Notice of meeting
Ordinary and Extraordinary Shareholders’ Meeting
of April 25, 2019 to be held at 3 p.m. at

Palais des Congrès
Amphithéâtre Bordeaux
2, place de la Porte Maillot
75017 Paris

Ambitious outlook. Positive action. Full accountability.

Discover our impact for a more sustainable world.
How to reach

BY PUBLIC TRANSPORT
• Metro line 1 – Porte Maillot station
• RER C – Neuilly – Porte Maillot station

AIRPORT SHUTTLES FROM PORTE MAILLOT
• Air France coaches
• Beauvais Airport shuttles

FROM PARIS – CHARLES-DE-GAULLE AIRPORT
• Air France coaches direct to Porte Maillot roughly every 30 minutes
• RER B direction Saint-Rémy-lès-Chevreuse to Saint-Michel – Notre-Dame station
From Saint-Michel – Notre-Dame station
• RER C direction Pontoise to Neuilly – Porte Maillot station

FROM PARIS – ORLY AIRPORT
• Orlyval to Antony station
• RER B direction Mitry-Claye or Paris – Charles-de-Gaulle Airport to Châtelet-les-Halles
From Châtelet-les-Halles station
• Metro line 1 direction La Défense to Porte Maillot station
Contents

1 A statement from Chairman and CEO – Jean-Pascal Tricoire 2
2 Interview with Emmanuel Babeau, Deputy CEO in charge of Finance and Legal Affairs 4
3 Agenda 5
4 Corporate governance 6
5 Report of the Vice-chairman independent lead director of the board of directors 18
6 Summary overview of the Company’s financial situation and business activity in 2018 19
7 Presentation of the agenda of the Ordinary and Extraordinary Shareholders’ Meeting 22
8 Statutory Auditors’ report on regulated agreements and commitments 36
9 Resolutions 40
10 Conditions to attend the Shareholders’ Meeting 52
11 Request for information 55
2018 was a great year with strong growth.

2018 was a great year with strong growth across both businesses and all geographies. Group revenue and adjusted EBITA increased respectively by +7% and +10% organic, and net income reached a record high. We took on the challenge of energy transition and Industry 4.0, accelerating the execution of our strategy.

A strong performance in FY18
Schneider Electric’s revenues rose to EUR25.7 billion in 2018, representing an organic growth of approximately 7% overall, with our core offerings of Energy Management (Medium Voltage, Low Voltage, Secure Power) and Industrial Automation contributing to our strong growth, up respectively by +6.3% and +7.6% organic.

In 2018 we benefited from our balanced and geographically spread exposure with all regions recording organic growth. Asia Pacific, our largest region with 29% of revenues grew by +10%. It is approximately 6 times the revenues generated 15 years ago in the area, demonstrating the success of our globalization policy. North America also delivered a strong performance with approximately +8% organic growth. Western Europe, and Rest of the World generated organic growth of +3% and +5% respectively.

We continued to deliver profitable growth in 2018, improving the operational margin by +50bps organic to 15.1% and delivered a new high in terms of Net Income and EPS (+9.3%), while building our long term capabilities and increasing investments in R&D, Services, and Digital Capabilities.

Additionally, we continue to focus on generating attractive returns to our shareholders. After an active period of acquisitions to build our strong portfolio of technologies, we have returned approximately 80% of our free-cash-flow to shareholders over the past 4 years, rewarding their long-term support for the development of the group. This year, we are increasing our proposed dividend by +7% to €2.35 per share and initiating a new €1.5 to €2.0bn share buyback program.

We accelerated the execution of our strategy
After a few years of integration, in 2018 we finalized the consolidation of our businesses into two core activities: Energy Management and Industry Automation. Our country organizations combine both businesses to provide our customers with more integrated energy and automation digital solutions to serve their efficiency and sustainability needs. This translates into more cross-selling of technologies, more products provided through an enlarged network of partners, more services, more software, and a more targeted development of systems, which creates a solid base for growth in 2019.

More products and the most extensive network of partners worldwide
We continued to design and sell technology (products, services and software) for our customers to integrate, thanks to the most extensive network of local partners in the world (more than 650,000 worldwide). Our multi-local organizational model is fully operational and adapted to the different local ecosystems, allowing for unmatched proximity to our customers.

This year we brought strong innovation to our customers, with almost 150 new launches, showcasing many of them in an Innovation World Tour, with Innovation Summits and Innovation Days gathering nearly 30,000 customers from around the world.

An outstanding growth of services
In 2018, with a 9% organic growth, we kept developing stronger services. This is just the beginning, and they are expected to grow further, in volume and share within portfolio, as there is a huge potential for field and digital services, for buildings, data centers, industry and infrastructure.
Digitization at scale
In 2018, we continued to invest in our digital journey. We deployed at scale EcoStruxure*, our global, homogenous and agnostic platform, bringing our customers integrated and digitized solutions to manage the full equation of efficiency and sustainability: Energy management for energy and environmental efficiency and Automation for process efficiency. We enhance the digital portfolio with a full set of integrated offerings and customer value propositions, from asset management to software and digital services, while developing further our operating model and enhancing our capabilities. EcoStruxure™ growth is in this context clearly above the group average, as we reached in 2018 the target of 2 million assets under management, with an outstanding 34% year over year performance, bringing our customers major improvements in efficiency and sustainability but also in safety and reliability.

In Software, we made, a big step forward toward digitization in 2018, with double-digit growth. With the AVEVA acquisition in March 2018, Schneider Electric has become a global leader in industrial and engineering software, with a # 1 position in process industries. The group offers its customers, regardless of their market (oil and gas, chemicals, naval industry, power plants, water, waste, smart city, or agribusiness, etc.), location, or size, an extensive technology portfolio to serve customers’ efficiency and performance with solutions covering all aspects of the digital management of industrial assets, from design through construction to operation. AVEVA contribute strongly in making a very successful integration, developing strong synergies with the rest of Schneider Electric. The year was also marked by the acquisition of IGE+XAO, a leader in design software for electrical installations, strengthening our portfolio and stepping up our offering in specialized software.

2018 also saw the launch of Schneider Electric Ventures, with the objective to foster innovation by harnessing the best talent, ideas and technology from inside and outside of Schneider Electric. It will nurture tomorrow’s transformational and disruptive innovations with funding, incubation and partnerships.

One overarching goal: to serve a sustainable world
At Schneider Electric, sustainability is at the heart of everything we do. We want what we do to be meaningful and, through our culture and leadership, we aim to bring energy and efficiency to enable life, progress and sustainability for all. We are thus inventing and delivering technologies for a more sustainable world, i.e. working to make energy cheaper, greener, and reducing the impact of human activity on natural resources. Reducing energy and raw material consumption is imperative for all of us, from buildings to industry, from cities to data centers. We support our customers on a daily basis in this shift with our digital technologies, and we have set for ourselves credible and ambitious goals for nearly 15 years in our Schneider Sustainability Impact. Each quarter, we measure progress and develop best practices, and I am proud that our performance in 2018 exceeded by far the targets (173%). As a Member of the Board of the United Nations Global Compact, I want to reaffirm my support for the Ten Principles of the UN Global Compact, and the 17 Sustainable Development Goals. That is why, collectively, within Schneider Electric, we decided to reinforce our ambition for next year in five areas: climate, circular economy, health and equity, ethics, and development, to continue to be a leader in this field.

Our commitment is fully recognized, and we have received numerous external recognitions regarding our progress on these fundamental topics. In particular, in 2018, Schneider Electric was ranked #12 globally for supply chain performance in Gartner’s Global Top 25, and #2 in the Industry sector. It is a clear recognition of all the efforts undertaken to build a tailored sustainable and connected supply chain, with focus on regional manufacturing, and displaying strong credentials for the technologies we propose to our customers in the field of industry 4.0. We have also been selected for 8 years now on the CDP climate A list.

Building a more sustainable world is a real driver of innovation, a lever for growth and a legitimate factor of pride and belonging for associates and partners.

Great people make a great company
In this spirit, in 2018, Schneider Electric confirmed its place among the world’s leading socially responsible companies. Human potential is at the core of our company. Progress is led by people: Nothing would be possible without our fantastic human capital – our employees, partners, customers and communities with whom we operate. People choose to join, stay and remain engaged with Schneider Electric, because we all share the same distinctive core values and vision of who we are, of what we do and how we should do it. We create and provide equal opportunities for everyone, everywhere and continuously create an inclusive environment and welcome people from all walks of life. We are empowered to do our best and innovate, while living our unique life and work. In 2018, we summarized this new People Vision, to guide our choices and behaviors, into three pillars: being the most meaningful, inclusive and empowered, supported by a mode of organization which is local and connected.

2019 outlook : the world is moving in our direction
Looking ahead to 2019, the momentum is good for our business and market, as we serve the two major transitions of the energy world: the Energy Transition and Industry 4.0. We therefore plan to continue to grow and expand our profitability, based on the execution of our strategic priorities. We will continue to develop a larger network of partners, growing our services, offering more digital solutions through EcoStruxure™ for efficiency and sustainability, and a broader line of software and digital services.

The world indeed continues to transform, driven by megatrends such as urbanization, industrialization of new economies and digitization of businesses and society. It is becoming more electric, more digital, and more decentralized. These new capabilities are creating new customer requirements across our markets, from cybersecurity to artificial intelligence, from edge computing to clean electrification, from digital twins to smart buildings. We fully address those new dimensions, supplying digital solutions, and we are committed to capture these market opportunities. We will keep on extending our strong community and unique ecosystem, and innovating to benefit our partners, customers and society.

We are and will remain a responsible actor contributing, together with you, to the emergence of a better world, more respectful of the environment and individuals.

Jean-Pascal Tricoire,
Chairman and CEO

Schneider Electric Notice of Meeting 2019
In 2018, we delivered strong operational and financial performance, reaching a new record high EPS.

What were the highlights of the 2018 performance for Schneider Electric?

Strong execution and focus on our strategic priorities were key to delivering the strong operational and financial performance in 2018. With the good momentum in products, services and software, we recorded 6.6% organic growth and reached €25.7bn in revenue. Our gross margin continues to develop well and reached 39%, improving consistently over the past three years, reflecting our focus on high value-added products and solutions. We kept working on efficiency of our support function costs (SFC) and improved our SFC to revenues ratio by 50bps organically while continuing to invest in our digital and marketing capabilities. Through the combination of a good level of gross margin and SFC leverage, we grew our adjusted EBITA by +10% organic, exceeding for the second year in a row the top end of our targeted range (+4% to +7%) and our adjusted EBITA margin improved by 50bps organically to reach 15.1%. Recent acquisitions (Asco Power, IGE + XAO and AVEVA) also contributed positively, all delivering a strong performance. As a result of this strong operational performance, coupled with an improving cost of financing, our Net Income increased by +9%. Overall, we are reaching a new record high level in terms of earning per share, enabling us to increase our proposed dividend by +7%.

Could you share your medium-term ambition to increase operating profitability?

We have the ambition to increase our operational margin and therefore move the Group closer to the upper-end of our stated 13% to 17% adjusted EBITA margin range which we target through the cycle. In order to achieve this ambition, we will keep working on the levers within our control to improve the underlying performance of Schneider Electric. We will continue to focus on generating profitable growth while maintaining a strong focus on industrial productivity, organizational simplification and efficiency. We will also further concentrate our portfolio of technologies on the core Energy Management and Industrial Automation businesses and have put under review assets representing c.€1.5 to €2bn in revenue terms. Overall, we are targeting to improve the adjusted EBITA margin by c.200bps (before FX) over the next three years.

How do you intend to drive shareholder value in the next years?

We have positioned the company on two powerful and structural global demand drivers, specifically the energy transition and the industry of the future, which represent strong opportunities for the business in the medium and long term. Our two synergetic businesses: Energy Management and Industrial Automation have leading market positions in their respective markets and are ideally positioned to benefit from these secular trends while delivering strong financial performance to our shareholders.

With close to +8% organic growth per year in our operating profit over the past three years, our objective is to continue generating strong earnings growth through a combination of top line growth and margin expansion. Combined with the strong FCF generation and our solid balance sheet, this allows us to offer attractive returns to shareholders through a progressive dividend policy and a newly launched €1.5bn to €2bn share buyback program over the next 3 years.

Emmanuel Babeau,
Deputy CEO in charge of finance and legal affairs
The board of directors has decided to convene the Schneider Electric SE’s Shareholders Ordinary and Extraordinary Meeting on

April 25, 2019
At 3:00 p.m.
At Palais des Congrès – Amphithéâtre Bordeaux
2, place de la Porte Maillot, 75017 Paris

The board of directors has set the following agenda

Draft resolutions are set forth in pages 40 to 51.

Agenda

Within the material jurisdiction of the ordinary general assembly:

• Reports issued by the board of directors and the statutory auditors on accounts for the 2018 financial year;
• Approval of consolidated financial statements for the 2018 financial year;
• Approval of principles and criteria for determining, allocating and granting the elements of the compensation and benefits of all types paid, due or awarded in respect of the 2018 financial year to Mr. Emmanuel Babeau;
• Authorization granted to the board of directors to buy back Company shares – maximum purchase price per share EUR90;
• Powers for formalities.

