa, Director of VL Holding, manager of Alret and Maremma; member of the Supervisory Committee of Financière BFSA; Vice-Chairman and Director of Financière Sasa; Permanent representative of Weinberg Capital Partners on the Board of 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 Groupon International (from June 2006 to January 2010); Director of FNAC (from July 1995 to May 2010), Director of Rothschild Concordia SAS (from March 2008 to October 2010), Director of Rothschild & Cie (from June 2005 to October 2010), Director of the Gucci Group (from March 1999 to April 2010), Member of the Supervisory Board of Alfina (from February 2010 to December 2011), Permanent Representative of Weinberg Capital Partners, Director on the Board of Alliance Industrie (from December 2008 to October 2011), Director of Financière Poinsettia (from October 2006 to October 2011)

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 specialized 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.

Note: bol indicates the names of companies whose securities are listed on a regulated market.
* Member of the Supervisory Board independent within the meaning of the Code of Corporate Governance for listed companies AFEPA / MEDEF.
Non-voting member

Mr. Claude Bébéar

Age: 77
Business address: GIE AXA 25, avenue Matignon – 75008 Paris – France
528 Schneider Electric SA shares
First appointed: 2004/Term ends: 2014

Directorships and other functions

• Currently:
  Non-voting member of Schneider Electric SA
  – Other functions at a listed company:
    Non-voting member of Vivendi
  – Other directorships or functions:
    Director of AXA Assurances Vie Mutuelle and AXA Assurances IARD Mutuelle; Chairman of Institut Montaigne and Honorary Chairman of IMS-Entreprendre pour la Cité

• Previous directorships and functions held in the past five years:
  Chairman of the Supervisory Board of AXA; Director of BNP Paribas; Member of the Supervisory Board of Vivendi; Chairman of IMS-Entreprendre pour la Cité

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.

Note: bol indicates the names of companies whose securities are listed on a regulated market.
MANAGEMENT BOARD (as of December 31, 2012)

President and CEO

Mr. Jean-Pascal Tricoire

Age: 49 years old
Business address: Schneider Electric 35, rue Joseph Monier – 92500 Rueil-Malmaison - France
125 064 (!) Schneider Electric SA shares
First appointed: 2006/Term ends: 2015

Directorships and other functions in French and foreign companies
• Currently:
  Chairman of the Management Board of Schneider Electric SA, Chairman and Chief Executive Officer
  of Schneider Electric Industries SAS, Chairman of the Board of Directors of Schneider Electric USA,
  Inc., Chairman of the Board of Directors of SEAP
• Previous directorships and functions held in the past five years: none

Experience and qualifications
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). He held corporate
positions from 1999 to 2001: Director in charge of Strategic Global Accounts and the “Schneider
2000+” strategic plan. 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.

Member of the Management Board

Mr. Emmanuel Babeau

Age: 45 years old
Business address: Schneider Electric 35, rue Joseph Monier – 92500 Rueil-Malmaison - France
11,717 (!) Schneider Electric SA shares
First appointed: 2009/Term ends: 2015

Directorships and other functions in French and foreign companies
• Previous directorships and functions held in the past five years:
  Group Deputy Managing Director in charge of Finance at Pernod Ricard.

Experience and qualifications
Emmanuel Babeau graduated from ESCP and began his career at Arthur Andersen in 1990. In 1993,
he joined the Pernod Ricard group as an internal auditor. He was appointed head of Internal Audit,
the Corporate Treasury center and consolidation in 1996. Mr. Babeau subsequently held several
executive positions at Pernod Ricard, notably outside France, before becoming Vice-President, Develop-
ment 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: bol indicates the names of companies whose securities are listed on a regulated market.
(1) Directly or through the FCPE.
Summary Overview of the Company’s Financial Situation and Business Activity in 2012

• SALES
On December 31, 2012, the consolidated revenue of Schneider Electric totaled EUR23,946 million, an increase of 7.2% at current scope and exchange rates compared to December 31, 2011.
This growth breaks down into an organic decrease of 0.7%, a contribution of acquisitions net of disposals of 3.5% and a positive exchange rate effect of 4.4%.

Organic growth by businesses in the fourth quarter

<table>
<thead>
<tr>
<th>€ million</th>
<th>Sales 12-month 2012</th>
<th>% change 12-month (organic)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Power</td>
<td>8,738</td>
<td>+ 0.5%</td>
</tr>
<tr>
<td>Infrastructure</td>
<td>5,366</td>
<td>- 1.5%</td>
</tr>
<tr>
<td>Industry</td>
<td>4,483</td>
<td>- 3.8%</td>
</tr>
<tr>
<td>IT</td>
<td>3,677</td>
<td>+ 2.7%</td>
</tr>
<tr>
<td>Buildings</td>
<td>1,682</td>
<td>+ 3.1%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>22,387</strong></td>
<td>- 0.7%</td>
</tr>
</tbody>
</table>

• EBITA adjusted
EBITA adjusted corresponds to operating profit before amortization and impairment of purchase accounting intangible assets, before goodwill impairment, before other operating income and expenses and before restructuring costs.
Full year adjusted EBITA increased 10% to €3,515 million, reflecting the solid execution of the Connect company program. The higher profitability, achieved despite negative volume and unfavorable mix, was driven by strong pricing discipline, continuous push for operational efficiency and improving margin of the solution business. As a result, adjusted EBITA margin improved 0.4 point to 14.7% of sales.
The key drivers contributing to the earnings progression were the following:
- Pricing actions undertaken by all businesses continued to yield results, adding €226 million to the full year profit. Raw material price evolution became a tailwind in the second half of 2012, contributing €73 million to earnings, excluding foreign exchange impact. Over a two-year period, total price increases fully covered the raw material inflation.
- Industrial productivity gains were in line with expectations, reaching €289 million despite negative production volume. As in previous quarters, this was primarily the result of purchasing savings, procurement concentration, lean manufacturing and continued industrial footprint rebalancing.
- Support function costs decreased €56 million, excluding scope and currency impact. The support function costs to sales ratio dropped 0.2 point as efficiency gains offset wage inflation and investment for future growth.
- The depreciation of the Euro against most major currencies, in particular the U.S. dollar and the Chinese yuan, added €171 million to the profit.
- Contribution from acquisitions, net of divestments, amounted to €74 million. The benefits of the above drivers were partially offset by the following impacts on profit:
  - Volume decreased 1.7%, reducing profit by €185 million. This reflected the challenging business conditions of some of the Group’s key end markets and regions.
  - Mix impact remained negative at €241 million due primarily to the relative weakness of geographies with higher profitability, the stronger growth of solutions versus products and the costs related to major new product launches in 2012 (including the innovative Acti9 low voltage breaker range and Premset medium voltage switchgear).
  - Production labor inflation reduced profit by €84 million, a level similar to previous year.
In line with the ambition set under the Connect program, the profitability of the solutions business improved. The Group estimates that the adjusted EBITA margin before corporate cost was up by 1 point to about 10% of sales in 2012. Higher selectivity, focused execution on offer simplification, reference designs by end-market segment, solution centers set-up and strong push on services contributed to the improvement.

• ADJUSTED OPERATING MARGIN BY ACTIVITIES
By business, four businesses reported margin progression in 2012. Adjusted EBITA of Power amounted to €1,813 million, or 20.7% of sales, up 0.1 point year-on-year due to sustained pricing and productivity gains, offsetting negative geographical mix and costs related to new product launches. Despite negative growth, Infrastructure reported 13% increase in adjusted EBITA to €575 million, or 10.7% of sales, up 0.3 point year-on-year, reflecting strict cost control and synergies
delivered by acquisition integration. Industry demonstrated strong resilience to negative volume and unfavorable mix, generating an adjusted EBITA of € 823 million, or 18.4% of sales, up 0.8 point thanks to pricing discipline, productivity and good cost control. IT achieved the highest improvement with adjusted EBITA margin up 2.8 points to 19.0% of sales, or € 698 million, helped by positive volume, price actions, productivity gains, and improved solutions profitability. Adjusted EBITA of Buildings was € 107 million, down 2.9 points at 6.4% of sales, reflecting the softness of the construction markets in its key countries and difficulties of the video security activity.

Corporate costs amounted to €501 million or 2.1% of sales, a stable ratio compared to previous year.

• EBITA
EBITA corresponds to operating profit before amortization and impairment of purchase accounting intangible assets and before goodwill impairment.
Reported EBITA reached €3,341 million, after accounting for the above restructuring costs and €10 million of other operating income and expenses.
The intensification of restructuring efforts resulted in total restructuring costs of €164 million, in line with the initiatives outlined under Connect.

• EBIT
Operating income after amortization and impairment of purchase accounting intangible assets and after goodwill impairment (EBIT) increased from EUR2,811 million for the year ended December 31, 2011 to 2,866 million for the year ended December 31, 2012, an increase of 2.0% despite a goodwill impairment on Buildings CGU of EUR250 million before tax effect and an increase of amortization of intangibles linked to business combinations of EUR16 million (EUR224 million on the year ended December 31, 2012 compared to EUR208 million on the year ended December 31, 2011).

• NET PROFIT
The net income adjusted for non-recurring impairment charge reached €2,023 million for the first time, up 12% year-on-year.
The Group share in reported net income reached 1,840 million. This included in particular:
– a non-recurring non-cash charge of €250 million related to the impairment of goodwill in the Buildings business. This charge resulted in a net impact after tax of €183 million, in line with the announcement made in the third quarter sales release.
– amortization and depreciation of intangibles of €224 million, compared with €208 million in 2011.
– financial expenses of €405 million, including the interest component of defined benefit plan costs (for €43 million) and negative currency differences of €21 million.
– income tax of €568 million, corresponding to an effective tax rate of 23.1%. The amount included €67 million of tax credit related to the above mentioned non-recurring charge.

• EPS
The earnings per share reached of €3.73 on an adjusted basis, up 11% compared to previous year.

• OPERATING CASH FLOW/FREE CASH FLOW
Operating cash flow was up 10% year-on-year and reached €2,802 million.
Free cash flow ended up at a record €2,082 million due to strict working capital management and higher inventory efficiency achieved by the implementation of tailored supply chain, one of the key initiatives under the Connect program. Change in trade working capital requirement added €78 million to free cash flow, driven primarily by inventory reduction of 210 million, or 1 point (1) drop in inventories to sales ratio. Non-trade working capital increased by €79 million. The capital expenditures amounted to €719 million in 2012, or 3.0% of sales, which was slightly lower than the amount in 2011.

• FINANCIAL POSITION AND CASH
Schneider Electric’s net debt amounted to €4,395 million (€5,266 million in December 2011) after the dividend payment of €919 million and acquisition spending of €242 million. The net debt-to-equity ratio was low at 26% as of December 31, 2012. The Group’s net debt to adjusted EBITDA ratio was down from 1.4x to 1.1x in 2012 (based on an adjusted EBITDA at the record high of €4,155 million).

• OUTLOOK 2013
Schneider Electric expects the economic environment to remain mixed in 2013 with continued challenges in Western Europe, opportunities for acceleration in the new economies and a slow recovery in North America.
Based on current market conditions, the Group targets a low-single digit organic growth in sales and a stable to slightly up adjusted EBITA margin for the year 2013.
## FIVE-YEAR FINANCIAL SUMMARY

### CAPITAL AND POTENTIAL CAPITAL AT DECEMBER 31

<table>
<thead>
<tr>
<th></th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Capital stock (in thousands of Euros)</td>
<td>1,979,405</td>
<td>2,102,016</td>
<td>2,175,672</td>
<td>2,195,772</td>
<td>2,221,668</td>
</tr>
<tr>
<td>Shares in issue</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Convertible bonds in issue (in thousands)</td>
<td>247,425,629*</td>
<td>262,752,025*</td>
<td>271,959,090*</td>
<td>548,943,024</td>
<td>555,417,014</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 exercice or rights</td>
<td>9,183*</td>
<td>9,860*</td>
<td>7,478*</td>
<td>15,556</td>
<td>11,313</td>
</tr>
</tbody>
</table>

### RESULTAT OF OPERATIONS

(in thousands of Euros)

<table>
<thead>
<tr>
<th></th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales net of VAT</td>
<td>1,906</td>
<td>2,419</td>
<td>2,225</td>
<td>215</td>
<td>695</td>
</tr>
<tr>
<td>Investment revenue, interest income and other revenue</td>
<td>1,623,715</td>
<td>723,928</td>
<td>833,865</td>
<td>1,652,422</td>
<td>533,420</td>
</tr>
<tr>
<td>Income before tax, depreciation, amortization and provisions</td>
<td>1,087,409</td>
<td>393,238</td>
<td>506,204</td>
<td>1,345,453</td>
<td>170,417</td>
</tr>
<tr>
<td>Income tax</td>
<td>10,883</td>
<td>13,244</td>
<td>9,922</td>
<td>168,347</td>
<td>42,875</td>
</tr>
<tr>
<td>Net income</td>
<td>1,147,592</td>
<td>475,753</td>
<td>702,982</td>
<td>2,603,738</td>
<td>225,115</td>
</tr>
<tr>
<td>Dividends paid excluding précompte equalization tax and tax credit</td>
<td>853,618</td>
<td>538,642</td>
<td>870,269</td>
<td>933,203</td>
<td>1,038,630</td>
</tr>
</tbody>
</table>

### PER SHARE DATA

(in Euros)

<table>
<thead>
<tr>
<th></th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net income before depreciation, amortization ans provisions</td>
<td>4.72*</td>
<td>1.71*</td>
<td>2.62*</td>
<td>4.79</td>
<td>0.50</td>
</tr>
<tr>
<td>Earnings per share</td>
<td>4.64*</td>
<td>1.81*</td>
<td>2.58*</td>
<td>4.74</td>
<td>0.41</td>
</tr>
<tr>
<td>Dividend per share, net of tax credit</td>
<td>3.45*</td>
<td>2.05*</td>
<td>3.20*</td>
<td>1.70</td>
<td>1.87</td>
</tr>
</tbody>
</table>

### EMPLOYEES

<table>
<thead>
<tr>
<th></th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Average number of employees during the year</td>
<td>1</td>
<td>2</td>
<td>2</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td>Total payroll for the year (in thousands of Euros)</td>
<td>4,376</td>
<td>3,859</td>
<td>4,262</td>
<td>4,549</td>
<td>1,641</td>
</tr>
<tr>
<td>Total employee benefits paid over the year (payroll taxes, other benefits) (in thousands of Euros)</td>
<td>1,374</td>
<td>2,004</td>
<td>3,936</td>
<td>1,170</td>
<td>1,963</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 April, 25, 2013.
* Not adjusted for two-for-one share on September 2nd, 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 the regulated agreements and renew the term of a member of the Supervisory Board
(III) approve the new governance structure defined by the Supervisory Board and appoint the members of the Board of Directors
(IV) renew the financial authorizations related to the purchase and cancellation by the Company of its own shares as well as a capital increase with or without pre-emptive subscription rights
(V) renew the financial authorizations for employees (bonus/performance shares, stock options, capital increases reserved for 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’s parent company and consolidated financial statements, respectively. Schneider Electric SA’s net profit was EUR 225 million. The Group’s consolidated net profit was EUR 1,840 million and the net income adjusted for the exceptional charge for goodwill impairment was EUR 3.73 per share.

The third resolution calls for the allocation of distributable income and the payment of a dividend of EUR 1.87 per share. This dividend is an increase of 10% over the dividend paid in 2012. It represents a payout ratio of approximately 50% of the Group share of net income adjusted for the exceptional charge for goodwill impairment, which amounted to EUR 183 million.

The dividend payment will total EUR 1,039,300,000; the remaining profit available for distribution in euros will be allocated to retained earnings.

The dividend will be paid on May 7, 2013.

For individual shareholders who pay income tax in France, a social security tax of 15.5% will be charged on the gross dividend.

Article 9, I, B of the Finance Act 2013 has removed the option for standard deduction. Consequently, dividends must necessarily be subject to a progressive scale of income tax rates.

After applying a 40% (uncapped) allowance, only 60% of the amount of the dividend will be included in taxable income, less the amount of deductible expenses and charges including deductible social security contributions.

The full dividend will be eligible for the 40% allowance. No amounts eligible or not eligible for the 40% deduction provided for in Article 158-3-2 of the French Tax Code will be distributed, other than the dividend described above.

Furthermore, Article 9, I, B Finance Act 2013 introduced a non-mandatory withholding tax of 21%. This withholding will constitute a prepayment on 2013 income taxes due in 2014. If it exceeds the tax due, the excess shall be refunded.

However, persons belonging to a household, with an income tax benchmarked for 2011 which is less than € 50,000 for single, divorced or widowed taxpayers and € 75,000 for taxpayers subject to joint taxation may apply to be exempt from this levy.

To this end, they shall, on their responsibility, prepare their application for exemption by producing, to the persons who ensure payment of it, a sworn statement indicating that their income tax listed on the notice of assessment established as income in the penultimate year preceding the payment of income, is below the thresholds listed above.
For dividends to be received in 2013, the application must be made no later than March 31, 2013 on the basis of income tax benchmarked for 2011. For dividends to be received in 2014, the application for exemption must be prepared no later than December 31, 2013 on the basis of income tax benchmarked for 2012.

II. Regulated agreements (4th and 5th resolutions) and renewal of the term of a member of the Supervisory Board (6th resolution)

In the fourth resolution, you are asked to approve two agreements relating to the top-hat pension plan with defined benefits - article 39 – for French Senior Management of the Group. The agreements are respectively:
– the date of entry into force of the new top-hat pension plan with defined benefits – article 39, approved by the Shareholders’ Meeting of May 3, 2012;
– the outsourcing of the current top-hat pension plan with defined benefits – article 39.

Modification of the date of entry into force of the new article 39 plan

Please note that the Management Board agreed to comply with the recommendations of the AFEP/MEDEF Business Governance Code with regards to the article 39 pension plan for Group managers who are subject to French social security plans. Consequently, it has been decided to implement the new article 39 plan that will eventually replace the current article 39 plan. This new article 39 plan makes a provision for linking the vesting period to length of service in the Company, a provision that does not exist in the current article 39 plan.

This new article 39 plan, which benefits the members of the Management Board, was approved under the terms of the regulated agreements, by the Shareholders’ Meeting of May 3, 2012. In accordance with the regulations, this plan has been outsourced. An insurance contract for defined benefit company pensions (Article L. 137-1 of the Social Security code) was signed on February 23, 2012, with the date of entry into force of July 1, 2012. This contract was approved at the Shareholders’ Meeting of May 3, 2012.

Under the terms of the regulated agreements, the Management Board, whose members indirectly benefit, decided to move forward the date of entry into force of the new article 39 plan from July 1, 2012 to April 30, 2012 in order to coincide with the outsourcing of the current and previous article 39 plans.

Outsourcing of current and past article 39 plans

The Management Board decided to outsource commitments under the current article 39 plan, which supports 36 retirees, including the Chairman of the Supervisory Board, 10 employees, including members of the Management Board, as well as previous article 39 plans: the ex-SPEP plan (1 retiree), the ex-CAVICA plan (6 retirees).

The contract for outsourcing with AXA France Vie was authorized on May 3, 2012, under the terms of regulated agreements; the Chairman of the Supervisory Board and members of the Management Board benefit directly or indirectly.

The nature of the contract’s guarantees and the implementation and operation methods were defined in accordance with legislative and regulatory provisions.

You are asked to approve these two agreements: one to move up the date of outsourcing the new article 39 plan by two months to April 30 and one to outsource the current article 39 plan starting on April 30.

In the fifth resolution, you are asked to approve the renewal of certain elements concerning the status of Jean-Pascal Tricoire approved by the Shareholders’ Meeting of May 3, 2012 in accordance with the provisions of the TEPA Act. This amendment strengthens the demanding conditions under which Mr. Tricoire can benefit from severance pay in the event of a forced termination.

Please note that under this agreement, Jean-Pascal Tricoire:
1) benefits from:
   - the supplementary cover available to the Group’s French senior executives for health, incapacity, disability and death;
   - the Schneider Electric SA and Schneider Electric Industries SAS employee benefit plan, which offers health, incapacity, disability and death cover;
• the modified top-hat pension plan for the Schneider Group’s French senior executives described above.

2º) is entitled to compensation in the event of termination, capped at 24 months of his target remuneration taking into account compensation provided for in the non-compete agreement described above and provided that he resigns, is terminated or is not reappointed following a material change in Schneider Electric’s shareholder structure or a reorientation of the strategy pursued and promoted by him until that time. The amount due will be subject to the following performance criteria:

- if the arithmetical average of the rate of achievement of Group objectives that determine Jean-Pascal Tricoire’s variable remuneration for the past 3 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 Amount;
  - = to 100% of the target: he will receive 100% of the Maximum Amount;
  - between 50% and 100%: he will receive between 75% and 100% of the Maximum Amount calculated on a straight-line basis according to the rate of achievement.

3º) retains forthwith, subject to performance criteria, the benefit of his stock options, stock grants and performance shares granted to him or that will be granted to him, should he leave the Company. The performance criterion depends on the mathematical average of the rate of achievement of Group objectives, which is used to determine the variable portion of Jean-Pascal Tricoire’s remuneration for the three completed financial years preceding his departure, being equal to at least 50% of the target.

4º) is bound by a non-compete requirement that entitles him to compensation.

The Supervisory Board of May 3, 2012, under the terms of the regulated agreements, decided that the involuntary severance pay explained above will not be due if the dismissal or resignation requested of Mr. Tricoire is motivated by serious or gross misconduct according to the criteria adopted by jurisprudence.

The sixth resolution proposes to renew the appointment of Mr. de La Martinière, given the new statutory provisions relating to the age of members of the Board. He will be reappointed for a term of 2 years and not 4. Mr. de La Martinière is Chairman of the audit committee. He is an independent member. His biography is presented on page 14.

III. New governance structure (8th and 20th to 37th resolutions)

In the eighth resolution (Extraordinary Meeting), you are asked to approve the new governance structure.

The Supervisory Board proposes to change the governance structure of the Company to set up a Board of Directors and combine the roles of Chairman and Chief Executive Officer.

If you approve this proposal, the Board will include current members of the Supervisory Board as well as Jean-Pascal Tricoire, the current Chairman of the Management Board, who will then become Chairman and CEO.

This proposal is part of the continued implementation of the succession plan of Henri Lachmann. It is the culmination of over two years of work and reflection undertaken both within the Remunerations, Appointments and Human Resources Committee as well as the Supervisory Board and it involved the Chairman of the Management Board.

It is proposed to return to the single board structure (Board of Directors), which was the structure of governance of Schneider Electric until 2006. The transition to a dual structure (Supervisory Board/Management Board) has been successful in ensuring the succession of the head of the Group’s Senior Management.

However, over the long term, this structure, which relies on two bodies - a Supervisory Board and a Management Board - does not appear entirely appropriate to the situation of Schneider Electric. The French Commercial Code limits the maximum number of members of the Management Board to seven and provides for the collective operation of the Board.

This limit on the number of members of the Management Board is incompatible with the managerial organization implemented by Jean-Pascal Tricoire, which results in a managerial line of more than ten managers, in order to be closer to customers and employees. In addition, to cope with the extreme volatility of the environment, the Board should be extremely responsive. But this ability to respond is
hardly compatible with a cumbersome collective operation. These constraints have so far been circumvented with the introduction of a two-member Management Board, but this solution is not fundamentally satisfactory. Moreover, practice has shown that the two levels of governance, that of the Management Board to which the Executive Committee is attached, and that of the Supervisory Board, do not facilitate close working relationships between the members of the Supervisory Board and the members of Executive Committee.

Returning to the Board of Directors structure will guarantee better responsiveness by the Group’s Senior Management. In addition, it will allow members of the Board of Directors to have a deeper understanding of the business through more direct contact with members of the Executive Committee, and especially since they will have more legal responsibility due to the change in governance.

Beyond the adoption of a new governance structure, it is intended to combine the roles of Chairman and Chief Executive Officer as is the practice of a vast majority of companies in the CAC 40. It brings clarity to the title of the person charged with managing the Group, giving that person the title of Chairman. This clarification is particularly necessary vis-à-vis employees, customers and partners in France and abroad.

This dual responsibility of Chairman and Chief Executive Officer will be entrusted to Jean-Pascal Tricoire, given his achievements and performance as head of the Group since 2006. Since 2006, the revenue of Schneider Electric has increased from EUR 11.7 billion to EUR 24 billion; and the Group share in net income is up from EUR 994 million to EUR 1,840 million.

Jean-Pascal Tricoire, who joined the Group 26 years ago, was appointed Chief Operating Officer by Henri Lachmann at the end of 2003 before being appointed Chairman of the Management Board in 2006. Over these 9 years, the revenue of Schneider Electric has increased by a factor of 2.7, net income by 4.2, and market capitalization by 2.5.

However, to prevent any conflict of interest in the person of the Chairman serving as Chief Executive Officer, strong controls are designed to ensure that the Board is correctly informed and functions properly, so that the Chairman serving as CEO is able to ensure his controlling responsibility over the management of the company.

Strong controls

a) A large majority of independent directors

The Annual General Shareholders’ Meeting proposes to appoint all of the current Supervisory Board members as directors for the remainder of their term, as well as Jean-Pascal Tricoire.

If the Annual General Shareholders’ Meeting approves these appointments, nearly 80% of the Board of Directors will be independent directors and Jean-Pascal Tricoire will be the only executive board member.

Emmanuel Babeau shall be appointed Executive Vice President in charge of Finance.

b) The Vice-Chairman Lead Director

Article 12 of the articles of association obliges the Board of Directors to appoint a Vice-Chairman Lead Director when it decides to combine the roles of Chairman and Chief Executive Officer. The role and missions of the Vice-Chairman will be defined in the internal regulations of the Board of Directors and particularly in the Vice-Chairman’s Charter for independent directors (the provisions of which are taken from the internal regulations). This Charter (see, Annex) gives the independent Vice-Chairman Lead Director the means and powers to ensure that the Board is correctly informed and functions properly. Thus the Vice-Chairman:

– is informed of major events in the life of the Group through regular contact and monthly meetings with the Chairman, as well as through contact that he can have with key executives of Schneider Electric and possible visits to the Group’s entities he can undertake. In addition, he can attend all the meetings of committees of which he is not a member;
– can answer shareholders’ questions or meet them on governance issues when it is considered that he is the most appropriate spokesperson;
– reports to the Chairman on the conclusions of the “executive sessions” (see, below) and provides, in particular, regular feedback on activities of the Board;
– sets the agenda of the Board of Directors with the Chairman;
– chairs the Governance Committee which, based on its evaluation of the functioning of the Boards and that of the CEO, proposes each year to the Board to maintain the combination of the Chairman

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and Chief Executive Officer roles or to separate them and, as needed, makes proposals for a
successor in one or both functions;
– chairs the “executive sessions”, i.e., meetings of the Board of Directors without the presence of
any executive member, namely the CEO and Executive Vice President;
– leads the annual and semi-annual evaluations of the Board of Directors;
– informs the CEO of any conflicts of interest which could be identified;
– reports on his activities during the Annual General Shareholders’ Meeting.

The Vice-Chairman Lead Director will be an independent director. However, the first Vice-Chairman
will be Henri Lachmann until the end of his term as director in 2014. Mr. Lachmann’s mission will
be to ensure a smooth transition in the change of governance and to appoint an independent Vice-
Chairman Lead Director to succeed him.

c) The “executive sessions”
To ensure the proper functioning of the Board, an executive session shall be included on the agenda
of each meeting of the Board of Directors. It will be the duty of the Vice-Chairman, on his own initiative
or at the request of any director, to decide whether the session will be held before or after the meeting
of the Board of Directors. In addition, the Vice-Chairman can convene “executive sessions” between
two meetings of the Board of Directors. The Vice-Chairman shall preside at meetings and report their
findings to the CEO.

d) Creation of 4 committees
To strengthen its role and involvement in the oversight of the Group, the Board will establish four
committees: Audit and Risks, Governance, Remunerations, Human Resources & Corporate Social
Responsibility (CSR), Strategy.

(i) The Audit and Risks Committee, chaired by Mr. Gérard de La Martinière (independent director),
will be the equivalent under the new governance structure of the Audit Committee of the Super-
visory Board. It will have the same missions, the only difference being that it will examine the
accounts in view of their adoption by the Board of Directors, while now it examines them after
their adoption by the Management Board.

(ii) The Governance Committee will be chaired by the Vice-Chairman Lead Director. Its first tasks
will be to ensure the proper functioning of the Board during annual and semi-annual evaluations
and to work on the composition of the Board, including six appointments that will be renewed
in 2014.