Within the material jurisdiction of the extraordinary general assembly:

• Delegation of authority to the board of directors to undertake, through an offering as set forth in Paragraph II of Article L.411-2 of the French Monetary and Financial Code, without shareholders’ preferential subscription right, a capital increase up to a nominal amount of EUR115 million, i.e. 4.96% of capital, by issuing ordinary shares or securities giving access to the capital of the Company or any of its subsidiaries with shareholders’ preferential subscription right;
• Delegation of authority to the board of directors to undertake capital increases reserved for a category of beneficiaries: in favor of 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 2% of the share capital, without shareholders’ preferential subscription right;
• Determination of the amount of directors’ fees to be allocated to the board of directors;
• Authorization granted to the board of directors to buy back Company shares – maximum purchase price per share EUR90;
• Approval of principles and criteria for determining, allocating and granting the elements of the compensation and benefits of all types paid, due or awarded in respect of the 2019 financial year to Mr. Greg Spierkel;
• Appointment of three directors: Ms. Carolina Dybeck Happe, Ms. Xuezheng Ma, Mr. Lip-Bu Tan;
• Determination of the amount of directors’ fees to be allocated to the board of directors;
• Authorization granted to the board of directors to buy back Company shares – maximum purchase price per share EUR90;
Composition of the board of directors (February 13, 2019)

Mr. Jean-Pascal Tricoire
Chairman of the board of directors and Chief Executive Officer

Age: 55 years
Nationality: French
Business Address: Schneider Electric, 35, rue Joseph Monier, 92500 Rueil-Malmaison, France
623,523\(^{(1)}\) Schneider Electric SE shares

Experience and qualifications
After graduating from ESEO Angers and obtaining a MBA from EM Lyon, Jean-Pascal Tricoire spent his early career with Alcatel, Schlumberger and Saint-Gobain and joined the Schneider Electric Group (Merlin Gerin) in 1986. From 1988 to 1999 he occupied operational functions within Schneider Electric abroad, in Italy (5 years), China (5 years) and South Africa (1 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 Deputy CEO, before becoming Chairman of the management board of Schneider Electric SA on May 3, 2006. On April 25, 2013, following the change in mode of governance of the Company, he was appointed Chairman and CEO then re-elected on April 25, 2017.

Term of office
First appointed: 2013/Term ends: 2021

Current directorship
Chairman and CEO of Schneider Electric SE, Chairman and CEO of Schneider Electric Industries SAS, Director of DELIXI Electric Ltd, Director of Schneider Electric USA, Inc., Director and Chairman of the board of directors of Schneider Electric Asia Pacific Ltd, Chairman of the board of directors of Schneider Electric Holdings Inc.

Current external appointments
Chairman of the France-China Committee.

Previous directorship
Previous directorships and functions held in the past 5 years:
Chairman of the management board of Schneider Electric SA.

Committee membership
Chairperson of the Governance and remunerations committee and member of the Digital committee.

Note: bold indicates the names of companies whose securities are listed on a regulated market.
\(^{(1)}\) Held directly or through the FCPE.
* An independent director within the meaning of the AFEP/MEDEF corporate governance Code.

Mr. Léo Apotheker*
Vice-chairman independent lead director

Age: 65 years
Nationality: French/German
Business Address: Flat A, 15 Eaton Square London SW1W 9DD, England
3,093 Schneider Electric SE shares

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 firms specializing in information systems including SAP France & Belgium, where he was Chairman and CEO between 1988 and 1991. Mr. Apotheker was founding Chairman and CEO of ECsoft. In 1995, he returned to SAP as Chairman of SAP France. After various appointments within SAP as regional director, in 2002 he was appointed as a member of the Executive Committee and Chairman of Customer Solutions & Operations, then in 2007 as Chairman CSO and Deputy CEO of SAP AG and in 2008 CEO of SAP AG. In 2010, he became CEO and Chairman of Hewlett-Packard, a position he held until the fall of 2011. Voting member of the Schneider Electric SA, now Schneider Electric SE, board since 2008, Léo Apotheker was appointed Vice-Chairman independent lead director in May 2014.

Term of office
First appointed: 2008/Term ends: 2020

Current directorship
Vice-chairman independent lead director of Schneider Electric SE.

Other directorships at a listed company:
Director of NICE-Systems Ltd (Israel).

Other directorships or functions:
Chairman of the board of directors of Unit 4 NV (the Netherlands), Chairman of the Supervisory board of Signavio GmbH (Germany), Chairman of Syncron International AB (Sweden), Director of KMD A.S. (Denmark), Director of P2 Energy Solutions (United States), Director of Taulia (United States).

Previous directorships and functions held in the past 5 years:
Manager of “Efficiency Capital” fund, Member of the supervisory board of Steria, Chairman of the board of KMD A.S. (Denmark).

Committee membership
Chairperson of the Governance and remunerations committee and member of the Digital committee.
Ms. Betsy Atkins*
Director of Schneider Electric SE

Age: 65 years  
Nationality: American  
Business address: BAJACORP, 10 Edgewater Drive, Ste 10A  
Coral Gables, FL 33133, United States  
1,000 Schneider Electric SE shares

Experience and qualifications
After graduating from the University of Massachusetts, Betsy Atkins began her career co-founding several successful high-tech and consumer companies, including Ascend Communications. In addition, she served as Chairman and CEO of Clear Standards from 2008-2009, Chairman and CEO of NCI from 1991 to 1993 and as CEO of Key Supercomputer from 1987 to 1989.

Term of office
First appointed: 2011/Term ends: 2019

Current directorship
Director of Schneider Electric SE

Current external appointments
Other directorships or functions at listed companies:
Member of the board of directors, Chairperson of the Compensation committee and member of the Nominated and Governance committee of Wynn Resorts Inc. (United States),
Member of the board of directors and member of the Audit committee of SL Green Realty Corp. (United States),
Other directorships or functions:
Member of the board of directors of Volvo Cars AB (Sweden); CEO of Baja LLC.

Previous directorship
Previous directorships and functions held in the past 5 years:
Member of the Financial Policy & Compensation committee of Cognizant Inc. (United States),
Member of the board of directors of HD Supply Holdings, Inc. (United States),
Chairman of the Compensation committee and member of the board of directors of Polycom Inc. (United States),
Member of the board of directors of Chico’s FAS Inc. (United States),
of Wix (Israel) and of Ciber (United States), Chairman and CEO of Clear Standards, Inc. (United States), Chairman of the Governance committee and member of the board of directors of Darden (United States), Chairman of the advisory board of SAP, Member of ZocDoc advisory board.

Committee membership
Member of the Investment committee and of the Digital committee.

Ms. Cécile Cabanis*
Director of Schneider Electric SE

Age: 47 years  
Nationality: French  
Business Address: Danone, 17 boulevard Haussmann, 75009 Paris, France  
1,000 Schneider Electric SE shares

Experience and qualifications
Cécile Cabanis started her career in 1995 at L’Oréal in South Africa, and then in France. In 2000, she became Deputy Director of the Orange group’s Mergers and Acquisitions Department. In 2004, she joined Danone as Corporate Finance Director, and subsequently Head of Mergers & Acquisitions. In 2010, Cécile Cabanis was appointed Financial Director for the worldwide Fresh Dairy Products business. Since February 2015, she has been Chief Financial Officer and a member of the Executive Committee of Danone. She became the Head of Information Systems and Technologies in March 2017, and she has been in charge of Cycles, Procurement and Sustainable Resources Development at Danone since October 2017. She is a member of the board of directors of Danone.

Term of office
First appointed: 2016/Term ends: 2020

Current directorship
Director of Schneider Electric SE

Other directorships or functions at listed companies:
Director, Chief financial officer, IS/IT, Cycles and Purchases and member of the Executive Committee of Danone SA (France), Member of the Supervisory board of Mediawan (France).

Other directorships or functions:
Member of the supervisory Board of Société éditrice du Monde (France), Director and Chairman of Livelihoods Fund (SICAV) (Luxembourg).

Previous directorship
Previous directorships and functions held in the past 5 years:
Non voting director of Schneider Electric SE, Director of Danone Djurdjura, Danone fund for Ecosystem, Produits Latiers Frais Iberia, Danone SA, Compagnie Gervais Danone, Dan Trade B.V., Danone CIS Holdings B.V., Danone Industria LLC, Danone Russia, DanoneWave (Public Benefit Corporation – United Sates), Member of the supervisory board of Danone Sp. z o.o. and of Toeca International Company B.V.

Committee membership
Chairperson of the Audit and Risks committee.

Note: bold indicates the names of companies whose securities are listed on a regulated market.  
* An independent director within the meaning of the AFEP/MEDEF corporate governance Code.
Corporate governance

Mr. Antoine Gosset-Grainville*
Director of Schneider Electric SE

Age: 52 years
Nationality: French
Business Address: BDGS Associés, 51 rue François 1er, 75008, Paris, France
1,000 Schneider Electric SE shares

Experience and qualifications
Antoine Gosset-Grainville, 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). From May 2010 to May 2013, he was Deputy Managing Director of the Caisse des Dépôts et Consignations. In June 2013, he became a partner at BDGS Associés law firm.

Term of office
First appointed: 2012/Term ends: 2020

Current directorship
Director of Schneider Electric SE

Current external appointments
Other directorships or functions at listed companies:
- Director of the FNAC Group, Director and Chairman of the Audit Committee of Compagnie des Alpes.
- Partner at BDGS Associés law firm.

Previous directorship
Previous directorships and functions held in the past 5 years:
- Director of CNP Assurances and Icade, Deputy Managing Director of the Caisse des Dépôts et Consignations, Director of the Fonds Stratégique d’Investissement, La Poste and Véolia-Transdev, Director of Dexia.

Committee membership
Member of the Audit and risks committee.

Mr. Fred Kindle*
Director of Schneider Electric SE

Age: 59 years
Nationality: Swiss
Business Address: Vaistligasse 1 9490 Vaduz, Liechtenstein
40,000 Schneider Electric SE shares

Experience and qualifications
Fred Kindle graduated from the Swiss Federal Institute of Technology (ETH) in Zurich and holds an MBA from Northwestern University, Evanston, USA. He began his career in the Marketing Department of Hilti AG in Liechtenstein from 1984 to 1986. From 1988 to 1992, he worked as a consultant at McKinsey & Company in New York and Zurich. He then joined Sulzer AG in Switzerland, where he held various management positions. In 1999, he was appointed Chief Executive Officer of Sulzer Industries and in 2001, he became CEO of Sulzer AG.

After joining ABB Ltd in 2004, Fred Kindle was appointed Chief Executive Officer of the ABB group, a position which he held until 2008. He then became a partner at Clayton, Dubilier & Rice LLP, a private equity fund based in London and New York. He is now an independent consultant and director at several companies.

Term of office
First appointed: 2016/Term ends: 2020

Current directorship
Director of Schneider Electric SE

Current external appointments
Other directorships or functions at listed companies:
- Chairman of the board of directors of VZ Holding AG (Switzerland) and Chairman of the Compensation Committee.
- Director of Stadler Bussnang AG (Switzerland) and Chairman of the Strategy Committee.
- Non-voting director of Schneider Electric SE, Director of Exova Plc (United Kingdom) and member of the Appointments Committee, Partner of Clayton Dubilier & Rice LLC (USA), Chairman of the board of directors and Chairman of the Compensation Committee of Exova Group PLC (United Kingdom), Chairman of the board of directors of BCA Marketplace Plc (United Kingdom), Director of Rexel SA (France); Lead Director of VZ Holding Ltd (Switzerland), Member of the Development Committee of the Royal Academy of Engineering (London), Vice-Chairman of Zurich Insurance Group Ltd (Switzerland), member of the Governance and Appointments Committee and member of the Remuneration Committee, Chief Executive Officer of Kinon AG (Switzerland).

Committee membership
Chairperson of the Investment committee and member of the Audit and risks committee and of the Governance and remunerations committee.

Note: bold indicates the names of companies whose securities are listed on a regulated market.
* An independent director within the meaning of the AFEP/MEDEF corporate governance Code.
Mr. Willy R. Kissling  
Director of Schneider Electric SE  
Age: 74 years  
Nationality: Swiss  
Business address: Poststrasse n° 4 BP 8808 Pfäffikon, Switzerland  
1,600 Schneider Electric SE shares

Experience and qualifications  
Willy R. Kissling, a Swiss citizen, holds diplomas from the Universities of Bern (Dr. Rer.pol) and Harvard (P.M.D). He has extensive experience and recognized expertise in both CEO and director positions in multinational companies based in Switzerland, and particularly in the following fields: construction and energy management technologies (acquired as CEO of the former Landis&Gyr Ltd), information technology and vacuum processing (acquired as Chairman of Oerlikon Bührle Ltd, which became OC Oerlikon Ltd), construction materials (Holcim Ltd, Cement, Forbo Ltd Flooring, Rigips GmbH, Gypsum), packaging (Chairman of SIG Ltd) and logistics (acquired at Kühne&Nagel Ltd). Willy R. Kissling has also been a member on various supervisory boards including those of Pratt & Whitney and Booz Allen Hamilton.  
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 CEO. From 1987 to 1996, Mr. Willy Kissling served as CEO of Landis&Gyr Corporation, a provider of services, systems and equipment for energy management, building control and payment systems for payphone operators. From 1998 to 2005 he was executive chairman of Oerlikon Bührle Holding AG (renamed OC Oerlikon Corp.).

Ms. Linda Knoll*  
Director of Schneider Electric SE  
Age: 58 years  
Nationality: American  
Business Address: Fiat Chrysler Automobiles, 1000 Chrysler Drive, CIMS # 485-05-97 Auburn Hills, Michigan 48326, United States  
1,000 Schneider Electric SE shares

Experience and qualifications  
Linda Knoll holds a Bachelor of Science Degree in Business Administration from Central Michigan University. After a career in the land systems division of General Dynamics, Ms. Knoll joined CNH Industrial in 1994 (Case Corporation at the time). She held various positions there, culminating in her appointment to multiple senior management positions. In 1999, Ms. Knoll became Vice-President and General Manager of the Group’s Crop Production Global Product Line. From 2003 to 2005, she was Vice-President for North America Agricultural Industrial Operations. She then served as Vice-President for Worldwide Agricultural Manufacturing until 2007, managing 20 plants in 10 countries, before being appointed Executive Vice-President for Development of Agricultural Products. From 2007 to 2011, she represented CNH as a board member for the National Association of Manufacturers. Ms. Knoll was appointed CHRO in CNH Industrial and Fiat Chrysler Automobiles in 2007 and 2011 respectively. In January 2019, Ms. Knoll stepped down from her CHRO position in CNH Industrial, dedicating her focus to Fiat Chrysler Automobiles.

Current directorship  
Director of Schneider Electric SE

Committee membership  
Member of the Audit and risks committee, of the Governance and remunerations committee and of the Human Resources and CSR committee.

Note: bold indicates the names of companies whose securities are listed on a regulated market. 
* An independent director within the meaning of the AFEP/MEDEF corporate governance Code.
Ms. Xiaoyun Ma
Director of Schneider Electric SE

Age: 55 years
Nationality: Chinese
Business Address: 8F, Schneider Electric Building, No. 6, East Wangjing Rd, Chaoyang District Beijing 100102, China

Experience and qualifications
Graduated from top Chinese universities and holding China Certificate of Public Accountant, Ms. Xiaoyun Ma started her career as a finance professional at an audit firm (PWC). She joined Schneider Electric in 1997 as the controller of Schneider (Beijing) Medium Voltage Co., Ltd. in Beijing China. Since then, she has worked in many different controller and CFO positions, covering manufacturing, supply chain and front office, in the China and Asia Pacific zone, while getting an MBA from New York University in 2004. She is currently the CFO for Schneider’s China Operations, in charge of China daily finance operations, organization simplification and internal digital transformation. She has also been a director of about 40 Chinese companies and Asia Pacific entities within the Group in the past 10 years.

Term of office
First appointed: 2017/Term ends: 2021

Current directorship
Director of Schneider Electric SE

Current external appointments
Other directorships or functions within Schneider Electric Group:
Chairman of the board of directors of Schneider Electric IT (China) Co., Ltd. (China);
Vice Chairman of the board of directors of Schneider Electric (Xiamen) Switchgear Equipment Co., Ltd. (China); Citic Schneider Smart Building Technology (Beijing) Co., Ltd., Beijing BipBip Efficiency and Automation Application Technology Center (China);
Executive director of Beijing Leader Harvest Energy Efficiency Investment Co., Ltd. (China).

Other directorships or functions outside Schneider Electric Group:
Vice Chairman of the board of directors of Sunten Electric Equipment Co., Ltd. (China).

Previous directorship
Previous directorships and functions held in the past 5 years:

Committee membership
Member of the Human Resources and CSR committee and of the Investment committee.
Mr. Patrick Montier
Director of Schneider Electric SE

Age: 62 years  
Nationality: French  
Business Address: Zac de la chanterie, Route de Gachet, BP 807/0, 44307 Nantes cedex 3, France  
4,140 Schneider Electric SE shares

Experience and qualifications

Graduated from the Institute of Business Administration of the University of Nantes (France), Patrick Montier began his career at Schneider Electric in 1978 as a Business Engineer of the applications and systems department. In 1986, he joined France Country organization and contributed to the development of business activities in the instrumentation and automation fields and in regional marketing as project manager for launching new offers. In 1999, he was appointed regional executive of the France Training Institute in charge of relations with educational institutions (universities, engineering schools, academies). Since 2010, he has been in charge of partnerships with organizations imparting vocational training. Meanwhile, in 2003 he joined the trade union Force Ouvrière and became its Group deputy coordinator in 2010 until the end of January 2017. In September 2017, he was designated director representing the employees of Schneider Electric SE.

Ms. Fleur Pellerin*
Director of Schneider Electric SE

Age: 45 years  
Nationality: French  
Business address: Korelya Capital, 87 rue Réaumur, 75002 Paris, France  
1,000 Schneider Electric SE shares

Experience and qualifications

Ms. Fleur Pellerin graduated from the École Supérieure des Sciences Economiques et Commerciales (ESSEC), the Paris Institut d’Études Politiques (IEP-Sciences-Po), and the École Nationale d’Administration (ENA).

She became a magistrate at the Court of Auditors in the early 2000s. In addition, she worked for the United Nations as an external auditor. In 2007, she joined “Club XXI Siècle”, a not-for-profit association dedicated to diversity and equal opportunities, and served as its president between 2010 and 2012. She took over as French Minister for SMEs, Innovation and Digital Economy in 2012 where she launched a program for the development of French startups referred to as “French Tech”. In April 2014 she was appointed Secretary of State for Foreign Trade, Tourism Development and French people residing abroad, a position that she held till August 2014. Additionally, Fleur Pellerin is a lecturer at the ENA and was a Director of the Public Sénat channel from 2011-2012. In 2016 she left politics and founded Korelya Capital, an investment fund with €200 million in funding which promotes and supports investments in technology start-ups in France and in Europe.

Term of office

First appointed: 2017/Term ends: 2021

Current directorship

Director of Schneider Electric SE

Current external appointments

Other directorships or functions at a listed company:  
Member of the Supervisory Board of KLM (the Netherlands).

Other directorships or functions:  
Director and CEO of Korelya Consulting, Korelya Capital, Korelya Fondateurs (France), Director or Observer of Devialet, Snips, Ledger and Naver France (France), Member of the Strategic consultative committee of Talan (France); Member of the board or supervisory committee of following Associations: Canneseries, Institut Montaigne, Fonds de dotation du Musée du Louvre and France Digitale (France).

Previous directorships and functions held in the past 5 years:

Regional Chairman (Loire) of AFDET association (French Association for Technical Education Development a non-profit association as per the French Law of 1901), representative of the Central Works Council at the Board of Directors of Schneider Electric Industries SAS, director of CAPRA Prévoyance.

Committee membership

Member of the Investment committee.

Note: bold indicates the names of companies whose securities are listed on a regulated market.  
* An independent director within the meaning of the AFEP/MEDEF corporate governance Code.  
(1) Held directly or through the FCPE.
Mr. Anders Runevad*
Director of Schneider Electric SE

Age: 58 years
Nationality: Swedish
Business Address: Vestas Wind Systems A/S, Hedeager 42, 8200 Aarhus N, Denmark
1,000 Schneider Electric SE shares

Experience and qualifications
Anders Runevad holds a Master of Science Degree in Electrical Engineering from the University of Lund (Sweden), where he also studied business and economy.

He joined Ericsson in 1984 as a Design Engineer before assuming roles in R&D, Product Management, Marketing and Sales in Sweden and abroad (Singapore and the U.S.). He then held various management positions at Ericsson in different countries (Sweden, Singapore, US, Brazil and UK). In 1998 he was appointed President Ericsson Singapore. From 2000 to 2004 he served as Vice-president Sales and Marketing, Ericsson Mobile Communications AB. In 2004 he was appointed President of Ericsson Brazil, where he was responsible for Ericsson’s overall telecommunications infrastructure and service business. From 2007 until 2010 he served as Executive Vice-president, and director of the board at Sony Ericsson Mobile Communications AB. He then became President of Western & Central Europe at Telefonaktiebolaget LM Ericsson (public company) in 2010. In 2013, he left Ericsson to join Vestas Wind Systems A/S as Chief Executive Officer and Group President, a position he still holds. He also serves as a Director of Nilfisk Holding A/S (former division of NKT A/S).

Mr. Gregory Spierkel*
Director of Schneider Electric SE

Age: 62 years
Nationality: Canadian
Business Address: 325 Weymouth Place, Newport Beach, California, United States
1,000 Schneider Electric SE shares

Experience and qualifications
Mr. Spierkel holds a Bachelor’s degree in Commerce from Carleton University (Ottawa) and a Master’s Degree in Business Administration from Georgetown University. He also attended the Advanced Manufacturing program at INSEAD.

Mr. Spierkel began his career working for Bell Canada in sales and product development, followed by a period with Nortel Inc. in market research. For 4 years, he served as Managing Director of Mitel Telecom with responsibilities over Europe and Asia. He then spent 5 years at Mitel Corp. where he served as President of North America and President of Global Sales and Marketing. In August 1997, he joined Ingram Micro as a Senior Vice-President Asia-Pacific. In June 1999, he was appointed as Executive Vice-president and President of Ingram Micro Europe. He was promoted to President of the Ingram Micro Inc. group in 2004, before assuming the role of CEO of Ingram Micro Inc. in 2005. He retained this position, and his seat on the board of directors, until his departure in 2012. Since 2012, Mr. Spierkel has been providing advisory and consulting services to private equity firms with investments in the information technology sector.

Term of office
First appointed: 2018/Term ends: 2022
First appointed: 2015/Term ends: 2019

Current directorship
Director of Schneider Electric SE

Current external appointments
Other directorships or functions at listed companies: President & CEO of Vestas Wind Systems A/S (Denmark), Director of Nilfisk Holding A/S (Denmark).

Other directorships or functions: Chairman of the Board of MHI Vestas Offshore Wind (Denmark) and various Vestas Wind Systems A/S subsidiaries.

Positions of trust:
Member of the General Council of the Confederation of Danish Industry; member of the Industrial Policy Committee of the Confederation of Danish Industry.

Previous directorship
Previous directorships and functions held in the past 5 years: Director of NKT A/S (end 2018).

Committee membership
Member of the Investment committee.

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

* An independent director within the meaning of the AFEP/MEDEF corporate governance Code.
Non-voting member

Mr. Lip-Bu Tan
Non-voting member

Age: 59 years
Nationality: American
Business Address: One California Street, Suite 1750, San Francisco, CA 94111, United States

Experience and qualifications

Lip-Bu Tan holds a Master of Science in Nuclear Engineering from the Massachusetts Institute of Technology, an MBA from the San Francisco University and a Bachelor of Science degree from the Nanyang University of Singapore.

Mr. Tan is currently CEO and board member of Cadence Design Systems, Inc., position that he has been holding since 2009 and 2004 respectively. He also serves as Chairperson of Walden International, a venture capital firm he founded in 1987. Prior to founding Walden, he was Vice-president of Chappell & Co. and held management positions at EDS Nuclear and ECHO Energy. He has been an independent member of the board of Hewlett Packard Enterprise Co. since November 2015 and a board member of Aquantia since March 2015, position that he will leave at the end of its term in June 2019.

Term of office

Co-optation as non-voting director: October 2018
Candidate for election: April 2019

Current directorship

Non-voting director of Schneider Electric SE

Current external appointments

Other directorships or functions at listed companies:
Board member of Hewlett Packard Enterprise (USA) and Aquantia Corporation (USA).

Other directorships or functions:
Board member of Advanced Micro-Fabrication Equipment Inc (Shanghai), Habana Labs Ltd. (Israel), CNEX Labs, Inc. (USA), Fungible, Inc. (USA), Innovium, Inc. (USA), Komprise (USA), RF Pixels, Inc (USA), Tagore Technology, Inc. (USA), LightBits Labs (Israel), Oryx Vision (Israel), Proteantecs (Israel), Rosetal System Information Ltd. (dba Localize) (Israel), Vayyar Imaging (Israel), WekaIO, LTD (Israel), HiDeep, Inc. (South Korea), Silicon Mitus, Inc. (south Korea), SambaNova Systems, Inc. (USA), Board of The Electronic System Design Alliance (ESD Alliance), Member of the Board of Trustees and the School of Engineering Dean’s Council at Carnegie Mellon University (CMU), Global Advisory Board Member of METI Japan, Member of the Board of Global Semiconductor Alliance (GSA), Member of The Business Council and Committee 100.

Previous directorship

Previous directorships and functions held in the past 5 years:
Board member of Semiconductor Manufacturing International Corporation (China), SINA Corporation (China), Quantenna Communications, Inc. (USA), Ambarella Inc. (USA).

Committee membership

Member of the Investment committee and of the Digital committee.

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

The board of directors devoted most of its activities to the Company’s corporate governance, strategy and its implementation, reviewing operations and the annual and interim financial statements, which it approved, and preparing the Annual Shareholders’ Meeting.

Attendance

The board held 9 meetings in 2018. The meetings lasted 5 hours on average with an average participation rate of directors of almost:

Directors’ average participation rate

95%

Nine directors have an attendance rate of 100% and none have an attendance rate less than 83% as shown in the chart hereafter summarizing the directors’ individual attendance at board’s meetings:

<table>
<thead>
<tr>
<th>Director</th>
<th>Attendance rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Jean-Pascal Tricoire – Chairman</td>
<td>100%</td>
</tr>
<tr>
<td>Mr. Léo Apotheker – Vice-chairman independent lead director</td>
<td>100%</td>
</tr>
<tr>
<td>Ms. Betsy Atkins</td>
<td>89%</td>
</tr>
<tr>
<td>Ms. Cécile Cabanis</td>
<td>100%</td>
</tr>
<tr>
<td>Mr. Antoine Gosset-Grainville</td>
<td>100%</td>
</tr>
<tr>
<td>Mr. Fred Kindle</td>
<td>100%</td>
</tr>
<tr>
<td>Mr. Willy Kissling</td>
<td>100%</td>
</tr>
<tr>
<td>Ms. Linda Knoll</td>
<td>89%</td>
</tr>
<tr>
<td>Ms. Xiaoyun Ma</td>
<td>89%</td>
</tr>
<tr>
<td>Mr. Patrick Montier</td>
<td>100%</td>
</tr>
<tr>
<td>Ms. Fleur Pellerin (1)</td>
<td>83%</td>
</tr>
<tr>
<td>Mr. Anders Runevad (1)</td>
<td>100%</td>
</tr>
<tr>
<td>Mr. Gregory Spierkel</td>
<td>100%</td>
</tr>
</tbody>
</table>

(1) Since April 24, 2018, term start date.

During their first year in office, new directors may face legitimate difficulties being available to attend the board meetings given that the schedule of board meetings was set before them joining the board.