(iii) The Remunerations, Human Resources & CSR committee will be chaired by Serge Weinberg
(independent director). In addition to its traditional role in remunerations and performance eval-
uation of managers, the committee will prepare deliberations of the Board of Directors in the area
of important human resources policies and monitor the management of risks related to human
resources, as well as various aspects of the “Social Responsibility” policy of the Group.

(iv) The Strategy Committee will be chaired by Xavier Fontanet (independent director). It will prepare
the work of the Board of Directors on issues related to strategy: major acquisitions, mergers or
divestments projects. It will go into greater depth on certain strategies on behalf of the Board, and
bring its vision and understanding of major trends.

The representatives of the Group with the committees will include the Executive Vice President in
charge of Finance, secretary of the Board, the Human Resources director and the Strategy director.
Board of Directors meetings will be a regular and important forum for exchange between members of
the Board of Directors and members of the Executive Committee of the Group.

e) Limitation of powers
To ensure a robust process for reviewing acquisitions, it is expected that the internal rules of the Board
of Directors limit the powers of the Chairman and CEO in acquisitions or sales to EUR 250 million.
Any acquisition or divestment transaction above this threshold must be authorized by the Board of
Directors after examination of the proposed transaction by the Strategy Committee.

The reversibility of the option
The choice, which will be made by the Board of Directors, to combine the roles of Chairman and
CEO, is fully reversible. Thus, in the internal regulations of the Board of Directors, it will be expected
that when the roles of Chairman and Chief Executive Officer are combined, every year the Board will
deliberate this choice.
In the twenty-first to thirty-seventh resolutions, you are asked, if you have approved the change in the governance structure of the Company, to appoint members of the new Board of Directors.

The Supervisory Board proposes that, in accordance with the conclusions of its Remunerations, Appointments and Human Resources Committee, all Members of the current Supervisory Board be appointed Directors for the remainder of their term, as well as Mr. Jean-Pascal Tricoire. The Board considered it appropriate to ensure the transition of governance before changing its composition. However, the latter will be reviewed in 2014 because, by providing for the appointment of Directors for the remainder of their term as a member of the Supervisory Board, 6 mandates will come up for renewal next year. The following appointments are proposed:

- Mr. Jean-Pascal Tricoire for a term of four years (twenty-first resolution). Mr. Tricoire will be appointed CEO. His biography is presented on page 19;
- Mr. Henri Lachmann for a term of one year (twenty-second resolution). Pursuant to the articles of association, Mr. Lachmann was appointed Vice-President Lead Director with the mission of ensuring a smooth transition in the change of governance and putting in place the independent Lead Director who will succeed him. His biography is presented on page 10;
- Mr. Léo Apotheker for a term of three years, Ms. Betsy Atkins for a term of two years, Mr. Gérard de La Martinière for a term of two years, Mr. Xavier Fontanet for a term of three years, Mr. Noël Forgeard for a term of one year, Mr. Antoine Gosset-Grainville for a term of three years, Mr. Willy R. Kissling for a term of one year, Ms. Cathy Kopp for a term of one year, Ms. Dominique Sénéquier for a term of two years, Mr. G. Richard Thoman for a term of one year, Mr. Serge Weinberg, for a term of one year (twenty-third to thirty-third resolutions). All these people are independent. Their biographies are presented on pages 10 to 18;

As Ms. Magali Herbaut has been appointed to represent employee shareholders in virtue of the provisions relative to representation of the employee shareholders, her successor must be appointed according to the procedure provided for in article 11-c, which stipulates that when employee shareholders hold more than 3% of capital at the end of a financial year, the representative for employee shareholders must be elected by the Annual General Shareholder’s Meeting from a pool of candidates designated by the FCPEs (collective employee shareholding plans) Supervisory Boards investing in Company shares or designated by employee shareholders when their shares are held directly and not via the FCPEs.

The candidates who have been designated are Mr. Claude Briquet, Ms. Magali Herbaut, Mr. Thierry Jacquet and Mr. Jean-Michel Vedrine.

Following the Supervisory Board’s recommendation, the Management Board has agreed to the 35th resolution nominating Magali Herbaut as a director representing employee shareholders. Magali Herbaut’s profile fits the objectives defined by the Supervisory Board in terms of improving gender equity, promoting the next generation, and, taking into account her career within the Group, of bringing in more international experience.

The Management Board therefore invites you to vote solely in favor of the 35th resolution and to refrain from voting on the 34th, 36th, and 37th resolutions.

In addition, the Board of Directors should appoint Claude Bébéar as a non-voting member. His biography is presented on page 18.

The biographies and the mandates of the candidates for the Director duties to represent employee shareholders are given below.

Mr. Claude Briquet (age : 51)
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 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. He is Chairman of the Supervisory Board of FCPE Schneider Actionnariat and of the Supervisory Board of FCPE Schneider France Germany.

Ms. Magali Herbaut (age : 41)
Magali Herbaut graduated from the École 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. This responsibility was extended to the global level in 2013 in the Partner Activity. Ms. Herbaut has been a member of the Supervisory Board of Schneider Electric SA representing the employee shareholders since May 2012. She is also a Member of the Supervisory Board of FCPE Schneider Actionnariat and FCPE Solidaire Schneider Energie, and a Member of the Board of Directors of the SICAV Schneider Energie Solidaire.

Mr. Thierry Jacquet (age : 48)

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 draftsman, 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 Labor) 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. Since 1997, Mr. Jacquet has been a member representing the employees of the Supervisory Boards of the FCPs (mutual funds) of Schneider Electric’s company savings plans (Actionnariat, Diversifié, Sécurité and Inter-Expansion).

Mr. Jean-Michel Vedrine (age : 51)

Jean-Michel Vedrine holds a D.U.T degree in physical measurements from the University of Clermont-Ferrand. He began his career with the Group in 1983 in a research unit at Télémécanique. After 8 years spent researching electrical connectors and plastics, he worked on contact reliability, and from 1996 to 2010 on the validation of new Control products. Since 2010, he also assumed the task of partial validation of new products with Asia. Mr. Vedrine is a member elected by employee shareholders of the Supervisory Board of FCPE Schneider Electric France Germany.

The thirty-eighth resolution proposes to establish the annual amount of the attendance fees to be awarded to the Board of Directors. The current remuneration of the Supervisory Board represents a budget of EUR 1.5 million, which is divided into a remuneration of EUR 500,000 for the Chairman of the Supervisory Board and EUR 1 million in attendance fees awarded to the Supervisory Board and split among its members based on their participation in the meetings of the Board or membership in a committee.

The new governance structure will lead to greater involvement of the members of the Board of Directors and more committees with a greater number of committee meetings. In addition, it appears that the current level of attendance fees makes it more difficult to recruit foreign directors. The level of remuneration in other countries is significantly higher. It is also proposed that the attendance fees be increased to EUR 1.3 million, provided that the Vice-Chairman Lead Director receives remuneration of EUR 300,000 paid in respect of his responsibilities. The total remuneration of the Members of the Board of Directors will thus represent a budget of EUR 1.6 million, an increase of 6.7% over the current budget.

IV. Financial authorizations (resolution 7, 10 to 15 and 20)

Share buybacks and cancellations (resolutions 7 and 20)

The seventh 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. Purchases can result in reducing the capital stock, covering stock option plans, allocating shares to employees or corporate officers, fulfilling obligations related to convertible bonds, making acquisitions, and for market making as part of a liquidity contract. The maximum share purchase price is set at EUR 75 per share. This authorization cannot be acted on during an offer period. Based on the authorization conferred at the 2012 Annual Meeting, the Company carried out no share buybacks.
The twentieth resolution (Extraordinary Meeting) seeks to renew the authorization to cancel shares acquired within the framework of the Company’s buyback program. This authorization, which is given to the Board of Directors for a duration of 24 months, covers 10% of the capital. The Management Board had not made use of the authorization given by the Shareholders’ Meeting of April 21, 2011.

a) The issue of new shares with or without pre-emptive subscription rights

The tenth to fifteenth resolutions (Extraordinary Meeting), the objective for these resolutions is to renew the authorization to increase the share capital, which will soon expire. The Management Board had not made use of the authorizations given by the Shareholders’ Meeting of April 21, 2011.

It is proposed, in accordance with the provisions of the Commercial Code, that the Management Board be delegated the authority to decide to increase the share capital by issuing equity securities or securities giving access to capital, while maintaining or suppressing pre-emptive subscription rights. The maximum amount of capital increase is fixed at EUR 800 million, or 200 million shares with a nominal value of EUR 4 (36% of the capital). Under this proposal:

- the amount of transactions carried out with maintenance of pre-emptive subscription rights is fixed at EUR 800 million, or 200 million shares (36% of the capital) (tenth resolution);
- the maximum amount of transactions carried out with suppression of pre-emptive subscription rights is fixed at EUR 220 million, or 55 million shares (9.9% of the capital). These operations may be:
  - capital increases through a public offering, in which case an obligatory priority period for the shareholders shall be established (twelfth resolution);
  - capital increases in payment for shares in the event of a public exchange offer initiated by the Company (twelfth resolution);
  - capital increases in payment for contributions in kind for securities issued by other companies (fourteenth resolution);
  - capital increases through private placement, in which case the amount of the capital increase may not exceed EUR 110 million or 4.95% of the capital and the issue price of new shares shall be at least equal to the choice of the Board of Directors (fifteenth resolution):
    - (i) the weighted average price quoted for the shares on the NYSE Euronext Paris stock exchange over a maximum period of six months preceding the issue pricing date; or
    - (ii) the average price weighted by volumes on the regulated market of the NYSE Euronext in Paris on the day before the issue price is set; or possibly less, and in both cases, with a maximum discount of 5%.

It is also proposed that the Board of Directors be authorized, while respecting the above limits, to increase the number of shares to be issued as it so decides, within the framework of the eleventh and twelfth resolutions, in case of oversubscription. The supplementary capital increase that may be made within 30 days after the initial subscription period closes may not exceed 15% of the original increase and must be carried out at the same price (thirteenth resolution).

The Board of Directors may also decide to increase the capital by capitalizing reserves or additional paid-in capital (eleventh resolution).

The authorization to carry out capital increases reserved for participants in the Company Savings Plan (eighteenth resolution) will be up to the limits of EUR 800 million and EUR 220 million above.

b) Issue of securities carrying the right to acquire shares in subsidiaries and affiliates

The tenth, twelfth and fifteenth resolutions also allow the Board of Directors to issue securities carrying the right to acquire shares in subsidiaries and affiliates up to limit of a maximum nominal amount of EUR 3 billion. The securities may be issued subject to pre-emptive subscription rights (tenth resolution) or without such rights and either by a public offering (twelfth resolution) or by private placement (fifteenth resolution).
VI. Financial authorizations reserved for employees (bonus shares/performance shares, stock options, capital increases reserved for employees)

a) Bonus shares/performance shares, stock options

The sixteenth and seventeenth resolutions (Extraordinary Meeting) aim to renew in advance the authorizations of April 21, 2011 to award bonus shares/performance shares or stock options to employees and corporate officers of the Company and of related companies within the meaning of Article L.225-180 of the Commercial Code.

These authorizations, by their nature, involve the cancellation of pre-emptive subscription rights of shareholders.

On the basis of the authorization for the allocation of bonus shares/performance shares, your Management Board:

- awarded 2,000,000 shares representing 0.36% of capital as part of the 2012 annual long-term incentive plan, which includes 2,639 beneficiaries;
- proposes to award 2,590,000 shares as part of the 2013 annual long-term incentive plan, which includes 2,800 beneficiaries.

Performance criteria have been imposed or will be imposed on the exercise of 100% of the shares granted to Management Board members and the Executive Committee and 50% of those granted to other beneficiaries. The performance criteria are:

- for 80% of the shares allotted under performance criteria, the average level of adjusted EBITA margin objective, at constant scope, in the range from 13% to 17%, which is the Group's objective through a normal cycle of activity presented in early 2012 as part of the Connect program;
- for 20% of the shares granted subject to performance criteria, an objective of increasing the “Planet & Society Barometer”, which measures the progress of the Group with regard to environmental sustainability and social responsibility across 14 indicators.

Therefore, part of the shares may be cancelled. For example, 100% of the shares subject to performance criteria of the 2008 long-term incentive plan 2010 and 3.2% of the shares subject to performance criteria of the 2011 long-term incentive plan were canceled due to the failure to meet these conditions.

The sixteenth resolution provides for the authorization to grant bonus/performance shares (issued or to be issued).

The new authorization is granted to the Board of Directors for a period of 38 months. The total number of options that may be granted is limited to 1.8% of the capital. Awards to executive officers of the Company shall not exceed 0.03% of the share capital per year. 50% of the shares granted in the framework of the Group's annual long-term incentive plans will be subject to performance criteria, as will 100% of the shares granted to the senior corporate officers and to members of the Executive Committee. These performance criteria are related to an adjusted EBITA target operating margin and the performance of the Planet & Society Barometer, which will be fixed by the Board of Directors. The weighting between these two criteria can vary between 80% and 60% for the adjusted EBITA criterion and 20% and 40% for the social responsibility criterion.

Subject to the achievement of the performance criteria, the shares will be vested in favor of their beneficiaries at the end of a period of more than two years, then a retention period of at least two years or after a vesting period of four years with or without a minimum holding period.

In addition, pursuant to the AFEP/MEDEF corporate governance guidelines, the award of performance shares to senior corporate officers of the Company is subject to an obligation to acquire shares when they become available.

Since the shares that may be so allocated may be shares to be issued, the authorization involves the waiver by shareholders of their pre-emptive right to free shares to be issued.

The seventeenth resolution provides for the authorization to grant stock options or purchase shares that the Management Board does not use.

The new authorization is granted to the Board of Directors for a period of 38 months. The total number of options granted and not yet exercised is limited to 0.5% of the capital. Awards to executive officers of the Company shall not exceed 0.03% of the share capital per year. The options will be awarded without a discount, and the exercise price may not be lower than the average of the opening prices
quoted for the Company’s shares over the twenty trading days preceding the decision to grant the options. The period of validity of the options is fixed at 10 years. 50% of the options granted in the framework of the Group’s annual long-term incentive plans will be subject to performance criteria, as will 100% of the shares granted to the Company’s senior corporate officers and to members of the Executive Committee. These performance criteria are related to an adjusted EBITA target operating margin and the performance of the Planet & Society Barometer, which will be fixed by the Board of Directors. The weighting between these two criteria can vary between 80% and 60% for the adjusted EBITA criterion and 20% and 40% for the social responsibility criterion.