All absences were valid and excused.
Corporate governance
The board of directors, depending on the subject, upon the report of the Governance and remunerations committee, the Human Resources and CSR committee or the Audit and risks committee:

- discussed the composition of its membership and that of its committees and the principle of balanced representation of men and women.
  - To this end, it pursued its efforts towards its “regeneration” which aims at rejuvenating its composition and strengthening knowledge of the Group’s key markets, and proposed to the Annual Shareholders’ Meeting to vote in favor of Ms. Fleur Pellerin and Mr. Anders Runevad as director as well as in favor of the renewal of Ms. Linda Knoll’s and Mr. Willy Kissling’s terms as directors.
  - In addition, the board of directors also appointed on October 24, 2018 Mr. Lip-Bu Tan as a non-voting member.
- The board of directors also deliberated on the composition of its committees. In this respect, it appointed on April 24, 2018, Mr. Willy Kissling and Ms. Fleur Pellerin as members of the Audit and risks committee, Mr. Fred Kindle as a member of the Governance and remunerations committee, Ms. Fleur Pellerin as a member of the Human Resources and CSR committee, Mr. Fred Kindle as Chairperson of the Investment committee, Ms. Betsy Atkings, Ms. Xiaoyun Ma, Mr. Patrick Montier, Mr. Anders Runevad and Mr. Greg Spierkel as members of the Investment committee, Mr. Greg Spierkel as Chairperson of the Digital committee, Mr. Léo Apotheker, Ms. Betsy Atkin and Ms. Fleur Pellerin as members of the Digital committee.
- Mr. Lip-Bu Tan was appointed on October 24, 2018 and joined the Investment committee and the Digital committee as a member.
- discussed whether to maintain the unification of the functions of Chairman and CEO (see page 222 of the Registration Document);
- examined the succession plan for corporate officers at one of its “executive sessions”;
- deliberated, at its meeting of October 24, 2018, on its self-assessment and approved an action plan;
- discussed and reviewed the principles and criteria relating to the compensation of the corporate officers and approved the compensation and benefits of all types that may be or have been granted;
- was informed of the meetings with major shareholders conducted by the Vice-chairman independent lead director on governance topics;
- took note, upon the report of the Governance and remunerations committee, of the results of the Annual Shareholders’ Meeting, analyzed the dissenting minority grounds and implemented relevant corrective actions (see page 245 of the Registration Document);
- was informed of the review of changes in the compensation of members of the Executive Committee;
- was informed of the works done by the Human Resources and CSR committee on the succession plan for members of the Executive Committee;
- decided on the implementation of the 2018 long-term incentive plan. It accordingly reviewed the performance conditions (see pages 245-256 of the Registration Document), drew up a list of beneficiaries (which includes corporate officers) and set the terms of individual awards;
- checked and recorded the calculation of the level of achievement of performance conditions applicable to Performance Share plans 25, 26, 27, 28, 29 and 29 bis;
- decided on capital increases reserved for employees (see page 363 of the Registration Document);
- approved the corporate governance report as provided for in Article L.225-37 of the French Commercial Code;
- approved the management report as provided for in Article L.225-100 of the French Commercial Code;
- examined the regulated agreements and commitments and reviewed those related to the status of its Chairman and CEO and its Deputy CEO;
- adopted the consolidated status of its Chairman and CEO and its Deputy CEO;
- was informed on legal and regulatory updates (PACTE draft law, new AFEF/MEDEF corporate governance Code, Law for the freedom to choose one’s professional future).

Since 2018, in application of the provisions of Article 1.C.3 of the internal regulations as amended in February 2018 to take into account the proposals of the action plan adopted by the board of directors following its external assessment conducted in 2017, the Vice-chairman convenes executive sessions of the board of directors (without the Corporate Officers) at the end of each board meeting.

In 2018, the board of directors held 4 “executive sessions”, vs. 3 in 2017, during which the members of the board of directors discussed the strategic options, the corporate officers’ compensation, and more specifically the long-term incentive plan, and reviewed the succession planning for Corporate Officers.

In addition, when the board debated and determined the compensation of the Chairman and CEO and the Deputy CEO, the interested parties were not present.

Succession planning
The succession planning of the Corporate Officers and the top management is examined thoroughly by the board every year.

The succession planning is the result of a two-stage process that is followed at the end of each year:

- the Human Resources & CSR committee reviews by name the list of talents who could be considered for potential succession to the top management, studies the profiles of the new-comers and the assessment of every individual’s performance, ascertains the quality and the diversity of the selected pool and reports to the board thereon;
- the Chairman and CEO presents to the Governance and remunerations committee the various internal options to address immediate, short term and long term needs, both for him and for the Deputy CEO, with their respective pros and cons; the matter is then brought forward for discussion at the next executive session (held without the presence of the Corporate Officers). As need be, it may be reviewed in the course of the year at another executive session.
Strategy
The board of directors conducted a thorough review of the Group strategy, as every year, as part of a meeting of several days named “Strategy Session” specifically dedicated to the topic.

During this Strategy Session held in the West Coast of the United States of America in August 2018, the directors visited several sites representative of the digital transformation and talked with major players in this field. Members of the board of directors were also able to share individually and for a long time with each Executive Committee member and a certain number of Business managers, functional and operational managers representing all activities and geographies of the Group.

Concerning the recurrent activity of the Investment committee, the board of directors examined and approved the growth strategy plan proposed by the Senior management. Moreover, it heard reports from the Chairman of the Investment committee on the works of this committee and was informed about moves and changes concerning competitors of Schneider Electric.

Activities and results
The board was informed of the Group’s 2018 objectives.

It read the quarterly business reports prepared by the Senior management. At each meeting, the board was also informed of the business situation.

On February 14, 2018, the board of directors reviewed and approved the 2017 financial statements based on the Audit and risks committee’s report and the report by the statutory auditors, who were present at the meeting. The board decided to propose to the Annual Shareholders’ Meeting that the dividend be set at EUR2.20 per share. Similarly, on July 25, 2018, it reviewed and approved the financial statements for the first half of 2018.

In 2018, several meetings were dedicated to the follow-up of the acquisitions carried out in 2017 (AVEVA) and to the on-going acquisition of Larsen & Toubro’s Electrical & Automation business.

Based on the Audit and risks committee’s report, the board of directors was informed about the changes in risk mapping and also on the works of the Group’s internal audit and internal control teams. The Audit and risks committee also reported to the board on its other duties, which were also a topic for discussion, in relation to risk management monitoring (coverage of risks by insurance, supplier risks).

It reviewed the conclusions reached by the Audit and risks committee on its analysis carried out particularly in relation to:

- the impact of the tax rate reform in the US;
- the Supply Chain ability to sustain the growth of the markets in 2018;
- the evolution of the “Compliance” function and review of the summary report on fraud cases;
- the update on the strategy for acquiring “critical” skills and on the risk-reduction measures identified in the risk matrix;
- the update on Cyber-Security and on the situation concerning Group software tools (ERP – “Enterprise Resource Planning”);
- the investigations (see page 77 of the Registration Document);
- the Energy Rebound 2 initiative status;
- the review of compliance status with the Global Data Protection Regulation (post May 2018 enforcement).

The board of directors also monitored the implementation of the share buyback and reviewed the debt situation.

Annual Shareholders’ Meeting
The board approved the agenda and draft resolutions of the 2018 Annual Shareholders’ Meeting, and its report to the shareholders at the meeting. It took note of the proxy-advisors’ reports. It was informed of the positions expressed by the shareholders met during the preparation of the Annual Shareholders’ Meeting. It approved the responses to the written questions.

Almost all directors were present at the meeting (11/13). It approved all resolutions supported by the management, including those relating to the composition of the board of directors, the compensation of the corporate officers and the renewal of financial authorizations.
Senior management

The Senior Management of Schneider Electric SE consists of the Chairman and Chief Executive Officer and a Deputy Chief Executive Officer. The operational organization of the Senior Management of the Group is supported by the Executive Committee, which is chaired by the Chairman and Chief Executive Officer.

The Chairman and Chief Executive Officer
On April 25, 2017, on the occasion of the reelection of Mr. Jean-Pascal Tricoire as a director by the Annual Shareholders’ Meeting, the board of directors decided to unify the functions of Chairman and Chief Executive Officer, for the reasons explained on page 222 of the Registration Document and to appoint Jean-Pascal Tricoire as Chairman and Chief Executive Officer. As per its internal regulations, the board of directors shall deliberate annually on this choice.

Extent and limitations of the powers of the Chairman and Chief Executive Officer
The Chairman and Chief Executive Officer represents the Company in its dealings with third parties. He is vested with the broadest authority to act in any and all circumstances in the name and on behalf of the Company. He exercises this authority within the limits of the corporate purpose, except for those matters that are reserved by law expressly to the Shareholders’ Meetings or the board of directors. In addition, the internal regulations of the board of directors provide that the Chairman and Chief Executive Officer must submit for approval to the board any acquisition transactions or disposal of assets amounting to more than EUR250 million as well as any strategic partnership agreement.

The Deputy Chief Executive Officer
On April 25, 2017, upon the proposal of Mr. Jean-Pascal Tricoire, the board of directors appointed Emmanuel Babeau as Deputy CEO in charge of Finance and Legal Affairs.

Emmanuel Babeau
Age: 52 years
Nationality: French
Business Address: Schneider Electric, 35, rue Joseph Monier, 92500 Rueil-Malmaison, France
34,508(1) Schneider Electric SE shares

Experience and qualifications
Emmanuel Babeau graduated from ESCP and began his career at Arthur Andersen in late 1990. In 1993, he joined the Pernod Ricard group as an internal auditor. He was appointed head of Internal Audit, Corporate Treasury Center and Consolidation in 1996. Mr. Babeau subsequently held several executive positions at Pernod Ricard, notably outside France, before becoming Vice-President, Development in 2001, CFO in June 2003 and Group Deputy Managing Director in charge of Finance in 2006. He joined Schneider Electric in the first half of 2009. In 2013, he was appointed Deputy CEO in charge of Finance and Legal Affairs then re-elected on April 25, 2017.

Term of office
First appointed: 2013

Current directorship
Deputy Chief Executive Officer of Schneider Electric SE.

Current external appointments
Other directorships or functions within Schneider Electric Group: Vice-chairman and non-executive director of Aveva Group plc. (United Kingdom), Director of Schneider Electric Industries SAS (France), AO Schneider Electric (Russia), Schneider Electric USA, Inc. (USA), Schneider Electric (China) Co. Ltd (China), Samos Acquisition Company Ltd (United Kingdom), Schneider Electric Holdings Inc. (USA), Carros Sensors Topco Ltd. (formerly named Innovista Sensors Topco Ltd) (United Kingdom), Member of the supervisory board of Aster Capital Partners SAS (France), Representative of Schneider Electric Industries SAS at the supervisory board of Schneider Electric Energy Access (France).

Other directorships or functions outside Schneider Electric Group: Director of Sanofi (France), Sodexo (France), Shareholder and manager of SCI GETIJ.

Previous directorship
Previous directorships and functions held in the past 5 years: Member of the management board of Schneider Electric SA, Director of Invernyys Ltd. (United Kingdom), Telvent GIT SA (Spain), Chairman and member of the management board of Schneider Electric Services International Sprl, Member of the steering committee of Aster Capital Partners SAS (France), Member of the supervisory board of Innovista Sensors SAS (France).

Note: bold indicates the names of companies whose securities are listed on a regulated market.
(1) Held directly or through the FCPE.
Mr. Leo Apotheker hereby reports on the work he carried out in 2018 as part of his administrative functions as Vice-Chairman independent lead director. At the Annual Shareholders’ Meeting of April 25, 2016 where Mr. Leo Apotheker was re-elected as director, the board of directors appointed him as Vice-Chairman independent lead director for the term of his office.

1. Powers of the Vice-Chairman independent lead director
The Vice-Chairman independent lead director is appointed by the board of directors in pursuance of article 12 of the Articles of Association, which provide for the appointment of a Vice-Chairman with the function of a Senior Independent Director if the roles of Chairman and CEO are combined.

In compliance with article 12 of the Articles of Association, the duties of the Vice-Chairman lead director are defined by the internal regulations of the board of directors. Those internal regulations and the charter for the Vice-Chairman independent lead director can be found on pages 397 to 405 of the Registration Document. They are also published on the Company’s website, www.schneider-electric.com.

2. Activities of the Vice-Chairman independent lead director
Information of the Vice-Chairman independent lead director
To be able to carry out his duties, the Vice-Chairman lead director must have excellent knowledge of the Group and be particularly well informed about its business performance.

As such, the Vice-Chairman is apprised of current events and the performance of the Group through weekly exchanges with the Chairman and CEO. He meets regularly all members of the Group Executive Committee. The Vice-Chairman has also pursued his regular interactions with managers and other employees of the Group as well as visits to various entities.

He is continuously kept informed of the evolution of the competitive environment, technological breakthroughs and business opportunities. Besides being the Chairman of the Governance and remunerations committee, he is also participating to the Investment committee.

Participation in the preparation of the meetings of the board
The Vice-Chairman lead director participated in the preparation for meetings of the board of directors. As a result, he has participated in all the “pre-Board” meetings. As a matter of fact, each meeting of the board of directors is preceded by two pre-Board meetings, in which the Chairman, the Vice-Chairman lead director, the Deputy Chief Executive Officer and the Secretary of the board of directors review the topics and issues addressed by the committees, and establish the agenda prepared by the Chairman and the content of the meeting file.

Executive sessions
The Vice-Chairman lead director chairs the executive sessions (ie. the meetings where Board members discuss without the presence of the two executive Corporate Officers), now convened at the end of each Board meeting. The employee directors have attended all executive sessions following meetings of the Board at which they were present.

The board of directors held four executive sessions in 2018 during which its members expressed their views and observations on the unification of the functions of Chairman and Chief Executive Officer, on the proposed strategic options and on the Corporate Officers’ compensation. They also discussed about the succession plan for Corporate Officers. The Vice-Chairman lead director reported the conclusions thereof to the Chairman.

Interaction with shareholders
The Vic-Chairman lead director is the designated contact for the shareholders on matters pertaining to corporate governance. He carried out two shareholder engagement campaigns in 2018: one before the shareholders’ meeting to present to those who so wished, the resolutions submitted to the shareholders’ approval on April 24, 2018; the other one, in the fall semester, to freely exchange views on topical themes of corporate governance that do not materialize in resolutions submitted to the shareholders’ approval and thus, are excluded from the usual dialog.

Overall, these two campaigns have represented 29 face-to-face or phone meetings with analysts from a wide range of corporate governance cultures and covered around 36% of the share capital. The conclusions of these discussions have been reported in detail to the Governance and remunerations Committee and contributed to its on-going thought process on governance matters. Report thereon was subsequently made to the board.

Other duties
The Vice-Chairman independent lead director conducted the annual deliberation of the board on its composition, organization and operations as well as those of its committees, with the assistance of the secretary of the board of directors. In 2018, this self-assessment was carried out in the form through an anonymous on-line survey. The conclusions of this assessment, which highlighted the quest for continuous improvement, are presented on page 226 of the Registration Document.