The options that may be granted in this way may be options to subscribe shares. The authorization involves the waiver by shareholders of their pre-emptive subscription rights to shares to be issued upon the exercise of options.

b) Capital increases reserved for employees

The object of the eighteenth resolution (Extraordinary Meeting) is to give the Board of Directors the necessary powers to carry out capital increases reserved for employees participating in the Company Savings Plan, up to the limit of 2% of the share capital. This authorization, which is valid for 26 months, fixes at 20% the maximum amount of the discount that may be granted on the subscription price of the shares offered to employees participating in a Company Savings Plan.

The nineteenth resolution (Extraordinary Meeting) 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. To this end, it aims to authorize the Board of Directors to carry out capital increases reserved to a class of beneficiaries: in this case, employees of non-French Group companies. This authorization will not exceed 1% of the capital. The issues to be carried out will be deducted from the ceiling of 2% of the capital set for the issuance of shares to employees who are members of the Company Savings Plan. The shares may be issued with a maximum discount of 20% over the reference share price. This authorization will be valid for 18 months.

These authorizations supersede those given by the Shareholders’ Meetings of April 21, 2011 and May 3, 2012 for their unused amounts as at June 20, 2013 and August 1, 2013, respectively. It is planned to proceed in June 2013 with capital increases reserved for employees of Schneider Electric, up to a limit of 0.78% of the share capital on the basis of these authorizations. These capital increases will be open to 90% of all Group employees.

All financial authorizations referred to in IV and V above are given to the Board of Directors, subject to the approval of the new governance structure; otherwise they will be given to the Management Board.
Appendix

CHARTER OF THE VICE-CHAIRMAN - LEAD INDEPENDENT DIRECTOR

1. The board of directors may appoint a vice-chairman. The vice-chairman shall be appointed for a period that may not be any longer than his term of office as a director. The vice-chairman is eligible for re-election. The vice-chairman may be removed from office by the board of directors at any time by a majority vote.

2. The vice-chairman shall preside over board meetings in the absence of the chairman. The vice-chairman shall be called upon to replace the chairman of the board of directors in the event of any temporary inability of the latter to fulfill his functions or his death. In the event of the chairman’s inability to fulfill his functions, he will be replaced by the vice-chairman as long as his inability may last and, in the case of his death, until the election of a new chairman.

3. In exception to 1 above, and in compliance with Article 12.2 of the articles of association, the appointment of a vice-chairman is compulsory if the roles of chairman and CEO are combined. In this case, the vice-chairman also takes on the role of lead independent director. In this respect:
   - The vice-chairman is kept informed of major events in Group life through regular contacts and monthly meetings with the chairman serving as CEO.
   - The vice-chairman is consulted by the chairman serving as CEO on the agenda and the sequence of events for every board meeting as well as on the schedule for board meetings.
   - The vice-chairman may convene executive sessions with non-executive members of the board of directors, over which he will preside. An executive session shall be included on the agenda of every board meeting. It is the vice-chairman’s responsibility to decide whether it should be held or not. It is therefore held as decided by the vice-chairman, either directly before or after each board meeting. In addition, the vice-chairman may convene an executive session between two board meetings. Any director may ask the vice-chairman to convene an executive session.
   - The vice-chairman shall promptly report to the chairman serving as CEO on the conclusions of executive sessions.
   - The vice-chairman shall draw the attention of the chairman of the board of directors to any possible conflicts of interest that he may have identified.
   - The vice-chairman is chairman of the Governance Committee.
   - Like any other member of the board, the vice-chairman may attend any meetings of committees of which he is not a member.
   - In order to complement his knowledge, the vice-chairman may meet the Group’s leading managers and visit company sites.
   - The vice-chairman carries out annual and biennial assessments of the board of directors and, in this context, assesses the actual contribution of every member of the board to the board’s works.
   - The vice-chairman shall report on his actions at annual general shareholders meetings.
   - The vice-chairman shall meet any shareholder who wishes so and inform the board of their concerns on governance matters.

4. The vice-chairman lead director must be an independent member of the board, as defined in the criteria published by the company. As a transitional measure, Article 12.2 of the articles of association provides for the first vice-chairman lead director to be the former chairman of the supervisory board for the remaining duration of his term of office.
RESOLUTIONS

ORDINARY MEETING

FIRST RESOLUTION
(Approval of the 2012 Parent Company Financial Statements)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, having heard the Report of the Management Board, noting the Supervisory Board’s comments on the Management Board’s Report and on the company financial statements of the Company and the Report of the Statutory Auditors, hereby resolve to approve the company financial statements for financial year 2012, as presented thereto, as well as the transactions reflected in such financial statements, or summarized in such Reports and showing net income of EUR225,115,148.73.

SECOND RESOLUTION
(Approval of the 2012 Consolidated Financial Statements)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, having heard the Report of the Management Board, noting the Supervisory Board’s comments on the Management Board’s Report and on the Company’s Consolidated Financial Statements and the Report of the Statutory Auditors, hereby resolve to approve the Consolidated Financial Statements for financial year 2012, as presented thereto, as well as the transactions reflected in such financial statements, or summarized in such Reports.

THIRD RESOLUTION
(Allocation of Net Income for the Financial Year and Declaration of a Dividend)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, on the recommendation of the Management Board, hereby resolve to allocate distributable net income for financial year 2012, on the basis of 555,774,434 shares outstanding as of 31 January 2013, in light of:

(i) retained earnings from the previous financial year of €1,779,581,154.11;
(ii) net income for the year of €225,115,148.73;
(iii) less the statutory charge of EUR2,589,596.00 to reconstitute the legal reserve;

amounting to a total of €2,002,106,706.84, as follows:

<table>
<thead>
<tr>
<th>Share dividend</th>
<th>€1,039,298,191.58</th>
</tr>
</thead>
<tbody>
<tr>
<td>Retained earnings</td>
<td>€962,808,515.26</td>
</tr>
<tr>
<td>Total</td>
<td>€2,002,106,706.84</td>
</tr>
</tbody>
</table>

Accordingly, the Shareholders hereby resolve to declare and pay a dividend of EUR1.87 per share for each share, nominal value EUR4 per share, for shares carrying dividend rights as of January 1, 2012.

The full dividend hereby declared shall be eligible for the 40% allowance for individuals domiciled in France, as set forth in Article 158-3 2° of the French Tax Code.

The Shareholders further resolve that the unpaid amounts reflecting the dividend attributable to shares held in the Company’s treasury on the dividend payment date are to be allocated to retained earnings.

There is no income distributed or paid in connection with this Shareholders’ Meeting other than the dividend declared above, whether or not eligible for the 40% allowance set forth in 2° of 3 of Article 158 of the French Tax Code.

Dividends paid by Schneider Electric SA in respect of the three most recent financial years are as follows:

<table>
<thead>
<tr>
<th>Dividend paid per share adjusted for the division by two of the par value (1) (2)</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>1.025</td>
<td>1.60</td>
<td>1.70</td>
</tr>
</tbody>
</table>

(1) The full dividend is eligible for a 40% allowance for individuals resident in France for tax purposes. The Company paid no dividends that were ineligible for the allowance.

(2) The stock split (division of the par value) took effect on September 2, 2011.)
FOURTH RESOLUTION
(Approval of Agreements with Related Parties in 2012 Relating to the Top Hat Defined Pension Plan Applicable to Members of the Management Board and to the Chairman of the Supervisory Board)
The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors presented under and pursuant to Article L.225-88 of the Code of Commerce on the agreements described in Articles L.225-86, L.225-90-1 and L.225-79-1 of such Code, hereby resolve to approve the agreements presented in such Reports relating to the Top Hat Pension Plan with defined contributions applicable to members of the Management Board and to the Chairman of the Supervisory Board and take note of the information relating to the agreements and commitments undertaken during previous financial years and approved by the Shareholders at a General Meeting thereof relating to such Plans.

FIFTH RESOLUTION
(Approval of an Amendment to the Status of Mr. Jean-Pascal Tricoire)
The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors presented under and pursuant to Articles L.225-88 and L.225-90-1 of the Code of Commerce hereby resolve to approve the Amendment to the indemnity plan for indemnities due to Mr. Jean-Pascal Tricoire should his responsibilities terminate and take note of the information relating to the agreements and commitments undertaken during the previous financial year relating to the status of Mr. Jean-Pascal Tricoire and approved by the Shareholders at a General Meeting thereof.

SIXTH RESOLUTION
(Re-Election of a Member of the Supervisory Board: Mr. Gérard de La Martinière)
The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, having heard the Report of the Management Board, hereby resolve to re-elect Mr. Gérard de La Martinière for a term of 2 years, expiring at the close of the General Shareholders' Meeting held in 2016 to consider and act on the financial statements for the financial year ending December 31, 2015.

SEVENTH RESOLUTION
(Authority Granted to the Management Board to Buy Back Shares of the Company – Maximum Purchase Price per Share EUR75)
The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, having heard the Report of the Management Board, hereby resolve to grant authority to the Management Board, in accordance with Article L. 225-209 of the Code of Commerce and of European Regulation nº 2273/2003, dated December 22, 2003, to acquire shares of the Company for the purpose:
- of reducing the share capital within the maximum legal limit,
- meeting obligations relating to option plans or other plans involving awards of shares to employees or officers of the Company or a related or affiliated company,
- meeting obligations arising under, or in connection with, securities convertible into shares of the Company,
- undertaking acquisitions and external growth transactions (up to a limit of 5% of the share capital),
- stimulating the market for the Company's shares under and pursuant to a liquidity agreement filed with and recognized by the Autorité des marchés financiers, or
- implementing and carrying out any market practice that may be recognized by law or the Autorité des marchés financiers.

The maximum number of shares that may be acquired under and pursuant to this authority shall not exceed 10% of the aggregate number of shares constituting the share capital on the date of this Shareholders' Meeting (i.e., for indicative purposes, 55,541,701 shares on the basis of the share capital as of December 31, 2012).

The maximum purchase price shall be EUR75 per share. If, however, all or part of the shares acquired on and under such terms and conditions should be used to grant stock options under and pursuant to Articles L. 225-177 et seq. of the Code of Commerce, the sale price shall then be determined in accordance with legal provisions relating to options to purchase shares.
As a result of the aforesaid limits, the maximum aggregate amount of share buy-backs shall not exceed EUR4,165,627,605.

The acquisition, retention, sale, or transfer of such shares may be made on one or more occasions by any means, in the market, on a multilateral trading system (MTS/MTF), via a systemic internalizer, or by individual, person-to-person (over-the-counter) trade in compliance with applicable law and regulations. Such means and methods shall include acquisition or sale of blocks, use of any and all derivative financial instruments traded on a regulated exchange or directly between individuals (over-the-counter) and the implementation of option strategies (purchase and sale of put and call options and any combination thereof, to the exclusion of sale of put options), in compliance with applicable law and regulations. The acquired shares may also be cancelled on the terms and conditions set forth in Articles L. 225-204 and L. 225-205 of the Code of Commerce and as provided in the Twentieth Resolution approved at this General Shareholders’ Meeting.

The Management Board may adjust the prices set forth above in the event of capitalization of reserves or earnings giving rise either to an increase in the nominal amount, or par value, of the shares, or issuance and free awards of shares, in the event of a division of the nominal amount, or par, value, of the shares (stock split) or amalgamation of shares (reverse split), and, more generally, in the event of a transaction involving shareholders’ equity, to account for the impact of the consequences of such transactions on the value, or price, of the shares, such price then to be adjusted by a multiplier coefficient equal to the relationship between the number of shares constituting the share capital prior to the transaction and such number following such transaction.

Any and all authority is hereby granted to the Management Board with power to grant delegations of authority to implement and carry out this Resolution. The authority and delegations of authority hereby granted to the Management Board shall also inure to the benefit of the Board of Directors in the event of approval of the Eighth Resolution at this General Shareholders’ Meeting relating to a change in the form of governance and management. This authority shall be valid for a maximum of 18 months from the date of this General Shareholders’ Meeting.

EXTRAORDINARY MEETING

EIGHTH RESOLUTION

(Change in Form of Governance and Management of the Company by Adoption of a Board of Directors)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board, hereby resolve to adopt a form of governance for the Company, from and after this Shareholders’ Meeting, as set forth in Articles L. 225-17 to L.225-56 of the Code of Commerce that is structured around a Board of Directors and a Chief Executive Officer or Managing Director, rather than a Management Board and Supervisory Board.

As a result of the foregoing, the Shareholders hereby resolve to amend the Company’s Articles of Association as follows, effective as of the end of this General Shareholders’ Meeting:

I. (a) In Article 1, the first paragraph, shall read: “The Company shall be organized as a limited company with a Board of Directors”;

(b) In Article 5, 2nd paragraph, the words “Supervisory Board” shall be replaced by “Board of Directors”;

(c) In Article 5, 3rd paragraph, as well as in Article 10, the words “Management Board” shall be replaced by “Board of Directors”.

II. Articles 11 to 21 shall be replaced by the following (Articles 11 to 16 (new)).

“Article 11 - Composition of the Board of Directors

1. The Board of Directors has at least three and a maximum of eighteen members, who shall be individuals. In the event of a merger, this number may be increased within the limits and conditions prescribed by law. Each Director must hold at least two hundred and fifty shares during the period he/she is in office.
2. Directors are appointed for four-year terms (renewable). However, the first Directors who were members of the Company’s Supervisory Board and who are elected at the Annual General Shareholders Meeting of April 25, 2013 will remain on the Board of Directors until the end of their term as members of the Company’s Supervisory Board, with the exception of the first Director representing employee shareholders, who will be elected for a term of four years.

Furthermore, and as an exception to the provision above, the term given to a person aged 70 or more shall be for two years (renewable). In addition, when an election is made of a Director who will reach the age of 70 before the expiry of his/her term, the length thereof shall be limited to the period expiring at the close of the Ordinary General Shareholders Meeting called to approve the previous year’s financial statements and held in the year during which such Director reaches the age of 70. The Shareholders may then re-elect such Directors for a two-year (renewable) term.

In the event that all of the members of the Board of Directors are to be re-elected, the term of half of the elected Directors, rounded down if necessary, shall expire at the end of two years, and the terms of the other members at the end of four years, based on a random draw to be conducted at a meeting of the Board of Directors.

The duties of the Directors shall cease at the close of the Ordinary General Shareholders Meeting called to approve the previous year’s financial statements and held in the year during which their terms expire.