The Vice-Chairman lead director has also had frequent contacts with each of the directors. He ensured that there was no conflict of interest within the board of directors, which he would have been responsible for bringing to the attention of the Chairman.
### Summary overview of the Company’s financial situation and business activity in 2018

**Strong performance in FY2018**

**Record Net Income & EPS**

- FY18 Revenues EUR25.7bn, growth of +7% organic
- FY18 Adj. EBITA €3.9bn, Margin of 15.1%, up +50 bps org.
- Record Net Income to date of €2.3bn, up +9%
- New share buyback of €1.5bn to €2.0bn launched
- Portfolio optimization: up to €2.0bn in revenues earmarked for review
- 2019 Target: Adj. EBITA org. growth between +4% and +7% driven by +3% to +5% org. revenue growth and +20 to +50 bps org. adj. EBITA margin improvement
- 3-year margin ambition announced
- Main awards and nominations: ranked 2nd of its sector among DJSI World and Europe Index (Dow Jones Sustainability Index); ranked in « Climate A » of CDP, the only company of its industry scoring A for the 8th consecutive year, ranked among the 100 Most Ethical Companies (Corporate Knights Index) for the 7th consecutive year; ranked in Ethisphere among the 128 most ethical companies

### Revenue

**The consolidated revenue of Schneider Electric SE** reached **€25,720 million**, representing an increase of 3.9% as compared to December 31, 2017 on reported basis.

**Organic growth by business:**

<table>
<thead>
<tr>
<th>€ million</th>
<th>FY 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Revenues</td>
</tr>
<tr>
<td><strong>Energy management</strong></td>
<td></td>
</tr>
<tr>
<td>Medium Voltage</td>
<td>4,320</td>
</tr>
<tr>
<td>Low Voltage</td>
<td>11,572</td>
</tr>
<tr>
<td>Secure Power</td>
<td>3,628</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>19,520</td>
</tr>
<tr>
<td><strong>Industrial Automation</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>6,200</td>
</tr>
<tr>
<td><strong>GROUP</strong></td>
<td>25,720</td>
</tr>
</tbody>
</table>

### Adjusted EBITA

Adjusted EBITA 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.

2018 Adjusted EBITA reached a record **€3,874 million**, increasing organically by +10.3%, exceeding the high end of the revised FY 2018 target, and the Adjusted EBITA margin improved +50 bps organically to 15.1%. The key drivers contributing to the earnings change were the following:

(i) Volume impact was a positive **€527 million**.
(ii) Solid execution of a Tailored, Sustainable & Connected supply chain, contributed to an industrial productivity generated in total for FY2018 of **€354 million**, below the historic high of FY2017 but remaining strong.
Summary overview of the Company's financial situation and business activity in 2018

(iii) The net price impact was negative at €-17 million in 2018 impacted by raw material headwind of c.€198 million. Pricing effect was positive at €181 million in 2018.

(iv) Cost of Goods Sold inflation was €-133 million in 2018.

(v) Support function costs increased organically by €249 million in the full year, as the Group took advantage of the strong topline to continue to make investments in enhancing the Group’s Digital offer, marketing of new product launches and expanding its Service footprint. In the full year, overall SFC to Sales ratio went from 23.6% to 24.0% improving organically by 50bps, but higher by 40bps reported due to scope and currency impacts.

(vi) Currency decreased the adjusted EBITA by €192 million in 2018, mainly due to the depreciation of the currency of some new economies against the euro, partly offset by appreciation of the US Dollar against the euro.


(viii) Acquisitions, net of divestments, were positive at €75 million in 2018 due mainly to the consolidation of AVEVA and ASCO Power as well as minor acquisitions and disposals.

Adjusted operating margin by business

By business, the 2018 adjusted EBITA for Energy Management reached €3,479 million with a margin of 17.8%, up c.+60bps organic (+50bps reported).

By Technology: Medium Voltage was €481 million, a margin of 11.1%, up c.+130bps organic (+110bps reported), delivering on our objective to expand Medium Voltage margin by 100-150 bps organically in 2018 and in keeping with the overall objectives of the Infrastructure Rebound program announced during 2016 (with c.+400 bps organic improvement achieved in 2015-2018). Low Voltage reached a record level of adjusted EBITA at €2,382 million, with a margin of 20.6%, up c.+20bps organic (flat reported). Secure Power reported an adjusted EBITA of €616 million, with a 17.0% margin, up c.+40bps (organic and reported) showing improvement with good topline growth.

The Business Industrial Automation generated an adjusted EBITA of €1,118 million, with a margin of 18.0%, up c.+40bps (organic and reported), benefiting from improved volumes which comfortably offset higher investments made in digital offers.

Central Functions & Digital costs, increased to €723 million in 2018, or 2.8% of revenues. These costs include investments into the Group’s shared Digital platform and I.T. infrastructure, transversal investments supporting the development of the two businesses and the cost of global functions.

EBITA

Adjusted EBITA corresponds to operating profit before amortization and impairment of purchase accounting intangible assets and before goodwill impairment.

Reported EBITA was €3,573 million. This included €198 million in restructuring charges €88 million lower than in 2017, in line with the expected level of between €150 million to €200 million. This level represents the costs required to generate manufacturing productivity and drive simplification in the normal course of business restructuring.

Other operating income and expenses had a negative impact of €103 million, vs. €15 million in 2017. In 2018, the main costs were due to M&A and integration costs, while 2017 benefited from the capital gain generated on the disposal of the Telvent DTN business and certain pension plan curtailments and settlements.

Operating income (EBIT)

Operating income after amortization and impairment of purchase accounting intangible assets amounted to EUR3,396 million.

The amortization and depreciation of intangibles linked to acquisitions was €177 million compared to €140 million last year. The increase in amortization is mainly due to intangible assets recognized in association with the AVEVA and ASCO acquisitions.

Net income up +9%

Net financial expenses reached €310 million, a decrease of €57 million compared to 2017, driven by a continued reduction in the cost of debt, decreasing by €37 million vs. 2017. FX effect was a loss of €5 million compared to €24 million the year before.

Income tax amounted to €693 million. The effective tax rate for the year was 22.5%, up from 21.1% last year, in line with expectations. Considering the most recent evolution of the corporate income tax rates in several countries where the Group operates, the ETR is expected to be in the 22-24% range in 2019.

The result of Discontinued operations was a loss of €23 million, including the capital gain on disposal of Xantrex Mobile Power and the net result after tax of Solar activities. The Group continues to work on the Solar Commercial and Industrial Building (CIB) business.
Share of profit on associates remained stable at €61 million. The Group share of Delixi net income was €50m, up c.€11m year-on-year, offset by a reduction in net income from other smaller associates.

The Net Income (Group Share) reached a record level of €2,334 million in FY 2018, up +9% from FY 2017.

The Adjusted Net Income(1) reached €2,560 million in FY 2018, up +8% vs. FY 2017.

**EPS and Adjusted EPS**
The Earnings Per Share (EPS) was €4.21%, up +9.3% from FY 2017. The Adjusted EPS(1) was €4.62, up +8% from 2017.

**Free cash flow**
The good topline growth of the Group resulted in an increased consumption of working capital, up €454 million in 2018. Operating Cash Flow, net of CAPEX, was reported at €2,635 million, up €303 million in 2018, due to strong net income growth. This was offset by an increase in net capital expenditure which reached €770 million, representing ~3% of revenues, due in part to supply chain capacity investment and capitalized R&D linked to new products. Overall, free cash flow was €2,102 million.

**Balance sheet and treasury**
Schneider Electric’s net debt at December 31, 2018 amounted to €5,136 million (€4,296 million in December 2017) after payment of €1.3 billion in dividend, a share buyback of c.€829 million in 2018 and net acquisitions of €730 million (mainly the AVEVA acquisition).

**Cash conversion**
Cash conversion was 90% in 2018 with the Group target of ~100% across the economic cycle unchanged (4-year average 106%).

**Schneider Sustainability Impact**
The Schneider Sustainability Impact 2018-2020 is the Group’s transformation plan and steering tool measuring progress towards its ambitious sustainability commitments. Details can be found at: https://www.schneiderelectric.com/en/about-us/sustainability/sustainable-performance/barometer.jsp. In Q4, the Schneider Sustainability Impact reaches a score of 6.10 out of 10, as the Group continues to execute its three-year sustainability plan.

**2019 Targets**
In its main markets, the Group currently expects the following trends:

- China faces a high base of comparison (weighted towards the early part of the year) and softening OEM demand but remains a growth market in aggregate with dynamism in many end-markets including construction, infrastructure and parts of industry.
- In North America, the Group anticipates a continuing favorable environment.
- Other large countries in Asia Pacific continue good momentum.
- The Group expects Western Europe to grow at a moderate pace and the Rest of World economies to be contrasted based on country.

In the current macro environment, the Group expects continued positive growth in aggregate in 2019 as it continues to deploy its strategic priorities in key markets.

The Group targets 2019 Adj. EBITA growth between +4% and +7% organic. This would be achieved through a combination of organic revenue growth and margin improvement, expected to be:

- Revenue growth of +3% to +5% organic,
- Adjusted EBITA margin up +20 to +50 bps organic. The improvement is expected to be more pronounced in the second part of the year.

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(1) Adjusted for impact of business disposals, main integration & acquisition costs net of tax, restructuring charges net of tax, impact from tax reforms.
Presentation of the agenda of the Ordinary and Extraordinary Shareholders’ Meeting

The board of directors invites the Ordinary and Extraordinary Shareholders’ Meeting that it has called:

1. to approve the annual financial statements and set the dividend;
2. to approve Corporate Officers’ compensation ("Say on Pay") in respect of 2018 and the principles and criteria that will govern in 2019 the compensation and benefits of all types that may be granted to Corporate Officers;
3. to renew the term of office of one director and to appoint three new directors, and to review directors’ fees; and
4. to renew the financial authorizations related to:
   (i) purchase and cancelation by the Company of its own shares,
   (ii) increase in share capital with or without preferential subscription right,
   (iii) allocation of free shares subject to performance conditions, as applicable,
   (iv) increase in share capital in favor of employees.

I. Approval of the annual financial statements, setting the distribution and information on regulated agreements and commitments (resolutions 1 to 4)

The first two resolutions concern the approval of the Company and of the Group consolidated financial statements, respectively. Schneider Electric SE recorded a net profit of EUR4,458 million.

The Group consolidated net profit was EUR2,234 million and the adjusted net income from non-recurring items (impact of business disposals, main integration and acquisition costs net of tax, restructuring charges net of tax, impact of tax reforms) was EUR2,560 million.

The earnings per share (basic) was EUR4.21 (adjusted earnings per share were EUR4.62).

The third resolution aims at allocating the results for the financial year and retained earnings, and to decide on a distribution of EUR2.35 per share, wholly withheld from distribution of the profit of the year. The distribution amount proposed is to be increased by 7% compared to the dividend paid for the 2017 financial year. This represents a distribution rate of 53.2% of adjusted net income Group share. The payout to the 579.2 million shares which constitute the Company’s share capital on December 31, 2018 will represent a total amount of around EUR1,361 million.

For individual shareholders resident for tax purposes in France, the distribution of EUR2.35 per share constitutes distributed income. As such, a social security tax of 17.2% will be charged on the gross amount when paid. The gross amount of French-source dividends received by resident individuals will also be subject to a mandatory non-definitive withholding tax of 12.8%.

Nevertheless, individuals belonging to a tax household whose taxable income for the penultimate year is less than EUR50,000 with the status of single, divorced or widowed taxpayer, and EUR75,000 for couples who file a joint tax return, can request exemption from this withholding tax. To this end, under their responsibility, they should submit their application for exemption to the paying entity, in the form of a sworn statement indicating that their reference taxable income listed on their tax form established under income for the penultimate year preceding the payment of the income, shows income lower than the thresholds indicated above. This application must be filed no later than November 30 of the year preceding that of the payment.

In 2020, dividends will in principle be subject to a flat tax ("Prélèvement Forfaitaire Unique" – “PFU”) at the rate of 12.8%. However, taxpayers may opt for dividends to be subject to income tax at ordinary progressive rates. In such case, after applying a 40% (uncapped) allowance, only 60% of the dividends will be included in the taxable income, less any deductible charges and expenses. The option for taxation at the ordinary progressive tax rates is irrevocable and applies to all investment income received by the taxpayer. It is made in the income tax return filed every year following the one when the dividends are received.
The above-mentioned levy at source of 12.8% will be offset against the income tax that will be due in 2020 for income earned in 2019. If it exceeds the income tax due, the surplus will be paid back.

Shareholders are invited to contact their usual advisors for further information about the applicable tax regime.

The dividend will be paid on May 3, 2019, according to the following schedule:

<table>
<thead>
<tr>
<th>Dividend ex-date</th>
<th>Tuesday April 30, 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Record date</td>
<td>Thursday, May 2, 2019</td>
</tr>
<tr>
<td>Dividend payment date</td>
<td>Friday, May 3, 2019</td>
</tr>
</tbody>
</table>

Under the fourth resolution regarding the implementation during the financial year of agreements and commitments already approved by the Annual Shareholders’ Meeting, we request that you take note of the Statutory auditors’ special report on regulated agreements and commitments prepared in accordance with Article L.225-40 of the French Commercial Code. These agreements and commitments concern the status of Messrs. Jean-Pascal Tricoire et Emmanuel Babeau.

We invite you to acquaint yourself with this report which can be found on pages 36 to 39.

II. Individual Group compensation of the Corporate Officers (resolutions 5 to 8)

Approval on components of the compensation and benefits of all types paid, due or awarded in respect of the 2018 financial year to Messrs. Jean-Pascal Tricoire et Emmanuel Babeau – Fifth and sixth resolutions

In pursuance of articles L.225-37-2 and L.225-100 of the French commercial code, you are requested to approve fixed, variable and exceptional components of the total compensation and benefits of all types due or granted in respect of the past financial year to the corporate officers of your Company as summarized in the following tables.

These components are presented, detailed and quantified in section 4.7 of the registration document. This section dedicated to the compensation of the group senior managers is part of the corporate governance report prescribed by Article L.225-37 of the French Commercial Code.

For easy reference, you will find in this section a reminder of the principles and criteria governing the allocation of the corporate officers’ compensation that you approved at the Shareholders’ Meeting of April 24, 2018 and pursuant to which the compensation and benefits of all types due for 2018 to the Chairman and CEO, Mr. Tricoire, and to the Deputy CEO, Mr. Babeau, were calculated and set by the board of directors at its meeting of February 13, 2019.

The achievement rates of the performance conditions are presented and commented therein.

A reminder is also given that cash variable components (annual incentive and complementary variable portion for building pensions) will be only paid subject to approval of the compensation of the concerned corporate officer by a majority of the shareholders.