No more than a third of the Directors may be aged 70 or more. In the event this limit should be exceeded, and in the absence of any voluntary resignation of a Director aged 70 or more, the oldest Directors shall be deemed to have resigned. However, should this limit be exceeded as a result of a decrease in the total number of Directors in office, the above requirement shall be waived in the event that, within three months, the departed members are replaced in such a manner as to enable the number of Directors in office aged 70 or more to be maintained.

3. The Board of Directors shall include one member representing employee shareholders, who shall be elected by the shareholders at a General Meeting according to a process determined by the Board of Directors.

If, however, employees of the company and of related companies (for purposes of Article L.225-180 of the Code of Commerce) hold over 3% of the company’s share capital - as evidenced by the disclosures made in the annual report in application of Article L.225-102 of the Code of Commerce - such member shall be elected for a four-year term at the Ordinary General Shareholders Meeting voting on a motion tabled by the shareholders described in Article L.225-102 of the Code of Commerce on the basis set forth in paragraphs (i) to (iii) below.

(i) The member of the Board of Directors representing employee shareholders shall take up his/her seat on the Board of Directors on the date of his/her election at the general meeting. Where applicable, he/she shall replace an incumbent member elected on the basis of the conditions set by the Board of Directors, whose term shall be considered as having expired. His/her term shall end at the close of the Ordinary General Shareholders Meeting called during the final year of the period for which he/she was elected. However, his/her term shall end ipso jure, and he/she will be considered as having resigned in the following cases:

– if he/she is no longer i) an employee of the company or a related company for purposes of Article L.225-180 of the Code of Commerce, ii) a shareholder or a holder of units in a mutual fund invested in the company’s shares, iii) a member of the supervisory board of the mutual fund that proposed him or her as a candidate, or
– where, at the end of a financial year, the annual report prepared by the Board of Directors under and pursuant to Article L.225-102 of the Code of Commerce discloses that the shares owned by the employees of the Company and of related companies for purposes of Article L.225-180 of the Code of Commerce amount to less than 3% of the Company’s share capital.

(ii) At a General Shareholders Meeting a vote shall be taken on the list of candidates presented by employee shareholders, selected as follows:

a) When the voting rights attaching to shares held by the employees and former employees described in Article L.225-102 of the Code of Commerce are exercised by the supervisory boards of mutual funds invested in the Company’s shares, each of these supervisory boards shall designate a maximum of two candidates, selected at their discretion. The supervisory boards shall be consulted by the Company’s Chief Executive Officer, however, who may decide to consolidate one or more supervisory boards into a group responsible for designating, at its discretion, no more than a maximum of two candidates;

b) When the voting rights attaching to shares held directly by employees or indirectly by employees or former employees through mutual funds invested in the Company’s shares, are
exercised directly by such employees or former employees, the candidates shall be nominated by a written ballot process initiated by the Chief Executive Officer. Only candidates endorsed by a group of employee shareholders together representing at least 5% of the shares held by employees who exercise their voting rights directly shall be eligible for election;

c) Candidates for election to become a representative of employee shareholders on the Board of Directors must be employed under an employment contract that qualifies them to sit for a four-year term and must hold at least 25 Company shares or an equivalent number of units in a mutual fund invested in the Company’s shares;

d) The conditions and procedures for the nomination of candidates not specified by applicable laws and regulations and these Articles of Association shall be determined by the Chief Executive Officer, particularly as regards the timeline for the selection of candidates;

e) The list of duly nominated candidates shall be drawn up by the Chief Executive Officer and appended to the notice for the General Meeting at which the member of the Board of Directors representing employee shareholders is to be elected.

(iii) The candidate who receives the greatest number of votes cast by the shareholders present in person or by proxy at the general meeting shall be elected.

If the seat on the Board of Directors reserved for a representative of employee shareholders and filled as set forth above becomes vacant, his/her successor shall be chosen on the same basis no later than the next General Meeting, or if the next General Meeting is held within three months of the seat becoming vacant, then at such General Meeting. The Board of Directors may meet and validly transact business pending the appointment or election of a new member representing employee shareholders.

The selection process for the representative of employee shareholders entering his/her first term on the Board of Directors following a change in the administration and management of the Company, as decided at the Extraordinary General Meeting held April 25, 2013, shall be validly conducted by the implementation, prior to the change, of the procedure set forth in Article 11c) in the Company’s Articles of Association, as in force for the members of the Supervisory Board.

Article 12 - Chairman of the Board of Directors – Office of the Board of Directors

1. The Board of Directors shall appoint from its members a Chairman, for whom the term of office shall be determined within the limits of his/her term as a Director, and shall determine his/her compensation.

   The Chairman of the Board of Directors shall be eligible for re-appointment. The age limit of the Chairman of the Board of Directors shall be 70 years; and the Chairman’s responsibilities shall expire no later than at the end of the first Board meeting held after he/she reaches the age of 70 years.

   The Chairman shall represent the Board of Directors. He/she shall organize and direct the work thereof and shall report thereon at the General Shareholders’ Meeting. He/she shall ensure the smooth functioning of the Company management and governance bodies and, in particular, shall ensure that the Directors are able to fulfill their responsibilities.

2. In addition, the Board of Directors, at its discretion, shall appoint from among its members a Vice-Chairman for whom the term of office shall be determined, within the limits of his/her term as a Board Member.

   As an exception to the foregoing, the appointment of a Vice-Chairman shall be required, if the positions of Chairman and Chief Executive Officer of the Board of Directors are exercised by the same person. In such case, the Vice-Chairman shall also serve as Lead Director. The duties of the Lead Director shall be prescribed by the rules of procedure of the Board of Directors.

   If the first meeting of the Board of Directors to be held after the Combined General Shareholders Meeting held April 25, 2013 chooses to appoint a Chief Executive Officer, the first Vice-Chairman, Lead Director will be the former Chairman of the Supervisory Board, for the remainder of his/her term.

3. The Board of Directors shall appoint a Secretary who may, but need not, be a Director or shareholder and who, along with the Chairman and Vice-Chairman, will form the Office of the Chairman. In the absence of the Secretary, the Board of Directors will appoint one of its members or a third party to act in his/her stead.

4. Meetings of the Board of Directors shall be chaired by the Chairman. In the event the Chairman is absent, Board meetings shall be chaired by the Vice-Chairman, or by default, a Director chosen by the Board at the beginning of the meeting.
Article 13 - Powers and Duties of the Board of Directors

1. The Board of Directors shall determine the strategic orientation of the Company's business and oversee implementation thereof. It shall examine any and all matters related to the efficient operation of the business and make decisions about any and all issues concerning the Company, within the limits of the Company's purposes and except for those matters which, by law, are reserved to the shareholders acting at General Shareholders Meetings. In dealing with third parties, the Company is bound by actions of the Board of Directors that fall outside Company's purposes, unless it can be shown that the third party knew that the action was ultra vires such purpose, or could not have been unaware thereof given the circumstances, provided, however, that mere publication of these Articles shall not be sufficient to constitute such proof.

2. The Board of Directors shall conduct any reviews or audits and verifications that it considers appropriate. The Board of Directors shall be provided with any and all necessary information to accomplish its tasks and may receive any documents that it deems necessary.

3. In addition, the Board of Directors may grant special authority to one or more Directors or to any other third party, who may, but need not, be a shareholder, to perform one or more specific tasks, with, or without, the power to delegate all or part of their authority to another person.

4. The Board of Directors may authorize the Chief Executive Officer to give payment conditions, guarantees or sureties on behalf of the Company, within a limit determined by the Board of Directors.

5. In addition to the specialized committee described in Article L.813-29 of the Code of Commerce, the Board of Directors may appoint from among its members one or more specialized committees, the membership and responsibilities of which it shall determine, which operate under the supervision of the Board of Directors. Each committee shall report on its work at the next Board meeting.

6. The Board of Directors shall adopt its own rules of procedure governing the operation thereof.

Article 14 - Meetings of the Board of Directors

1. The Board of Directors shall meet as often as is required in the interest of the Company, and as often at it deems necessary, at the Registered Office or at any other location indicated in the notice of meeting.

2. Notice of meetings shall be given by the Chairman, or, in the absence thereof, by the Vice-Chairman by any means, even verbally, or at the request of the Chief Executive Officer, or of at least one third of the Directors, if the Board of Directors has not met for more than two (2) months.

3. Except as provided for in Article 15 of these Articles of Association, business shall be transacted on the basis of the quorum and majority requirements prescribed by law. In the event of a tie, the Chairman of the meeting shall have a deciding vote. An attendance list of the Directors signed by those who attending a meeting shall be kept.

The Board of Directors may meet by videoconference or by conference call in accordance with the regulations and the rules of procedure of the Board of Directors.

4. Minutes shall be prepared and copies or abstracts of the proceedings shall be issued and certified in accordance with law.

Article 15 - General Management

1. The Company shall be managed either under the authority of the Chairman of the Board of Directors, who will then hold the title of Chairman and Chief Executive Officer, or of another individual, who may, but need not, be a member of the Board of Directors, appointed by the Board of Directors and having the title of Chief Executive Officer.

The choice between these two forms of General Management shall be made by the Board of Directors, provided that, which may validly act only if:

• The agenda of the meeting at which such action is to be taken is sent to all the Directors at least 15 days in advance of the meeting, provided that, as an exception to the foregoing, the choice between the two forms of General Management may be made at the first Board Meeting held after the Combined General Shareholders Meeting held on April 25, 2013 without conditions as to time limits;

• at least 2/3 of the Directors are present in person or by proxy.

Shareholders and third parties shall be given notice of such choice on the terms and conditions set forth in applicable law and regulations.

When general management of the Company is assumed by the Chairman of the Board of Directors,
the provisions of these Articles of Association relating to the Chief Executive Officer shall apply to the Chairman. In this case, the appointment of a Vice-Chairman of the Board of Directors shall be mandatory, in accordance with Article 12.2 of these Articles of Association.

2. The Chief Executive Officer shall have the broadest authority to act in any and all circumstances in the name and on behalf of the Company, within the limits of the company purposes thereof and except for those matters which are reserved by law expressly to the shareholders at General Shareholders Meetings or to the Board of Directors. The Chief Executive Officer shall represent the Company in its dealings with third parties. In dealing with third parties, the Company shall be bound by actions of the Chief Executive Officer that fall outside of its company purposes, unless it can be shown that the third party knew that the action was ultra vires such purposes or that it could not have been unaware thereof given the circumstances, provided that mere publication of these Articles shall not suffice to constitute such proof. The Board of Directors shall determine the compensation of the Chief Executive Officer and his/her term of office, which may not exceed either the period with respect which the responsibilities of Chairman and of Chief Executive Officer are separated, or his/her term of office as Director, as the case may be.

The age limit of the Chief Executive Officer shall be 65 years old. His/her responsibilities will terminate no later than the end of the first Board meeting held after he/she reaches the age of 65.

3. On the Chief Executive Officer’s recommendation, the Board of Directors may appoint one or more people to assist him/her having the title of Deputy Managing Director. In agreement with the Chief Executive Officer, the Board of Directors shall determine the extent and duration of the powers delegated to any Deputy Managing Directors. Deputy Managing Directors have the same powers as the Chief Executive Officer, with regard to third parties. The Board of Directors shall determine the compensation of the Deputy Managing Directors. When the Chief Executive Officer is no longer able to exercise, or is prevented from exercising, his/her responsibilities, the Deputy Managing Directors shall remain in office and shall retain their authority, until a new Chief Executive Officer is appointed, unless otherwise decided by the Board.

Article 16 - Compensation of Directors

1. As remuneration for their work, the Shareholders may grant Directors a fixed annual sum, as directors’ fees, the amount of which shall be charged to the Company’s general expenses.

2. The Board of Directors shall distribute such directors’ fees among the Directors as it deems fit.

3. The Board of Directors may award exceptional remuneration for missions or mandates or tasks given to Directors. Should such be the case, the payments shall be charged to operating expenses and subject to the approval at an Ordinary General Shareholders’ Meeting, in accordance with the procedure prescribed by law.”

III. (a) Articles 22 to 28 shall be renumbered beginning with 18, as Articles 18 to 24.

(b) (i) Article 16 shall become Article 17;

(ii) In Articles 17 and 19 (new) the words “Management Board” and/or “Supervisory Board” shall be replaced by “Board of Directors”;

(iii) In the last paragraph of Article 19 (new), the words “member of the Management Board” shall be deleted.

(c) In Articles 20 and 22 (new), the words “Management Board” shall be replaced by “Board of Directors”.

The Shareholders hereby resolve that, the Board of Directors in office at the time of the General Shareholders’ Meeting held to consider and act on the financial statements for the financial year ending on December 31, 2013, shall present and adopt the financial statements and annual report in respect of such financial year.

The Shareholders hereby take due note that the responsibilities of the members of the Management Board and of the Supervisory Board shall terminate at the close of this General Shareholders’ Meeting.

NINTH RESOLUTION

(Further to the (i) 22nd Resolution approved at the Extraordinary General Shareholders’ Meeting held on April 21, 2011 (Capital Increase Reserved to Employees Participating in a Company Investment Plan without the shareholders’ preferential subscription right) and (ii) the 17th Resolution approved at
the Extraordinary General Shareholders’ Meeting held on May 3, 2012 (Capital Increase Reserved to a Class of Beneficiaries: in favor of employees of foreign companies of the Group, either directly or via entities acting on behalf thereof, without the shareholders’ preferential subscription right) granted to the Management Board to inure to the benefit of the Board of Directors

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board and subject to approval of the Eighth Resolution at this General Shareholders’ Meeting, hereby take note that the grants of approvals and authorizations and delegations of authority heretofore made or granted to the Management Board under and pursuant to the resolutions described below shall inure to the benefit of the Board of Directors and shall be repeated and reiterated to the extent required for the benefit thereof for the time remaining that they have to run:

- Twenty-Second Resolution approved at the Extraordinary General Shareholders’ Meeting held on April 21, 2011, valid for 26 months, expiring on June 20, 2013 (Capital increase reserved to employees participating in a Company Investment Plan, without the shareholders’ preferential subscription right);
- Seventeenth Resolution approved at the Extraordinary General Shareholders’ Meeting held on May 3, 2012, valid for 18 months, expiring on November 2, 2013 (Capital increase reserved to a class of beneficiaries: in favor of employees of foreign companies of the Group, either directly, or via entities acting on behalf thereof, without the shareholders’ preferential subscription right).