By the fifth resolution you are requested to approve the elements of Mr. Jean-Pascal Tricoire's 2018 compensation and by the sixth resolution that of Mr. Emmanuel Babeau.
Mr. Jean Pascal Tricoire, Chairman and CEO
I – Elements of compensation payed, due or awarded for the past FY

<table>
<thead>
<tr>
<th>Amounts submitted to the vote</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1) Base salary EUR1,000,000</td>
<td>Gross annual fixed compensation of EUR1,000,000 from January 1, 2018 to December 31, 2018 approved by the shareholders’ meeting of April 24, 2018.</td>
</tr>
<tr>
<td>2) Annual incentive EUR1,489,800</td>
<td>The annual incentive portion amounts to 130% of fixed compensation. The annual incentive may vary from 0 to 260% depending on the level of achievement of pre-set objectives. Its structure is unchanged since 2015. At the board meeting held on February 13, 2019, annual incentives for 2018 due to be paid after the annual shareholders’ meeting if the latter approves it, were set at 149% of the fixed portion, which represents an achievement rate of 114.6% on a base 100. This calculation is broken down as follows: 1) Economic criteria component (84%) based on: • Group financial indicators (60%), which are organic sales growth (30%), adjusted EBITA margin (org.) improvement (20%) and cash generation targets (10%), • Company program economic priorities (24%), which are the growth of field services sales-process automation excluded – (8%) and systems commercial margin improvement (projects and equipment) (8%) as well as a criterion measuring the digital performance as per parameters non disclosed due to business secrecy (8%). The achievement rate in connection with these criteria was 133.6% (base 100). 2) Company program non-economic component (6%) based on the indicator Schneider Sustainability Impact (6%), for which achievement rate was set at 173.3% (base 100). 3) Individual objectives (10%), which are specific objectives and, wherever possible, quantified, for which the board set the achievement rate at 100% (base 100). 4) Board reduction: The Board has considered the objectives communicated to investors in the course of the year and the business environment, and decided to decrease the formulaic outcome for the achievement rate on Group criteria by 20 pts, representing a 18 pts reduction on the total achievement rate, from 132.6% to 114.6%. The achievement rates for each objective are detailed in the section of the Corporate Governance report dedicated to the compensation of the Corporate Officer.</td>
</tr>
<tr>
<td>3) Complementary payments for retirement</td>
<td>Complementary payments intended to take account of the fact that, following the decision of the board of directors on February 18, 2015 to remove the benefit of the defined-benefit pension scheme (article 39) for corporate executive officers, Mr. Tricoire is personally responsible for building up his pension. To determine this authorized complementary compensation, the board of directors sought the recommendation of an independent expert, namely the firm WILLIS TOWERS WATSON. The board of directors ensured that the mechanism implemented therefore, was in line with shareholders’ interests.</td>
</tr>
<tr>
<td>Annual complementary fixed portion EUR191,600</td>
<td>Accordingly, Mr. Tricoire receives annually a complementary component, split into a fixed part and a variable part dependent on performance criteria. This variable part is aligned in terms of criteria and rate (target rate of 130% of the fixed complementary part and variable part varying from 0 to 260%) of the annual incentive (see above). At the meeting held on February 13, 2019 the annual complementary variable portion for 2018 due to be paid after the annual shareholders’ meeting if the latter approves it, was set by the board of directors at 149% of the annual complementary fixed portion, i.e. an achievement rate of 114.6% on a base 100. The calculation was broken down in the same way as that of the annual incentive presented in 2) above. These complementary payments are intended to enable Mr. Tricoire to build up his pension. He undertook to redirect these complementary payments, net of taxes, to investment vehicles devoted to financing his additional pension.</td>
</tr>
<tr>
<td>Annual complementary variable portion EUR285,446</td>
<td></td>
</tr>
</tbody>
</table>

24 Schneider Electric Notice of Meeting 2019
4) Long-term incentive (Performance shares)

<table>
<thead>
<tr>
<th>Amounts submitted to the vote</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>EUR982,620 for 18,000 performance shares according to IFRS valuation</td>
<td>18,000 performance shares were granted under plan no. 30 to Mr. Tricoire in his capacity as Chairman and CEO of Schneider Electric SE.</td>
</tr>
<tr>
<td>EUR2,298,660 for 42,000 performance shares according to IFRS valuation</td>
<td>42,000 performance shares were granted under plan no. 31 to Mr. Tricoire in his capacity as Schneider Electric Asia Pacific CEO.</td>
</tr>
</tbody>
</table>

100% of these 60,000 performance shares are subject to performance criteria measured over a period of 3 years:

- 40% of the shares are contingent on the level of achievement of an adjusted EBITA operating margin objective for 2018 to 2020 FY as follows: the Adjusted operational margin criterion is defined as the average of the annual rates of achievement under the criterion of Adjusted EBITA margin for financial years 2018 to 2020 set by the board of directors of Schneider Electric SE, and is in line with the objectives announced to investors at the beginning of the year. For 2018, the board had decided that, if the Adjusted EBITA margin (organic) increased by at least +10 basis points before foreign exchange impact compared with 2017, the achievement rate for the year would be 0% and if it increased by at least +40 basis points before foreign exchange impact, then the achievement rate for this criteria for 2018 would be 100% with a linear distribution between the 2 points;

- 25% of the shares are conditional on Group Cash conversion rate for 2018 to 2020 FY. The target average rate ranges between 80% and 100% according to the following scale: 0% if the average rate is below or equal to 80%, 100% if the average rate is equal to or higher than 100% with a linear distribution between the 2 points;

- 20% of the shares are contingent on the average of the performance rate of the new Schneider Sustainability Impact (2018-2020) against predefined targets at the end of each of the three years. For 2018, if this index is lower than or equal to 3.5, no shares will vest. If this index is equal to or higher than 5, 100% of the shares will vest. Distribution is linear between the 2 points;

- 15% of the shares are conditional to relative Total Shareholder Return (TSR) objectives from 01.01.18 to 31.12.20. The TSR criterion is set based on Schneider Electric’s TSR ranking within the following panel of companies: ABB, Legrand, Siemens, Schneider Electric, Eaton, Emerson, Honeywell, Johnson Controls, Rockwell Automation, Fuji Electric, Mitsubishi Electric and Yokogawa, according to following scale: a ranking in first quartile (1st, 2nd, 3rd place) enables an achievement rate of up to 150%, with an average rate of 135% (this achievement rate will, on the one hand, enable 100% achievement of the TSR criterion and, on the other hand, can offset, within the limit of 50% of the TSR criterion, non-achievement of the Adjusted EBITA target on rate of cash conversion target over the three-year period. However, final acquisition of shares at the end of the three-year period will nevertheless be capped at 100% of number of shares originally subject to Adjusted EBITA margin and rate of cash conversion criteria); in second quartile (4th, 5th, 6th place), an average achievement of 87% of the criterion; in the third quarter (7th, 8th, 9th place), an average achievement rate of 13% of the criterion; in last quartile (10th, 11th, 12th place), a zero achievement rate. However, in the event that the gap between the Schneider Electric TSR and that of the peers above is less than 3% in TSR value, Schneider Electric will be deemed to have the same ranking as the latter;

- 25% of the shares vested are subject to a holding requirement until such time as Mr. Tricoire ceases his duties. Furthermore, in the event of vested shares being sold, Mr. Tricoire is required to reinvest 10% of the price of sale in Schneider Electric shares (net of taxes and contributions). These obligations are suspended insofar as Mr. Tricoire holds Schneider Electric shares with a value representing 3 times his annual fixed compensation. The percentage of capital represented by Mr. Tricoire’s share allocation is 0.01%.

Date of authorization by the Annual Shareholders’ Meeting: April 25, 2016
Resolution number: 19th.
Date of the award decision by the board of directors: March 26, 2018.

30% of Mr. Tricoire’s compensation described above (items 1) to 4)) is granted to him in consideration for his duties as a Corporate Officer (Chairman and CEO) of Schneider Electric SE.

5) Attendance fees

<table>
<thead>
<tr>
<th>5) Attendance fees</th>
<th>EUR0</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Tricoire has waived his attendance fees.</td>
<td></td>
</tr>
</tbody>
</table>
## Notice of Meeting 2019

### Presentation of the agenda of the Ordinary and Extraordinary Shareholders’ Meeting

#### 6) Other benefits

<table>
<thead>
<tr>
<th>Amounts submitted to the vote</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>EUR2,204</td>
<td>This concerns:</td>
</tr>
<tr>
<td></td>
<td>• the employer matching contribution paid to subscribers to the capital increase reserved for employees, in an amount of EUR1,404. Date of approval by the board: February 14, 2018.</td>
</tr>
<tr>
<td></td>
<td>• the employer matching contribution paid to subscribers to the collective saving pension fund (Perco) in France, in an amount of EUR800. Date of approval by the board: February 14, 2018.</td>
</tr>
<tr>
<td>EUR8,815</td>
<td>Mr. Tricoire benefited from profit-sharing. Date of approval by the board: February 14, 2018.</td>
</tr>
<tr>
<td>EUR11,772</td>
<td>Mr. Tricoire benefited from company car. Date of approval by the board: February 14, 2018.</td>
</tr>
</tbody>
</table>

### II – Other elements of compensation, which were subject to the approval of the annual shareholders’ meeting pursuant to regulated agreements

<table>
<thead>
<tr>
<th>Amounts submitted to the vote</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Termination benefit EUR0</td>
<td>Mr. Tricoire is entitled to involuntary termination benefits in case of change of control or strategy and taking into account the non-compete compensation described below, capped at twice the arithmetical average of his annual fixed and variable compensation (i.e. inclusive of compensation and complementary payments) paid over the last 3 years. <em>(See Section 4-7 of the 2018 Registration Document).</em> Board decision of June 18-19, 2013, reiterated on April 25, 2017 and February 14, 2018. Date of approval by the Annual Shareholders’ Meeting: April 24, 2018 (4th resolution).</td>
</tr>
<tr>
<td>Non-compete compensation EUR0</td>
<td>Mr. Tricoire may receive non-compete compensation for a period of one year capped at 6 1/10th of his average gross compensation – i.e. including annual complementary payments – fixed and target variable – over the last 12 months of service. <em>(See Section 4-7 of the 2018 Registration Document).</em> Board decisions of 2009, 2012, and 2013, reiterated and amended on April 25, 2015 and February 14, 2018. Date of approval by the Annual Shareholders’ Meeting: April 24, 2018 (4th resolution).</td>
</tr>
<tr>
<td>Supplementary pension scheme N/A</td>
<td></td>
</tr>
<tr>
<td>Supplementary Life &amp; Disability scheme EUR0</td>
<td>Mr. Tricoire benefits from rights to (i) a life-time annuity to the benefit of his surviving spouse in the event of his death before retirement or if he leaves the company after the age of 55 without taking up any other employment. This life-time annuity shall be equal to 60% of 25% of the average compensation paid (i.e. including annual complementary payments) over the 3 years preceding the date of his death, less any theoretical income that may have been obtained under insurance conditions as a result of complementary payments already made (see above) (ii) a disability pension, payable to the surviving spouse at a rate of 60%, in cases of disability leading to the cessation of any professional activity as from the date of his retirement, equal to 25% of the average compensation paid (i.e. including annual complementary payments) over the 3 years prior to his disability, minus 1.25% per missing quarter required for obtaining a full-rate pension and less the theoretical income that may have been obtained through insurance schemes at the time of disability resulting from any complementary payments already made. <em>(See Section 4-7 of the 2018 Registration Document).</em> Board decision of February 18, 2015, reiterated on April 25, 2017 and February 14, 2018. Date of approval by the Annual Shareholders’ Meeting: April 24, 2018 (4th resolution). Moreover, in addition to the benefits of the collective welfare scheme applicable to Schneider Electric SE and Schneider Electric Industries SAS employees covering risks of illness, incapacity, disability and death, Mr. Tricoire also benefits from the complementary cover granted to French executives in the Group against risks of illness, incapacity, disability, death and accident. Welfare compensation and complementary cover are subject to performance conditions. Board decisions of 2009, 2012 and June 18-19, 2013 and 2015, reiterated on April 25, 2017 and February 14, 2018. Date of approval by the Annual Shareholders’ Meeting: April 24, 2018 (4th resolution).</td>
</tr>
</tbody>
</table>
Mr. Emmanuel BABEAU, Deputy CEO
I – Elements of compensation payed, due or awarded for the past FY

<table>
<thead>
<tr>
<th>Amounts submitted to the vote</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1) Base salary EUR680,000</td>
<td>Gross annual fixed compensation of EUR680,000 from January 1, 2018 to December 31, 2018 approved by the shareholders’ meeting of April 24, 2018.</td>
</tr>
<tr>
<td>2) Annual incentive EUR779,280</td>
<td>The annual incentive portion amounts to 100% of fixed compensation. The annual incentive may vary from 0 to 200% depending on the level of achievement of pre-set objectives. Its structure is unchanged since 2015. At the board meeting held on February 13, 2019, annual incentives for 2018 due to be paid after the annual shareholders’ meeting if the latter approves it, were set at 114.6% of the fixed portion, which represents an achievement rate of 114.6% on a base 100. This calculation is broken down as follows: 1) Economic criteria component (84%) based on: • Group financial indicators (60%), which are organic sales growth (30%), adjusted EBITA margin (org.) improvement (20%) and cash generation targets (10%). • Company program economic priorities (24%), which are the growth of field services sales – process automation excluded (8%) and systems commercial margin improvement (projects and equipment) (8%) as well as a criterion measuring the digital performance as per parameters non disclosed due to business secrecy (8%). The achievement rate in connection with these criteria was 133.6% (base 100). 2) Company program non-economic component (6%) based on the indicator Schneider Sustainability Impact (6%), for which achievement rate was set at 173.3% (base 100). 3) Individual objectives (10%), which are specific objectives and, wherever possible, quantified, for which the board set the achievement rate at 100% (base 100). 4) Board reduction: The Board has considered the objectives communicated to investors in the course of the year and the business environment, and decided to decrease the formulaic outcome for the achievement rate on Group criteria by 20 pts, representing a 18 pts reduction on the total achievement rate, from 132.6% to 114.6%. The achievement rates for each objective are detailed in the section of the Corporate Governance report dedicated to the compensation of the Corporate Officer.</td>
</tr>
<tr>
<td>3) Complementary payments for retirement</td>
<td>Complementary payments intended to take account of the fact that, following the decision of the board of directors on February 18, 2015 to remove the benefit of the defined-benefit pension scheme (article 39) for corporate executive officers, Mr. Babeau is personally responsible for building up his additional pension. To determine the amount of this authorized complementary compensation, the board of directors relied on the work of an independent expert, namely the firm WILLIS TOWERS WATSON. The board of directors ensured that the mechanism implemented was in line with shareholders’ interests. Accordingly, Mr. Babeau receives annually a complementary component, split into a fixed part and a variable part dependent on performance criteria. This variable part is aligned in terms of criteria and of rate (target rate of 100% of the fixed complementary part and variable part varying from 0 to 200%) of the annual variable part (see above).</td>
</tr>
<tr>
<td>Annual complementary fixed portion</td>
<td>EUR153,300</td>
</tr>
<tr>
<td>Annual complementary variable portion</td>
<td>EUR175,682</td>
</tr>
</tbody>
</table>