■ TENTH RESOLUTION

(Authority to the Board of Directors (i) to increase the share capital by an amount up to EUR800 million of nominal, or paid-in, capital by issuing ordinary shares or any securities carrying the right to acquire shares, with the shareholders’ preferential subscription right, or (ii) to issue securities providing for the attribution of debt securities, with the shareholders’ preferential subscription right)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors and in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-134, L. 228-91 to L. 228-93 of the Code of Commerce:

• hereby resolve to authorize the Board of Directors, with the power to grant subdelegations of authority, to undertake (i) one or more capital increases by issuing, in the proportions and at the times it may deem appropriate, in France and/or outside France, ordinary shares of the Company and any and all other securities issued with, or without, consideration or carrying the right by any and all means, immediately and/or in the future, to acquire ordinary shares of the Company or of a company of which it owns, directly or indirectly, more than half the share capital, such securities to be denominated in Euros, or in any other currency or unit of account fixed by reference to several currencies, or (ii) by issuing, on the same terms and conditions, securities providing for the attribution of debt securities subject to Articles L. 228-91 et seq. of the Code of Commerce; provided, however, that (a) the subscription for shares and other securities may be made either for cash, or by offset against receivables or claims and (b) the shares to be issued shall rise to the same rights as previously-issued shares, subject to the effective date thereof;

• hereby resolve that the aggregate amount of the capital increases that may be undertaken immediately and/or in the future on the basis of this Resolution shall not exceed EUR800 million in nominal amount (or paid-in capital) (i.e., for illustrative purposes, 36% of the share capital as of December 31, 2012), an amount to which shall be added the additional amount of shares to be issued, as the case may be, to protect the rights of holders of securities carrying the right to acquire shares of the Company, options to subscribe for or purchase shares, or free shares or performance shares, in accordance with law and contractual provisions providing for other cases of adjustment. The capital increases undertaken on the basis of the Eleventh, Twelfth, Thirteenth, Fifteenth, and Eighteenth Resolutions approved at this General Shareholders’ Meeting, as well as those undertaken, if any, on the basis of the Twenty-Second Resolution approved at the Extraordinary General Shareholders’ Meeting held on April 21, 2011, shall be charged against such amount, without taking into consideration the adjustments necessary to protect the rights of holders of securities carrying the right to acquire shares of the Company, options to subscribe for or purchase shares, or free shares or performance shares, in accordance with law and contractual provisions providing for other cases of adjustment. Such limit of EUR800 million in nominal, or paid-in capital, amount shall not apply to capital increases reserved to employees or officers undertaken under and pursuant to the Sixteenth, Seventeenth, and Nineteenth Resolutions approved at this General Shareholders’ Meeting, which are the subject of specific Resolutions;
• hereby resolve that the maximum nominal, or paid-in capital, amount of the shares carrying the right to receive debt securities that may be issued under and pursuant to this authorization in accordance with Articles L. 228-91 and L. 228-92 of the Code of Commerce shall be fixed at EUR3 billion, or the equivalent of such amount in the event of an issue in foreign currency, or in a unit of account fixed by reference to several currencies, such limit to apply to this Resolution and to other securities carrying the right to debt securities issued on the basis of the Twelfth and Fifteenth Resolutions approved at this General Shareholders’ Meeting;

• hereby resolve that the securities carrying the right to acquire shares of the Company may consist, among others, of debt securities or be associated with the issuance of such securities, permit the issuance thereof as intermediate securities, or take the form of subordinated securities, or not, with, or without, a definite term;

• hereby resolve that the shareholders shall have a preferential right to subscribe for and acquire the securities issued under and pursuant to this authorization, proportional to the amount of their shares;

• hereby resolve that the Board of Directors shall fix the terms and conditions on which and the limits within which the shareholders may exercise their right to subscribe for and acquire shares on a basis that may not be reduced and may grant to shareholders a preferential right to subscribe for and acquire shares on an irrevocable entitlement basis (à titre irréductible), which shall be exercised proportionally to their right and within the limit of their applications thereto;

• hereby resolve that, if the subscriptions for shares to be issued on an irrevocable entitlement basis (à titre irréductible) and by entitlement subject to reduction (à titre réductible), as the case may be, do not take up the entire issue of shares or securities, as defined hereinabove, the Board of Directors may use the options made available under Article L. 225-134 of the Code of Commerce and, in particular, place all or part of the shares for which no subscriptions are received via a public offering or a private placement in accordance with the terms and conditions set forth in Article 411-2 of the Monetary and Financial Code;

• hereby take note that this authorization shall constitute automatically and ipse iure a waiver by the shareholders in favor of the holders of securities that might be issued and carrying the right to acquire shares of the Company of their preferential right to subscribe for and acquire the ordinary shares of the Company which such securities carry the right to acquire;

• hereby resolve that the amount received, or to be received, by the Company for each of the shares issued, or to be issued, in connection with the above-described authorization shall be at least equal to the nominal, or paid-in capital, amount of the shares on the date of issue of such securities;

• hereby resolve that this authorization shall nullify and render void the Fourteenth Resolution approved at the Extraordinary General Shareholders’ Meeting held on April 21, 2011, in respect of the amounts thereof not used by the Management Board;

• hereby resolve that the authorizations and delegations of authority granted to the Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the Company’s form of governance and management not be approved;

• hereby resolve to fix at 26 months from and after this General Shareholders’ Meeting the period of validity of this authorization.

ELEVENTH RESOLUTION

(Authority to the Board of Directors to increase the share capital by capitalizing reserves, earnings, premiums, or other amounts for which capitalization may be allowed)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, having heard the Report of the Management Board and in accordance with Articles L. 225-192-2 and L. 225-130 of the Code of Commerce:

• hereby resolve to authorize the Board of Directors, with the power to grant subdelegations of authority, to undertake one or more capital increases by capitalizing reserves, earnings, premiums, or other amounts for which capitalization is possible under law and the Articles of Association through the issuance or awarding of free shares or increasing the nominal, or paid-in capital, amount of existing shares, or both;

• hereby resolve that the maximum nominal, or paid-in capital, amount of capital increases that may be undertaken under and pursuant to this authorization shall be charged against the aggregate limit for capital increases of EUR800 million set forth in the Tenth Resolution proposed at this General Shareholders’ Meeting;
• hereby resolve that the rights giving rise to fractional shares shall be neither negotiable, nor alienable, and that the shares corresponding thereto shall be sold. The amounts arising from the sale shall be paid to the holders of the rights no later than 30 days after the date of registration or recording in their account of the whole number of shares attributed to them;
• hereby take note that the Board of Directors has full authority to implement and give effect to this authorization;
• hereby resolve that this authorization shall nullify and render void the Fifteenth Resolution adopted at the Extraordinary General Shareholders’ Meeting held on April 21, 2011, for the amounts not used by the Management Board;
• hereby resolve that the authorizations and grants of authority to made to the Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the Company’s system of governance and management not be approved;
• hereby resolve to fix at 26 months from and after this General Shareholders’ Meeting the period of validity of this authorization.

**TWELFTH RESOLUTION**

(Postal to the Board of Directors (i) to increase the share capital up to a limit of EUR220 million in nominal, or paid-in capital, amount by issuing ordinary shares of any and all securities carrying the right to acquire shares of the Company or any of the subsidiaries thereof, without the shareholders’ preferential subscription right, or (ii) to issue securities providing for the attribution of debt securities, in both cases through a public offering, without the shareholders’ preferential subscription right. This authorization may be used to pay for contributions of securities in connection with a public exchange offer initiated by the Company)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors and in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 to L. 228-93 of the Code of Commerce:
• hereby resolve to authorize the Board of Directors, with the power to grant subdelegations of authority, to undertake, through a public offering (i) one or more capital increases by issuing, in the proportions and at the times it may deem appropriate, in France and/or outside France, ordinary shares of the Company, or any and all securities carrying the right by any and all means, immediately and/or in the future, to acquire ordinary shares of the Company or of any company of which it may own, directly or indirectly, more than half the share capital, such securities to be denominated in Euros or in any other currency or unit of account fixed by reference to several currencies, or (ii) on the same terms and conditions, by issuing securities providing for the attribution of debt securities subject to Articles L. 228-91 et seq. of the Code of Commerce; provided, however, that (a) the subscription for, and acquisition of, the shares and other securities pay be paid either in cash, or by offset against receivables or claims, (b) new shares shall have the same rights as previously-issued shares, subject to the effective date thereof;
• hereby resolve that the issuance of shares by the Company may result, in accordance with Article L. 228-93 of the Code of Commerce, from securities issued by companies of which it owns, directly or indirectly, more than half the share capital and that carry the right, by any and all means, to acquire ordinary shares of the Company;
• hereby resolve that the aggregate amount of the capital increases that may be undertaken immediately and/or in the future on the basis of this Resolution shall not exceed EUR220 million in nominal amount (or paid-in capital) (i.e., as an indication, 9.9% of the share capital as of December 31, 2012), amount to which shall be added the additional amount of shares to be issued, as the case may be, to protect the rights of holders of securities carrying the right to acquire shares of the Company, options to subscribe for or purchase shares, or free shares or performance shares, in accordance with law and contractual provisions providing for other cases of adjustment, provided, however, that the amount of EUR220 million shall be charged against the aggregate limit of capital increases of EUR800 million set forth in the Tenth Resolution approved at this General Shareholders’ Meeting;
• hereby resolve that the maximum nominal, or paid-in capital, amount of the shares providing for the attribution of debt securities that may be issued under and pursuant to this authorization in accordance with Articles L. 228-91 and L. 228-92 of the Code of Commerce shall be fixed at EUR3 billion, or the equivalent of such amount in the event of an issue in foreign currency, or in a unit of
account fixed by reference to several currencies, such limit to be apply to this Resolution and to other securities providing for the attribution of debt securities issued on the basis of the Tenth and Fifteenth Resolutions approved at this General Shareholders’ Meeting.

• hereby resolve that the securities carrying the right to acquire shares of the Company may consist, in particular, of debt securities or be associated with the issuance of such securities, permit the issuance thereof as intermediate securities, or take the form of subordinated securities, or not, with, or without, a definite term;

• hereby resolve that the shareholders’ preferential right to subscribe for and acquire shares or securities that may be issued in accordance with applicable law shall not apply thereto, provided, however, that there shall be instituted in favor of the shareholders a priority right for a minimum number and/or a variable number to subscribe therefor in accordance with Article L. 225-135 of the Code of Commerce;

• hereby resolve that the amount received, or to be received, by the Company for each of the shares issued, or to be issued, after taking into consideration, in the event of an issue of warrants to subscribe for, or be attributed shares, the issue price of such warrants, shall be at least equal to the minimum price contemplated by applicable law and/or regulations on the issue date, i.e., presently at the weighted average of the trading price during the three most-recent trading sessions preceding the setting of the issue price, possibly reduced by a maximum discount of 5%, after correction, if appropriate, of such amount to take account of the effective date;

• hereby take note that this authorization shall constitute automatically and ipse iure a waiver by the shareholders in favor of the holders of securities that might be issued and carrying the right to acquire shares of the Company of their preferential right to subscribe for ordinary shares of the Company which such securities carry the right to acquire;

• hereby resolve that this authorization may be used to pay for shares contributed in connection with a public exchange offer initiated by the Company, within the limits and on the terms and conditions set forth in Article L. 225-148 of the Code of Commerce;

• hereby resolve that this authorization shall nullify and render void the Sixteenth Resolution adopted at the Extraordinary General Shareholders’ Meeting held on April 21, 2011, in the amounts thereof not used by the Management Board;

• hereby resolve that the authorizations and delegations of authority approved by the Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the Company’s form of governance and management not be approved;

• hereby resolve to fix at 26 months from and after this General Shareholders’ Meeting the period of validity of this authorization.

THIRTEENTH RESOLUTION

(Authorization to the Board of Directors to increase the amount of the initial issue, as approved pursuant to the Tenth and Twelfth Resolutions, respectively, with or without the shareholders’ preferential subscription right)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors and acting in accordance with Article L. 225-135-1 of the Code of Commerce:

• hereby resolve to authorize the Board of Directors for a period of 26 months from and after this General Shareholders’ Meeting, with the power to grant subdelegations of authority, to decide that, for each of the issues authorized under and pursuant to the Tenth and Twelfth Resolutions approved at this General Shareholders’ Meeting the number of ordinary shares and securities to be issued may be increased by the Board of Directors on the terms and conditions of law and regulations and up to the limit of the maximum amounts set forth in the Ten and Twelfth Resolutions, respectively, approved at this General Shareholders’ Meeting;

• hereby take note that the Board of Directors shall have full authority to implement and give effect to this authorization;

• hereby resolve that the authorizations and delegations of authority granted to the Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the Company’s form of governance and management not be approved;
• hereby resolve that this authorization shall nullify and render void the Seventeenth Resolution approved at the Extraordinary General Shareholders’ Meeting held on April 21, 2011, in respect of the amounts not used by the Management Board.

**FOURTEENTH RESOLUTION**

*(Authorization to the Board of Directors to increase the share capital within a limit of 9.9% of the share capital for the purpose of paying for contributions in kind)*

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors and acting in accordance with Article L. 225-147 of the Code of Commerce:

• hereby resolve to grant to the Board of Directors the authority necessary to undertake one or more capital increases, on the report of the Statutory Auditors, within a limit of 9.9% of the share capital for the purpose of paying for contributions in kind made to the Company and consisting of equity securities or securities carrying the right to acquire shares, when Article L. 225-148 does not apply.

• hereby resolve that, in any event, the amount of the capital increases made under and pursuant to this Resolution shall be charged against the maximum amount of capital increases of EUR220 million set forth in the Twelfth Resolution approved at this General Shareholders’ Meeting;

• hereby resolve that the Board of Directors shall have full authority, with the power to grant subdelegations of authority, to implement and give effect to this authorization, in particular for the purpose of:
  – determine any and all terms and conditions of the authorized transactions and especially appraise the value of the contributions as well as grant particular benefits, as the case may be;
  – fix the number of shares or securities to be issued as consideration and payment for the contributions, as well as the effective date of the securities to be issued;
  – make any charge against contribution premiums and, in particular, those with respect to costs, fees, and expenses incurred in connection with undertaking the issues;
  – record the capital increases resulting therefrom and amending the Articles of Association accordingly;
  – generally take any and all measures that may be useful and enter into any and all agreements, undertake and carry out any and all formalities required for admission of the shares to trading and undertake and carry out any and all required publication measures for the record;

• hereby resolve that this authorization shall nullify and render void the Eighteenth Resolution approved at the Extraordinary General Shareholders’ Meeting held on April 21, 2011, in respect of the amounts not used by the Management Board;

• hereby resolve that the authorizations and delegations of authority granted to the Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the Company’s form of governance and management not be approved;

• hereby resolve to fix at 26 months from and after this General Shareholders’ Meeting the period of validity of this authorization.