These complementary payments are intended to enable Mr. Babeau to build up his pension. He undertook to redirect these complementary payments, net of taxes, to investment vehicles devoted to financing his additional pension.
4) Long-term incentive (Performance shares)

<table>
<thead>
<tr>
<th>Amounts submitted to the vote</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>EUR425,802 for 7,800 performance shares according to IFRS valuation</td>
<td>7,800 performance shares were granted under plan no. 30 to Mr. Babeau in his capacity as Deputy CEO of Schneider Electric SE.</td>
</tr>
<tr>
<td>EUR996,086 for 18,200 performance shares according to IFRS valuation</td>
<td>18,200 performance shares were granted under plan no. 31 to Mr. Babeau consideration for his specific technical and operational functions as head of the Group’s Finance &amp; Legal Affairs. 100% of these 26,000 performance shares are subject to performance criteria measured over a period of 3 years: • 40% of the shares are contingent on the level of achievement of an adjusted EBITA operating margin objective for 2018 to 2020 FY as follows: the Adjusted operational margin criterion is defined as the average of the annual rates of achievement under the criterion of Adjusted EBITA margin for financial years 2018 to 2020 set by the board of directors of Schneider Electric SE, and is in line with the objectives announced to investors at the beginning of the year. For 2018, the board had decided that, if the Adjusted EBITA margin (organic) increased by at least +10 basis points before foreign exchange impact compared with 2017, the achievement rate for the year would be 0% and if it increased by at least +40 basis points before foreign exchange impact, then the achievement rate for this criteria for 2018 would be 100% with a linear distribution between the 2 points; • 25% of the shares are conditional on Group Cash conversion rate for 2018 to 2020 FY. The target average rate ranges between 80% and 100% according to the following scale: 0% if the average rate is below or equal to 80%, 100% if the average rate is equal to or higher than 100% with a linear distribution between the 2 points; • 20% of the shares are contingent on the average of the performance rate of the new Schneider Sustainability Impact (2018-2020) against predefined targets at the end of each of the three years. For 2018, if this index is lower than or equal to 3.5, no shares will vest. If this index is equal to or higher than 5, 100% of the shares will vest. Distribution is linear between the 2 points; • 15% of the shares are conditional to relative Total Shareholder Return (TSR) objectives between 01.01.18 to 31.12.20. The TSR objective is set based on Schneider Electric’s TSR ranking within the following panel of companies: ABB, Legrand, Siemens, Schneider Electric, Eaton, Emerson, Honeywell, Johnson Controls, Rockwell Automation, Fuji Electric, Mitsubishi Electric and Yokogawa, according to following scale: a ranking in first quartile (1st, 2nd, 3rd place) enables an achievement rate of up to 150%, with an average rate of 135% (this achievement rate will, on the one hand, enable 100 % achievement of the TSR criterion and, on the other hand, can offset, within the limit of 50% of the criterion, non-achievement of the Adjusted EBITA target on rate of cash conversion target over the three-year period. However, final acquisition of shares at the end of the three-year period will nevertheless be capped at 100% of number of shares originally subject to Adjusted EBITA margin and rate of cash conversion criteria); in second quartile (4th, 5th, 6th place), an average achievement of 87% of the criterion; in the third quarter (7th, 8th, 9th place), an average achievement rate of 13% of the criterion: in last quartile (10th, 11th, 12th place), a zero achievement rate). However, in the event that the gap between the Schneider Electric TSR and that of the peers above is less than 3% in TSR value, Schneider Electric will be deemed to have the same ranking as the latter. 15% of the shares vested are subject to a holding requirement until such time as Mr. Babeau ceases his duties. Furthermore, in the event of vested shares being sold, Mr. Babeau is required to reinvest 10% of the price of sale in Schneider Electric shares (net of taxes and contributions). These obligations are suspended insofar as Mr. Babeau holds Schneider Electric shares with a value representing twice his annual fixed compensation. The percentage of capital represented by Mr. Babeau’s share allocation is 0.004%. Date of authorization by the Annual Shareholders’ Meeting: April 25, 2016. Resolution number: 19th. Date of the award decision by the board of directors: March 26, 2018.</td>
</tr>
</tbody>
</table>

5) Attendance fees

<table>
<thead>
<tr>
<th>Amounts submitted to the vote</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>EUR0</td>
<td>Mr. Babeau has waived the attendance fees he would have been entitled to receive from directorships held in Group companies.</td>
</tr>
</tbody>
</table>

6) Other benefits

<table>
<thead>
<tr>
<th>Amounts submitted to the vote</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>EUR8,815</td>
<td>Mr. Babeau benefited from profit-sharing. Board authorization: February 14, 2018</td>
</tr>
<tr>
<td>EUR1,404</td>
<td>Mr. Babeau benefited from the employer matching contribution paid to subscribers to the Group collective saving plan (PEG) in France. Date of approval by the board: February 14, 2018.</td>
</tr>
<tr>
<td>EUR8,598</td>
<td>Mr. Babeau benefited from a company car. Board authorization: February 14, 2018</td>
</tr>
</tbody>
</table>
II – Other elements of compensation, which were subject to the approval of the annual shareholders’ meeting pursuant to regulated agreements

<table>
<thead>
<tr>
<th>Description</th>
<th>Amounts submitted to the vote</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Termination benefit</strong></td>
<td>EUR0</td>
</tr>
<tr>
<td>Mr. Babeau is entitled to involuntary termination benefits in case of change of control or strategy and taking into account the non-compete compensation described below, amounting to twice the arithmetical average of his annual fixed and variable compensation (i.e. inclusive of compensation and complementary payments) paid over the last 3 years and authorized by the board of directors. (See Section 4-7 of the 2018 Registration Document).</td>
<td></td>
</tr>
<tr>
<td>Date of approval by the Annual Shareholders’ Meeting: April 24, 2018 (5th resolution).</td>
<td></td>
</tr>
<tr>
<td><strong>Non-compete compensation</strong></td>
<td>EUR0</td>
</tr>
<tr>
<td>Mr. Babeau may receive non-compete compensation for a period of one year capped at 6/10th of his average gross compensation (monthly average of total gross compensation, i.e. including annual complementary payments – fixed and target variable – over the last 12 months of service). (See Section 4-7 of the 2018 Registration Document).</td>
<td></td>
</tr>
<tr>
<td>Date of approval by the Annual Shareholders’ Meeting: April 24, 2018 (5th resolution).</td>
<td></td>
</tr>
<tr>
<td><strong>Supplementary pension scheme</strong></td>
<td>N/A</td>
</tr>
<tr>
<td><strong>Supplementary Life &amp; Disability scheme</strong></td>
<td>EUR0</td>
</tr>
<tr>
<td>Mr. Babeau benefits from rights to (i) a life-time annuity to the benefit of his surviving spouse in the event of his death before retirement or if he has left the company after the age of 55 without taking up any other employment. This life-time annuity shall be equal to 60% of 25% of the average compensation paid (i.e. including annual complementary payments) over the 3 years preceding the date of his death, less any theoretical income that may have been obtained under insurance conditions as a result of complementary payments already made (see above) ii) a disability pension, payable to the surviving spouse, at a rate of 60%, in cases of disability leading to the cessation of any professional activity as from the date of his retirement, equal to 25% of the average compensation paid (i.e. including annual complementary payments) over the 3 years prior to his disability, minus 1.25% per missing quarter required for obtaining a full-rate pension and less the theoretical income that may have been obtained through insurance schemes at the time of disability resulting from any complementary payments already made. (See Section 4-7 of the 2018 Registration Document).</td>
<td></td>
</tr>
<tr>
<td>Board decision of February 18, 2015, reiterated on April 25, 2017 and February 14, 2018.</td>
<td></td>
</tr>
<tr>
<td>Date of approval by the Annual Shareholders’ Meeting: April 24, 2018 (5th resolution).</td>
<td></td>
</tr>
<tr>
<td>Moreover, in addition to the benefits of the collective welfare scheme applicable to Schneider Electric SE and Schneider Electric Industries SAS employees covering risks of illness, incapacity, disability and decease, Mr. Babeau also benefits from the complementary cover granted to French executives in the Group against risks of illness, incapacity, disability, decease and accident. Welfare compensation and complementary cover are subject to performance conditions.</td>
<td></td>
</tr>
<tr>
<td>Date of approval by the Annual Shareholders’ Meeting: April 24, 2018 (5th resolution).</td>
<td></td>
</tr>
</tbody>
</table>
Approval of principles and criteria for determining, allocating or granting the components of the compensation and benefits of all types that may be granted to the Chairman and CEO and to the Deputy-CEO for the year 2019 – Seventh and eighth resolutions

In pursuance of article L.225-37-2 of the French Commercial Code, you are requested to approve the principles and criteria governing the determination, allocation and granting of the remuneration and benefits of all types that may be granted to the corporate officers of the company on account of their mandates, i.e. the Chairman and CEO – currently Mr. Jean-Pascal Tricoire – and Deputy-CEO – currently Mr. Emmanuel Babeau – for the year 2019.

The scope of the approval covers all components of remuneration in cash, fixed and variable, benefits of all types, including the long-term incentive in the form of performance shares, fringe benefits, the pension cash allowance and other benefits forming part of the status of the Corporate Officers and separately approved under the regime of the regulated agreements.

In this respect, the remuneration submitted to your approval covers all the payments and benefits granted to corporate officers on account of their mandates in the company as well as of the other functions they may perform within the Group.

These components are presented, detailed and quantified in section 4.7 of the registration document. This section dedicated to the compensation of the group senior managers is part of the corporate governance report prescribed by Article L. 225-37 of the French commercial code.

Based on the principles and criteria for determining, allocating and granting the components of the compensation and benefits of all types that may be awarded to the Chairman and CEO and to the Deputy-CEO for 2018 approved by the shareholders at the 2018 annual general meeting with more than 70% support, the board of directors decided on February 13, 2019, based on the works and recommendations of the Governance and remuneration committee, which as a reminder is composed of 80% of independent members as per AFEF/MEDEF Code:

• to continue to apply in 2019 the fundamental pillars which command the principles governing the compensation of the corporate officers. These pillars are: pay-for-performance, alignment with shareholders' interests, and competitiveness. The structure of the corporate officers' compensation results from these pillars, notably the overweight of variable components (75 to 80% of the total target compensation) and the proportion of approximately 50% of the target compensation granted in the form of performance shares;
• to maintain the base salaries of Messrs. Tricoire and Babeau at the levels set and approved for 2018;
• to maintain the maximum payable Annual Incentive in proportion of the base salary at, respectively, 260% for Mr. Tricoire and 200% for Mr. Babeau;
• to reduce from 8 to 4 the number of performance criteria which determine the amount of Annual Cash Incentive, out of which 80% are Financial and 20% Sustainability based, and exclusively use Group criteria (to the exclusion of individual criteria) that are measurable and communicated to the market, namely: Adj. EBITA margin (organic) improvement, Group Cash Conversion rate, Group Organic Sales Growth, Schneider Sustainability Impact;
• to maintain the conditions, modalities and volume of the performance share grants with no change, while amending the acquisition scale for shares based on the achievement of the Relative TSR performance in a manner that disallows acquisition of shares in case Schneider Electric is ranked 8th or below;
• to maintain the rule according to which no compensation which is not provided by the compensation policy already approved by the shareholders be paid to corporate officers.

The board also intends to remain transparent with respect to such compensation, within limits safeguarding the interests of the company with respect to business secrets and confidentiality of certain aspects of its strategy.

The board reflected upon the principle of keeping the compensation proposed for the roles of CEO and Deputy CEO in the event of a change and their replacement by a candidate not promoted within the Group. Whilst acknowledging that the proposed compensation structure is market competitive and in line with the principles set forth by the board, the board may have to review the criteria to drive the new corporate officer’s performance, depending upon his/her profile, or to consider an exceptional allowance in cash or in shares in order to compensate for loss of benefits that a candidate may experience.

In accordance with applicable law, the payment of any variable or exceptional cash component in relation to the exercise of their office by the Corporate Officers year in 2019 will be subject to your approval at the Annual Shareholders’ Meeting following year-end 2019.

Under the seventh resolution you are requested to approve these principles and criteria for 2019 with respect to the Chairman and CEO, and under the eighth resolution those with respect to the Deputy-CEO.
III. Composition of the board of directors and directors’ fees (resolutions 9 to 13)

We remind you that the terms of office of Ms. Betsy Atkins and Mr. Greg Spierkel are due to expire after the 2019 Annual Shareholders’ Meeting.

At its meeting of February 13, 2019, the board of directors took note of:

- Ms. Betsy Atkins’s decision not to present herself as a candidate for the renewal of her term of office,
- Mr. Antoine Gosset-Grainville’s wish to put an end to his role as a director at the end of the next Annual Shareholders’ Meeting.

The board of directors was keen to highlight the thanks that the Company owes these individuals who have actively contributed to the quality of the discussions held by the board during a period of strong development.