**FIFTEENTH RESOLUTION**

*(Authorization to the Board of Directors to undertake, through an offering as set forth in II of Article L.411-2 of the Monetary and Financial Code, without the shareholders’ preferential subscription right, (i) a capital increase up to a limit of EUR110 million in nominal, or paid-in capital, amount (i.e., for illustrative purposes, 4.95% of the share capital) by issuing ordinary shares or any and all securities carrying the right to acquire shares of the Company or any of its subsidiaries the issue price of which shall be decided by the Board of Directors in accordance with terms and conditions determined at a General Shareholders’ Meeting, or (ii) issuing securities providing for the attribution of debt securities)*


• hereby resolve to authorize the Board of Directors, with the power to grant subdelegations of authority, to undertake, through an offering as set forth in II of Article L.411-2 of the Monetary and Financial Code, on one or more occasions, without the shareholders’ preferential subscription right,
in the proportion and at the times that it shall deem appropriate, in France and/or outside France, either in Euros or in any other currency or unit of account determined by reference to several currencies:

(i) a capital increase through an issue of ordinary shares or of securities subject to Articles L. 228-91 et seq. of the Code of Commerce carrying the right by any and all means, immediately and/or in the future, to acquire ordinary shares of the Company or of any company of which it owns or holds, directly or indirectly, more than half the share capital (a “Subsidiary”) (whether newly issued or existing shares of the Company are involved) or (ii) on the same terms and conditions, an issue of securities providing for the attribution of debt securities subject to Articles L. 228-91 et seq. of the Code of Commerce; provided, however, that (a) the subscription for, and acquisition of, the shares or other securities may be made either for cash, or by offset of receivables or claims and (b) the new shares will have the same rights as previously-issued shares, subject to the effective date thereof;

• hereby resolve that the aggregate amount of the capital increases that may be undertaken immediately and/or in the future on the basis of this Resolution shall not exceed EUR110 million in nominal, or paid-in capital, amount, to which shall be added the additional number of shares to be issued to protect the rights of holders of securities carrying the right to acquire shares of the Company, options to subscribe for or purchase shares, or free shares or performance shares, in accordance with law and contractual provisions providing for other cases of adjustment, provided, however, that the amount of EUR110 million shall be charged against the aggregate limit of capital increases of EUR220 million set forth in the Twelfth Resolution and against the aggregate limit of capital increases of EUR800 million set forth in the Tenth Resolution approved at this General Shareholders’ Meeting;

• hereby resolve that the maximum nominal, or paid-in capital, amount of the securities providing for the attribution of debt securities that may be issued under and pursuant to this authorization in accordance with Articles L. 228-91 and L. 228-92 of the Code of Commerce shall be fixed at EUR3 billion, or the equivalent of such amount in the event of an issue in foreign currency, or in a unit of account fixed by reference to several currencies, such limit being common to this Resolution and to the securities providing for the attribution of debt securities issued on the basis of the Tenth and Twelfth Resolutions approved at this General Shareholders’ Meeting.

• hereby resolve that there shall be no shareholders’ preferential subscription right in respect of the securities that are the subject of this Resolution;

• hereby take note that this authorization shall constitute automatically and ipse iure a waiver by the shareholders in favor of the holders of securities that might be issued and carrying the right to acquire shares of the Company of their preferential right to subscribe for ordinary shares of the Company which such securities carry the right to acquire;

• hereby resolve to authorize the Board of Directors, as provided in Article L. 225-136 of the Code of Commerce, to derogate from the terms and conditions for setting the price set forth in applicable law and regulations at the time the authority granted under and pursuant to this Resolution is used and to set freely the price of the ordinary shares or any and all securities carrying the right to acquire shares, provided, however, that the issue price shall not be less, at the discretion of the Board of Directors, than:
  (i) the weighted average of the trading prices of the shares on NYSE Euronext in Paris over a maximum period of six months preceding the date on which the issue price is set, or
  (ii) the weighted average trading price by volume of the shares on NYSE Euronext in Paris on the trading day preceding the setting of the issue price, possibly reduced, in both cases, by a maximum discount of 5%.

• hereby resolve that, if the subscriptions do not take up the total amount of the issue of shares or securities, the Board of Directors may limit the issue to the amount of the subscriptions therefor on the terms and conditions provided by law applicable at the time the authority granted under this authorization is used;

• hereby resolve that this authorization shall nullify and render void the Nineteenth Resolution adopted at the Extraordinary General Shareholders’ Meeting held on April 21, 2011, for the amounts not used by the Management Board;

• hereby resolve that the authorizations and delegations of authority granted to the Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the Company’s form of governance and management not be approved;
• hereby resolve to fix at 26 months from and after this General Shareholders’ Meeting the period of validity of this authorization.

**SIXTEENTH RESOLUTION**

*(Authorization to the Board of Directors to make grants of free shares (on the basis of existing shares or shares to be issued) to officers and employees of the Company or of companies affiliated therewith, subject to performance conditions, as the case may be, up to a limit of 1.8% of the share capital, without the shareholders’ preferential subscription right)*

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors and acting in accordance with Articles L. 225-197-1 et seq. of the Code of Commerce:

• hereby resolve to authorize the Board of Directors to make grants, on one or more occasions to members of the staff or certain categories thereof that it shall determine from among the employees of the Company or of companies affiliated therewith for purposes of Article L. 225-197-2, as well as to officers who meet the conditions set forth in Article L. 225-197-1 of the Code of Commerce of free existing shares or shares to be issued of the Company;

• hereby resolve that the Board of Directors shall determine who is to benefit from the grants as well as the terms and conditions thereof and the performance criteria, if any, to which all or part of the shares granted under and pursuant to annual long-term incentive plans shall be subject, provided, however, that 100% of the shares granted to officers of the Company and to members of the Company’s Executive Committee under and pursuant to long-term incentive plans shall be subject to meeting one or more performance goals, and 50% of the shares granted to the other beneficiaries, in such connection, shall be subject to meeting one or more performance goals;

• hereby resolve that the aggregate number of shares granted shall not amount to more than 1.8% of the Company’s share capital on the date on which this General Shareholders’ Meeting is being held;

• hereby resolve that the shares granted annually to officers of the Company under and pursuant to this authorization shall not account for a percentage greater than 0.03% of the Company’s share capital on the date on which this General Shareholders’ Meeting is being held;

• hereby resolve that the grants of shares to the beneficiaries or recipients thereof shall be final, subject to the terms and conditions and meeting the performance goals established by the Board of Directors, as the case may be, at the end of a vesting period set by the Board of Directors. The Board of Directors shall have the right to set the vesting and lock-up or holding periods, in accordance with Article L. 225-197-1 of the Code of Commerce and to provide for a minimum vesting period of 4 years for all or a portion of the shares, without a lock-up or holding period, except as may be provided or required for tax or health insurance/social security purposes, and/or a minimum vesting period of 2 years, with a minimum lock-up or holding period of 2 years;

• hereby resolve, as an exception to the foregoing paragraph, that final effectiveness of grants of shares and the right to sell or transfer them freely shall vest, however, in a beneficiary or recipient thereof, if he or she should become subject to any of the cases of disability set forth in Article L. 225-197-1 of the Code of Commerce;

• hereby resolve to authorize the Board of Directors to make adjustments, as the case may be, during the vesting period to the number of shares in connection with possible transactions involving the Company’s share capital, so as to protect and preserve the rights of the beneficiaries and recipients;

• hereby take note that this authorization shall constitute automatically and ipse iure an express waiver by the shareholders in favor of the beneficiaries and recipients of free shares of their preferential right to subscribe for and acquire the shares to be issued that are awarded on a free basis. The capital increase corresponding thereto shall be fully and finally completed solely as a result of the final and effective grant of the shares to the beneficiaries and recipients thereof;

• hereby resolve that the authorizations and delegations of authority granted to the Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the Company’s form of governance and management not be approved;

• hereby resolve to fix at 38 months from and after this General Shareholders’ Meeting the period of validity of this authorization, which shall nullify and render void the authorization granted at the General Shareholders’ Meeting held on April 21, 2011, in respect of the amounts thereof not used by the Management Board.
• The Shareholders hereby resolve to grant any and all authority to the Board of Directors, with the right to grant subdelegations of authority within the limits provided by law, to implement and give effect to this authorization, undertake and perform any actions, formalities, and statements or declarations, make any adjustments, as the case may be, to any transactions involving the Company’s share capital, record the increase or increases in share capital completed pursuant to this authorization, amend the Articles of Association as a result thereof, and generally do whatever may be necessary.

The Shareholders hereby take due note that the Board of Directors shall set the terms and conditions of lock-up and holding period applicable to shares granted to eligible officers, in accordance with Article L. 285-197-1 II of the Code of Commerce.

**SEVENTEENTH RESOLUTION**

(Authorization to the Board of Directors to grant to officers and employees of the Company or of companies affiliated therewith options to subscribe for or to purchase shares up to a limit of 0.5% of the share capital, without the shareholders’ preferential subscription right)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors:

• hereby resolve to authorize the Board of Directors to grant, on the terms and conditions set forth in Article L. 225-180 of the Code of Commerce, on one or more occasions, to persons it may designate from among the members of the staff and officers of the Company and the companies or groupings affiliated therewith options carrying the right to subscribe for new shares of Schneider Electric SA or to purchase existing shares of the Company acquired by Schneider Electric SA on the terms and conditions provided by law,

  – provided, however, that the subscription or purchase price on the date the option is granted may not be less than the average trading price quoted during the twenty trading sessions preceding the date of grant, provided, however, that the purchase price, furthermore, shall not be less than 80% of the average purchase price of the shares owned by the Company under and pursuant to Articles L.225-208 and L.225-209 of the Code of Commerce;

  – provided, however, that:

    (i) the aggregate number of options granted under and pursuant to this authorization and not yet exercised may not give rise to a right to subscribe for, or purchase, a number of shares greater than 0.5% of the share capital on the date of this General Shareholders’ Meeting, not taking into consideration adjustments that might be made to protect the rights of beneficiaries or recipients in accordance with law or regulations, as well as applicable contractual provisions, and that within such limit of 0.5% the grants to Company officers shall not exceed annually 0.03% of the share capital on the date of this Shareholders’ Meeting (excluding adjustment);

    (ii) the options shall have a term of between five and ten years; and

    (iii) the total number of the options granted to officers of the Company and to members of the Company’s Executive Committee in connection with annual long-term incentive plans shall be subject to meeting one or more performance goals, and that 50% of the options granted to the other beneficiaries and recipients shall be subject to meeting one or more performance goals.

• This authorization shall automatically and ipse iure constitute an express waiver in favor of the beneficiaries and recipients of the subscription options by the shareholders of their preferential right to subscribe for and acquire the shares to be issued as the options are exercised.

• hereby resolve to grant any and all authority to the Board of Directors, within the limits set forth hereinabove, to implement and give effect to this authorization and, in particular:

  – to determine any and all terms and conditions of the transactions, set the terms and conditions on which and to whom the options shall be granted and designate the beneficiaries and recipients of the options,

  – set the length of validity of the options, the dates or periods for exercising the options,

  – to determine the terms and conditions on which the price and number of shares to be acquired by subscription or purchase may be adjusted to take into consideration financial transactions undertaken by the Company,

  – to carry out, or cause to be carried out, any and all actions and formalities to make final the capital increase or increases undertaken under and pursuant to this authorization, amend the Articles of Association as a result thereof, and generally do whatever may be necessary,

  – all under and subject to the law and regulations applicable on the date the options are granted.
The Shareholders hereby take note that the Board of Directors, under and pursuant to Article L. 225-185 of the Code of Commerce, shall set the terms and conditions for exercising the options granted to the eligible officers of the Company.

The Board of Directors each year shall report at the Ordinary General Shareholders’ Meeting on transactions undertaken in connection with this authorization.

The Shareholders hereby resolve that the authorizations and delegations of authority granted to the Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the Company’s form of governance and management not be approved;

This authorization shall remain valid for a maximum of 38 months from and after the date of this General Shareholders’ Meeting.

It shall nullify and render void the authorization granted in the Twentieth Resolution approved at the General Shareholders’ Meeting held on April 21, 2011, in respect of the amounts thereunder not used by the Management Board.

**EIGHTEENTH RESOLUTION**

(AuthORIZATION TO THE BOARD OF DIRECTORS TO UNDERTAKE CAPITAL INCREASES RESERVED TO PARTICIPANTS IN A COMPANY INVESTMENT PLAN UP TO A LIMIT OF 2% OF THE SHARE CAPITAL, WITHOUT THE SHAREHOLDERS‘ PREFERENTIAL SUBSCRIPTION RIGHT)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors and in accordance with Articles L.3332-1 et seq. of the Labor Code and Articles L. 225-129-2, L.225-129-6, and L.225-138-1 of the Code of Commerce and in accordance with such Code:

- hereby resolve to grant its authority to the Board of Directors, with the power to grant subdelegations of authority, for a period of 26 months from and after the date of this General Shareholders’ Meeting to undertake a capital increase on one or more occasions at its discretion by issuing shares or securities carrying the right to acquire shares of the Company, on the terms and conditions set forth in Article L. 225-180 of the Code of Commerce and L. 3344-1 of the Labor Code, reserved to participants in an Investment Plan of the Company and French or non-French companies affiliated with the Company in a maximum nominal, or paid-in capital, amount of 2% of the share capital on the date this authorization is implemented and given effect, provided, however, that (i) such limit shall be charged against the limits set forth in the Tenth and Twelfth Resolutions approved at this General Shareholders’ Meeting (ii) this authorization may be used only from and after June 21, 2013;
- hereby resolve to set a maximum discount to be offered in connection with the Company Investment Plan at 20% of an average of the trading price of the Company’s shares on NYSE Euronext in Paris during the twenty trading sessions preceding the date of the action of the Board of Directors or of its authorized representative setting the date to begin taking subscriptions. The Shareholders, however, hereby resolve expressly to authorize the Board of Directors to reduce the above-described discount within applicable legal and regulatory limits, or not to grant one, to take account of the law and regulations applicable in countries where such offer may be implemented and given effect;
- hereby resolve that the characteristics of the other securities carrying the right to acquire shares of the Company shall be decided and determined by the Board of Directors on the terms and conditions set by applicable law and regulations;
- hereby resolve to waive in favor of the participants in a Company Investment Plan the shareholders’ preferential right to subscribe for and acquire the shares and securities carrying the right to acquire shares to be issued under and pursuant to this Resolution;
- hereby resolve to waive the preferential right to subscribe for and acquire the issued shares to which the securities issued on the basis of this Resolution may give rise;
- hereby resolve that this authorization shall nullify and render void from and after June 20, 2013, the authorization granted at the General Shareholders’ Meeting held on April 21, 2011, in the Twenty-Second Resolution thereof and reiterated in the Ninth Resolution submitted at this General Shareholders’ Meeting in respect of the amounts thereof not used by the Management Board or the Board of Directors, as the case may be;
- hereby resolve that the authorizations and delegations of authority granted to the Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the Company’s form of governance and management not be approved;
The Shareholders hereby take note that the Board of Directors has all authority, with the power to grant subdelegations of authority, to undertake the transactions set forth in this Resolution and to record and complete the capital increases resulting therefrom.

### NINETEENTH RESOLUTION

(Authorization to the Board of Directors to undertake capital increases reserved to a class of beneficiaries or recipients: in favor of employees of foreign companies of the Group, either directly, or via entities acting on behalf thereof to offer to employees of foreign companies of the Group benefits comparable to those offered to participants in the Company Investment Plan up to a limit of 1% of the share capital, without the shareholders' preferential subscription right)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extraordinary shareholder meetings, having heard the Report of the Management Board and the Special Report of the Statutory Auditors and in accordance with Articles L.225-129-2 and L.225-138 of the Code of Commerce:

- hereby resolve to grant to the Board of Directors the authority, with the power to grant subdelegations of authority, necessary to undertake increases in the share capital on one or more occasions, at the times and in the proportions it deems appropriate up to a maximum of 1% of the share capital on the date of this General Shareholders' Meeting by issuing shares or securities carrying the right to acquire shares of the Company, having the same rights as previously-issued shares, such issue to be reserved to persons meeting the characteristics of the class defined hereinabove, provided, however that (i) the 1% limit set forth above shall be charged against the 2% limit set forth in the Eighteenth Resolution submitted to this General Shareholders' Meeting, but, on the other hand is separate and apart from the limits set forth in the Tenth and Twelfth Resolutions approved at this General Shareholders' Meeting, (ii) this authorization may be used only from and after August 1, 2013;
- hereby resolve to waive the shareholders' preferential right to subscribe for and acquire the shares or other securities carrying the right to acquire shares issued under and pursuant to this Resolution and to reserve the right to subscribe therefor to one and/or another class of beneficiaries or recipients having the following characteristics: (i) employees and officers of companies of Schneider Electric Group affiliated with the Company on the terms and conditions set forth in Article L.225-180 of the Code of Commerce and Article L.3344-1 of the Labor Code and the registered office of which is located outside France; (ii) and/or OPCVM mutual investment funds or other entities, with or without legal personality, of employee shareholders invested in equity securities of the Company the unit-holders or shareholders of which consist of persons described in (i) of this paragraph; (iii) and/or any banking institution or affiliate or subsidiary of such institution acting at the Company's request for purposes of implementing and giving effect to a shareholder incentive or investment or savings plan for the benefit of the persons described in (i) of this paragraph, to the extent that subscription of the person authorized in accordance with this Resolution would make it possible for employees of subsidiaries located outside France to benefit from and take advantage of forms of shareholder incentive or investment or savings plans equivalent in terms of economic benefit to those from which the other employees of the Group benefit;
- hereby resolve that the issue price per share of the shares to be issued under and pursuant to this Resolution shall be decided by the Board of Directors on the basis of the trading price of the Company's shares on NYSE Euronext in Paris; the issue price shall be determined at the discretion of the Board of Directors or the authorized representative thereof setting the issue price, or (ii) of an average of the trading prices for the Company's shares during the twenty trading sessions preceding the date of the action by the Board of Directors or the authorized representative thereof setting the issue price under and pursuant to this Resolution or setting the issue price under and pursuant to the Eighteenth Resolution approved at this General Shareholders' Meeting; the Board of Directors may set the issue price by applying a discount of a maximum of 20% of the trading price of the Company's shares determined in accordance with either of the two methods set forth in clauses (i) and (ii) of this paragraph, the percentage of such discount applied to the trading price of the Company's shares to be determined by the Board of Directors taking into consideration, among other things, legal, tax, and regulatory provisions of foreign law applicable, as the case may be, to the persons benefiting from the issue;
- hereby resolve that the Board of Directors shall have full authority, on the terms and conditions provided by law and within the limits set forth hereinabove, to implement and give effect to this authorization and determine the list of the beneficiaries and recipients within the classes described in this Resolution and the number of shares or equity securities to be offered to each thereof, provided, however, that the Board of Directors may decide that the capital increase shall be completed for the
amounts subscribed, on the condition that a minimum of 75% of the shares or other securities

carrying the right to acquire shares offered have been subscribed, as well as, among other things:

– determine the characteristics of the securities to be issued, decide on the issue price, dates, time

periods, terms and conditions of subscribing therefor, paying the paid-in capital, or nominal

amount, thereof, delivery and effectiveness of the shares and equity securities, within applicable

limits of law and regulations,

– record and determine the capital increase, undertake the issuance of the shares and other securities

carrying the right to acquire shares, amend the Articles of Association accordingly,

– and, as a general matter, enter into any agreement, in particular to ensure the due and punctual

completion of the contemplated issuances, take any and all steps and carry out and complete any

and all formalities useful in connection with the issue, the listing and financial servicing of the

equity securities issued under and pursuant to this authorization, as well as the exercise of the

rights attaching thereto, and, more generally, do whatever may be necessary;

• hereby resolve that this authorization shall nullify and render void from and after August 1, 2013,

the authorization granted at the General Shareholders’ Meeting held on May 3, 2012, in the Seven-

teninth Resolution approved theretof and reiterated in the Ninth Resolution submitted to this General

Shareholders’ Meeting in respect of the amounts not used by the Management Board, or by the

Board of Directors, as the case may be.

• hereby resolve that the authorizations and delegations of authority granted to the Board of Directors

under and pursuant to this authorization shall inure to the benefit of the Management Board, should

the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of changing the

Company’s form of governance and management not be approved.

The authorization granted under and pursuant to this Resolution shall be valid for 18 months from and

after this General Shareholders’ Meeting.

TWENTIETH RESOLUTION

(Authorization to the Board of Directors to cancel shares of the Company, if any, bought back, up to

a maximum of 10% of the share capital, on the terms and conditions approved at the General Share-

holders’ Meeting)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to extra-

ordinary shareholder meetings, having heard the Report of the Management Board and the Special

Report of the Statutory Auditors hereby resolve to authorize the Board of Directors, as provided in

Article L.225-209 of the Code of Commerce, to cancel the Company’s own shares acquired under

and pursuant to authorizations granted at General Shareholders’ Meetings in accordance with Article

L.225-209 of the Code of Commerce, on the following terms and conditions:

• the Board of Directors shall be, and hereby is, authorized to cancel at its discretion, on one or more

occasions over a 24-month period from and after this General Shareholders’ Meeting, all or a portion

of the shares acquired under and pursuant to the authorizations to buy back the Company’s own

shares up to a limit of 10% of the share capital and to make corresponding reductions in the share

capital in the amount thereof;

• the difference between the purchase price of the cancelled shares and the nominal, or paid-in capital,

value thereof shall be charged against the issue premiums thereof and, if necessary, against the legal

reserve up to an amount equal to 10% of the cancelled share capital;

• the Board of Directors shall, and hereby does, have any and all necessary authority, with the power

to grant subdelegations of authority, to set the terms and conditions of such cancellation(s), to carry

out and undertake any and all actions, formalities, statements and declarations for the purpose of

cancelling the shares and making the capital reductions final and amending the Articles of Association

accordingly.

The Shareholders hereby resolve that the authorizations and delegations of authority granted to the

Board of Directors under and pursuant to this authorization shall inure to the benefit of the Management

Board, should the Eighth Resolution proposed at this General Shareholders’ Meeting in respect of

changing the Company’s form of governance and management not be approved;

This authorization shall be valid for 24 months from and after this General Shareholders’ Meeting.
ORDINARY MEETING

■ TWENTY-FIRST RESOLUTION

(Election of Mr. Jean-Pascal Tricoire as a Director)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Jean-Pascal Tricoire as a Director for a term of 4 years, i.e., until the close of the General Shareholders’ Meeting to be held in 2017 to consider and act on the financial statements for the financial year ending December 31, 2016.

■ TWENTY-SECOND RESOLUTION

(Election of Mr. Henri Lachmann as a Director)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Henri Lachmann as a Director for a term of one year, equal to the time remaining to run in respect of his term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2014 to consider and act on the financial statements for the financial year ending December 31, 2013.

■ TWENTY-THIRD RESOLUTION

(Election of Mr. Léo Apotheker as a Director)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Léo Apotheker as a Director for a term of 3 years, equal to the time remaining to run in respect of his term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2016 to consider and act on the financial statements for the financial year ending December 31, 2015.

■ TWENTY-FOURTH RESOLUTION

(Election of Ms. Betsy Atkins as a Director)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Ms. Betsy Atkins as a Director for a term of 2 years, equal to the time remaining to run in respect of her term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2015 to consider and act on the financial statements for the financial year ending December 31, 2014.

■ TWENTY-FIFTH RESOLUTION

(Election of Mr. Gérard de La Martinière as a Director)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Gérard de La Martinière as a Director for a term of 2 years, equal to the time remaining to run in respect of his term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2015 to consider and act on the financial statements for the financial year ending December 31, 2014.

■ TWENTY-SIXTH RESOLUTION

(Election of Mr. Xavier Fontanet as a Director)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Xavier Fontanet as a Director for a term of 3 years, equal to the time remaining to run in respect of his term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2016 to consider and act on the financial statements for the financial year ending December 31, 2015.

■ TWENTY-SEVENTH RESOLUTION

(Election of Mr. Noël Forgeard as a Director)

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Noël Forgeard as a Director for a term of one year, equal
to the time remaining to run in respect of his term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2014 to consider and act on the financial statements for the financial year ending December 31, 2013.

**TWENTY-EIGHTH RESOLUTION**  
* (Election of Mr. Antoine Gosset-Grainville as a Director)  

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Antoine Gosset-Grainville as a Director for a term of 3 years, equal to the time remaining to run in respect of his term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2016 to consider and act on the financial statements for the financial year ending December 31, 2015.

**TWENTY-NINTH RESOLUTION**  
* (Election of Mr. Willy R. Kissling as a Director)  

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Willy R. Kissling as a Director for a term of one year, equal to the time remaining to run in respect of his term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2014 to consider and act on the financial statements for the financial year ending December 31, 2013.

**THIRTIETH RESOLUTION**  
* (Election of Ms. Cathy Kopp as a Director)  

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Ms. Cathy Kopp as a Director for a term of one year, equal to the time remaining to run in respect of her term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2014 to consider and act on the financial statements for the financial year ending December 31, 2013.

**THIRTY-FIRST RESOLUTION**  
* (Election of Ms. Dominique Sénéquier as a Director)  

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Ms. Dominique Sénéquier as a Director for a term of 2 years, equal to the time remaining to run in respect of her term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2015 to consider and act on the financial statements for the financial year ending December 31, 2014.

**THIRTY-SECOND RESOLUTION**  
* (Election of Mr. G. Richard Thoman as a Director)  

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. G. Richard Thoman as a Director for a term of one year, equal to the time remaining to run in respect of his term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2014 to consider and act on the financial statements for the financial year ending December 31, 2013.

**THIRTY-THIRD RESOLUTION**  
* (Election of Mr. Serge Weinberg as a Director)  

The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Serge Weinberg as a Director for a term of one year, equal to the time remaining to run in respect of his term of office as a member of the Supervisory Board, i.e., until the close of the General Shareholders’ Meeting to be held in 2014 to consider and act on the financial statements for the financial year ending December 31, 2013.
THIRTY-FOURTH RESOLUTION*
(Election of a Director Representing Employee Shareholders)
The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Claude Briquet as a Director representing employee shareholders, for a term of 4 years, i.e., until the close of the General Shareholders’ Meeting held in 2017 to consider and act on the financial statements for the financial year ending December 31, 2016.

THIRTY-FIFTH RESOLUTION*
(Election of a Director Representing Employee Shareholders)
The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Ms. Magali Herbaut as a Director representing employee shareholders, for a term of 4 years, i.e., until the close of the General Shareholders’ Meeting held in 2017 to consider and act on the financial statements for the financial year ending December 31, 2016.

THIRTY-SIXTH RESOLUTION*
(Election of a Director Representing Employee Shareholders)
The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Thierry Jacquet as a Director representing employee shareholders, for a term of 4 years, i.e., until the close of the General Shareholders’ Meeting held in 2017 to consider and act on the financial statements for the financial year ending December 31, 2016.

THIRTY-SEVENTH RESOLUTION*
(Election of a Director Representing Employee Shareholders)
The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to elect Mr. Jean-Michel Vedrine as a Director representing employee shareholders, for a term of 4 years, i.e., until the close of the General Shareholders’ Meeting held in 2017 to will consider and act on the financial statements for the financial year ending December 31, 2016.

THIRTY-EIGHTH RESOLUTION
(Determination of the Amount of Directors’ Fees to be Awarded to the Board of Directors)
The Shareholders, acting on the basis of the quorum and majority requirements applicable to ordinary shareholder meetings, subject to approval of the Eighth Resolution submitted to this General Shareholders’ Meeting, hereby resolve to set at EUR1,300,000 the annual amount of directors’ fees to be paid to the Board of Directors.

THIRTY-NINTH RESOLUTION
(Authority for Formalities)
The Shareholders hereby resolve to grant any and all authority to a bearer of a copy or an abstract of the Minutes recording this Meeting for the purpose of accomplishing and carrying out any and all legal and administrative formalities.
Request for information

Ordinary and extraordinary Meeting of April 25, 2013

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 April 25, 2013,

as specified in article R.225-83 of the French Commercial Code

Place of signature ________________ date of signature ________________ 2013

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.