The board of directors unanimously decided, upon recommendation of its Governance and remunerations committee, to recommend:

- the renewal of Mr. Greg Spierkel (ninth resolution); and
- the appointments of Ms. Carolina Dybeck Happe (tenth resolution), Ms. Xuezheng Ma (eleventh resolution) and Mr. Lip-Bu Tan (twelfth resolution).

These recommendations are in line with the on-going refreshment plan of the board and aims in particular to reinforce the geographical diversity of its members, adding strong skills in the field of strategic challenges such as digital and at strengthening the deep knowledge of the Group’s key markets.

Ms. Carolina Dybeck Happe, 46 years old, a Swedish citizen, joined A.P. Moller-Maersk A/S in January 2019 as Chief Financial Officer and Executive committee member. She has previously been pursuing her career with Assa Abloy AB, a company listed in Sweden, where she was appointed Executive Vice-president and Chief Financial Officer in 2012 after holding several positions as Chief Financial Officer of various geographical zones including Germany and the United Kingdom. Ms. Dybeck Happe has also served as a member of the supervisory board of E.ON since June 2016. She will bring to the board her finance and industry skills in sectors adjacent to that of Schneider Electric and her deep knowledge of the constraints and specificities of listed companies.

Ms. Carolina Dybeck Happe will qualify as an independent director with regard to all the criteria set by Article 8.5 of the AFEP/MEDEF corporate governance Code and will join the Audit & risks committee and the Investment committee.

Ms. Xuezheng Ma, also known as Mary, 66 years old, a Hong Kong Chinese citizen, co-founded Boyu Capital Advisory Co. Ltd. in 2011 and has been its Managing Partner since then. Prior to Boyu Capital, she was a Partner of TPG Capital and Co-Chairman of TPG China, a global private equity investment firm. She joined Lenovo Group in 1990 and was appointed Chief Financial Officer, Senior Vice President and Executive Director of the board, positions that she held from 1997 to 2007 before serving as non-Executive Vice-chairman until 2013. She has been re-designated to be an Independent Non-Executive Director since 2013. Prior to Lenovo, she was Department Director of the Chinese Academy of Sciences for 12 years. She will bring to the board her extremely rich experience in financial and executive management, strong skills in the field of digital and an acute sense of how to tackle opportunities in Asian markets. Her presence will also contribute to the geographical diversity of the board.

Ms. Xuezheng Ma will qualify as an independent director with regard to all the criteria set by Article 8.5 of the AFEP/MEDEF corporate governance Code and will join the Audit and risks committee and the Digital committee.

Mr. Lip-Bu Tan joined the Schneider Electric board of directors as a non-voting member on October 24, 2018. Mr. Tan is currently CEO and board member of Cadence Design Systems, as well as Chairman of Walden International, a venture capital firm he founded in 1987. Prior to founding Walden, he was Vice-President of Chappell & Co. and held management positions at EDS Nuclear and ECHO Energy. He is bringing to the board a valuable contribution in terms of IT/Software and Technology expertise, notably in the field of energy, as well as strong venture capital & investment experience and a deep knowledge of Asian and US markets. In order to give to his new mandate as a board member of Schneider Electric the appropriate amount of time, Mr. Lip-Bu Tan decided to put an end to his board membership with Aquantia as of May 2019.

Mr. Lip-Bu Tan will qualify as an independent director with regard to all the criteria set by Article 8.5 of the AFEP/MEDEF corporate governance Code and will join the Investment committee and the Digital committee.

Mr. Greg Spierkel’s and Mr. Lip-Bu Tan’s biographies and their terms of office are provided on pages 12 and 13. Mr. Greg Spierkel is an independent director under the AFEP/MEDEF corporate governance Code.

If you approve the proposals made in the ninth to twelfth resolutions, the board of directors will be comprised of 14 members, 46% women (director representing employees excluded pursuant to the provisions of the French Commercial Code), 71.5% of non-French origin directors and 83% of independent directors (in accordance with the AFEP/MEDEF corporate governance Code).
Presentation of the agenda of the Ordinary and Extraordinary Shareholders’ Meeting

The board of directors considers that in addition to Mr. Jean-Pascal Tricoire, to Ms. Xiaoyun Ma, representing employee shareholders, and to Mr. Patrick Montier, representing employees, Mr. Willy Kissling does not have that status due to his long years of service on the board. The other directors are independent.

Under the thirteenth resolution, the board recommends to increase the maximum budget of directors’ fee allocated to members of the board from EUR2,000,000 to EUR2,500,000.

This proposal to increase the amount of directors’ fee aims at maintaining the compensation granted to board members at the current level, with no change in the allocation rules.

The increase of the number of meetings (board and committees) per person that resulted from the creation of one additional committee (i.e. the Digital committee), added to the fact that each member of the board (excluding the Chairman and CEO) is member of at least one committee, that almost 67% of them are members of 2 committees and that nearly one third are member of 3 committees, and also given that one additional board meeting was held in 2018, i.e. 9 meetings (vs. 8 in 2017), has led to a total paid directors’ fee close to the maximum amount approved by the 2017 Annual General Meeting even though the amount paid by committee meeting had been reduced.

The current level of attendance fees cannot be reduced as long as Schneider Electric wishes to secure board members recognized for their most relevant and cutting-edge expertise worldwide.

The increase of the number of members in 2019 with one additional member should the proposals made in ninth to twelfth resolutions be approved, as well as the reinforcement of the geographic diversity leading to an increase of the compensation for inter-continental or intra-continental travel, make it necessary to increase the global authorization.

IV. Renewal of financial authorizations (resolutions 14 to 24)

(i) Share buybacks and cancelations (resolutions 14 and 24)

The fourteenth resolution seeks for 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 and European Regulation (EU) no. 596/2014 of April 16, 2014 on market abuse (regulation concerning market abuse) which came into force on July 3, 2016. Purchases can result in reducing the share capital, covering stock option plans, allocating shares to employees or Corporate Officers, fulfilling obligations related to convertible bonds, and market making as part of a liquidity contract. The maximum share purchase price is set at EUR90 per share. This authorization cannot be used during a tender offer.

We remind you that Schneider Electric, in accordance with the announcement made in 2017, targeted a cumulative buyback amount of EUR1 billion for the June 2017 - June 2019 period. These buybacks were part of a policy to neutralize the dilution resulting from capital increases reserved for employees or resulting from performance action plans and the exercise of options.

As part of the authorization granted at the Annual Shareholders’ Meeting on April 24, 2018, and through implementation of the announced projects, Schneider Electric proceeded from April 25, 2018 to February 13, 2019 to a buyback of 10.7 million shares, for a total sum of EUR712.8 million. Since the beginning of the program, June 1, 2017, the Company bought back 14.8 million shares for Euro 1 billion and has completed the program.

The twenty-fourth resolution (Extraordinary Meeting) seeks for renewing 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 share capital.

We remind you that this authorization, which is due to expire on April 24, 2019, has been used by the board of directors, at its meeting of February 14, 2018, to proceed with the cancelation of 22,000,000 treasury shares, representing 3.69% of the share capital as of December 31, 2017. Further to this cancelation, the Company held 17,349,507 of treasury shares, representing 3.02% of the share capital as of December 31, 2017 after capital reduction.

(ii) Issue of new shares with or without preferential subscription rights (resolutions 15 to 20)

The purpose of fifteenth to twentieth resolutions (Extraordinary Meeting), is to renew the authorization to increase the share capital, which are due to expire.

It is reminded that the board of directors did not implement these delegations irrespective to the increase in share capital resulting from the implementation of the delegation relating to the increase in share capital reserved for the employees.
It is proposed, in accordance with the provisions of the French Commercial Code, that the board of directors be delegated the authority to decide to increase the share capital by issuing equity securities or securities giving access to capital, while maintaining or canceling preferential subscription rights. Such authorizations may not be used during a tender offer. The maximum amount of capital increase is fixed at EUR800 million, or 200 million shares with a nominal value of EUR4 (34.53% of the capital). Under this proposal:

• the amount of transactions carried out with preferential subscription right is fixed at EUR800 million, or 200 million shares (34.53% of the capital) (fifteenth resolution);
• the maximum amount of transactions carried out without preferential subscription right is fixed at EUR230 million, or 57.5 million shares (9.93% of the capital). These transactions may include:
  – capital increases through a public offering, in which case a mandatory priority period for the shareholders shall be established (seventeenth resolution);
  – capital increases in payment for shares in the event of a public exchange offer initiated by the Company (seventeenth resolution);
  – capital increases in payment for contributions in kind for securities issued by other companies (nineteenth resolution);
  – capital increases through private placement, in which case the amount of the capital increase may not exceed EUR115 million or 4.96% of the capital and the issue price of new shares shall be at least equal, at the discretion of the board of directors, to (twentieth resolution):
    (i) the weighted average of the share prices listed on the Euronext Paris regulated market of the share over a maximum period of 6 months prior to the date on which the issue price is set, or
    (ii) the volume-weighted average price on the Euronext Paris regulated market on the trading day prior to the setting of the issue price, potentially less, in both cases, 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 fifteenth and seventeenth resolutions, in case of oversubscription. The additional capital increase, which may be undertaken within 30 days of closure of the initial subscription, may not exceed 15% of the initial issue and must be performed at the same price (eighteenth resolution).

The board of directors may also decide to increase the capital by capitalizing reserves or additional paid-in capital (sixteenth resolution).

(iii) Financial authorization in favor of Corporate Officers and employees allocation of shares subject to performance conditions, as applicable (resolution 21)

The twenty-first resolution (Extraordinary Meeting) aims at early renewing the authorization of April 25, 2016 to allocate free/performance shares to Corporate Officers and employees of the Company or of companies affiliated therewith within the meaning of Article L.225-197-2 of the French Commercial Code.

This authorization involves the waiver by shareholders of their preferential subscription right to free shares to be issued.

The authorization of April 25, 2016 enabled the free allocation, to date, of a total of 7.2 million shares (including the 2019 LTIP yet to be issued), representing potentially 1.2% of the share capital at December 31, 2018. Detailed information on the plans for free/performance shares allocated to date under this authorization can be found on pages 371 et seq. of the 2018 registration document.

Beneficiaries are Senior Corporate Officers, members of the Executive Committee, key managers of the Group and high-potential employees or to those whose performance is deemed remarkable.

Under long-term incentive plans, all shares allocated to Corporate Officers of the Company and to members of the Executive Committee and 70% of the shares granted other beneficiaries are or will be subject to performance conditions. Due to these performance conditions, all or part of the performance shares granted may be canceled (see below).

Under the previous authorization approved by the shareholders on April 25, 2016 and currently in force, the performance criteria governing the benefit of shares subject to performance conditions are as follows:

• for 40% of the shares, a criterion depending upon the level of adjusted EBITA margin;
• for 25% of the shares, a criterion based upon the level of cash conversion by the Group;
• for 15% of the shares, a criterion measuring the relative performance of Schneider Electric in terms of TSR, based on Schneider Electric ranking within a panel composed of eleven peers from the same industry (ABB, Legrand and Siemens for Europe, Eaton, Emerson, Honeywell, Johnson Controls and Rockwell Automation for the United States and Fuji Electric, Mitsubishi Electric and Yokogawa for Asia);
• for 20% of the shares, an objective of increasing the “Planet & Society barometer” (now, the Schneider Sustainability Impact) which measures the progress of the Group with regard to environmental sustainability and social responsibility.
Since 2016, performance conditions are assessed over a period of three years instead of two years.

The board of directors emphasizes the genuinely demanding nature of the performance conditions. For instance, 29% of shares allocated, subject to performance criteria, of the 2015 long-term incentive plan were canceled due to the failure to meet these conditions and 8.54% for the 2016 long term incentive plan.

In order to further strengthen the alignment with shareholders’ long term interests, based on the report of the Human Resources & CSR and Governance & remunerations committees, the board of directors decided to review the assessment of the long-term performance. Accordingly, if you approve this resolution, the board will introduce six major changes:

- For all plans to be launched under this authorization, there shall be no overlapping with the criteria already used for the determination of the Annual Cash Incentive. As a result, the criteria based on Adjusted EBITA margin, cash conversion and Planet and Society barometer (now Schneider Sustainability Impact), would be replaced with new criteria;
- Among these new criteria, the board decided to introduce the use of the Adjusted EPS as performance indicator. The Adjusted EPS is already one of the KPIs communicated to the market and reflects the focus made on the creation of shareholder value;
- The number of criteria shall be reduced to 3;
- The weight of the shares allocated under the criterion of Relative TSR shall be multiplied by two and the TSR acquisition scale be made more stringent, with no vesting at ranks 8 and below in the bespoke peer group (with an anticipated application of this change in the 2019 LTIP to be issued);
- The TSR relative performance of Schneider Electric shall also be measured as compared to the performance of the companies in its own national reference index – the CAC40 – to reflect the macro-economic and stock-market specific trends which influence the performance of the share and in turn, the return to the shareholders;
- The long-term sustainability performance of the Group shall also be measured in terms of relative performance, through a combination of external indices which cover a range of environmental, social and governance indicators wider than and different from the Schneider Sustainability Impact. Using external indices will also ensure that the sustainability priorities governing the assessment of the long-term sustainability performance of the Group are at all times those which matter the most to the stakeholders.

The board will select 4 external indices, all widely recognized as objective, challenging, trustworthy and meaningful, such as DJSI World, Euronext Vigeo, FTSE4GOOD and CDP Carbon List. This combination is referred to herein as Relative Sustainability Index and shall determine 30% of the acquisition of the shares subject to performance conditions.

The weighting of each of those 3 criteria would be as follows:

- for 40% of the shares, the Adjusted EPS improvement, based on the Adjusted EPS communicated to the market;
- for 30% of the shares, Relative TSR, split equally in two lots corresponding to two panels, both subject to stringent acquisition scales:
  - 15% based on Schneider Electric’s ranking compared to the bespoke competitors’ peer group (ABB, Legrand, Siemens and Schneider Electric for Europe, Eaton, Emerson, Honeywell, Johnson Controls and Rockwell Automation for the United States and Fuji Electric, Mitsubishi Electric and Yokogawa for Asia), with an acquisition scale as follows: 150% for ranks 1 to 3, 100% at rank 4, 0% at rank 8 and below, linear between ranks 4 to 8. In order to limit impacts of short-term price volatility, TSR will be measured in euros for all companies in the panel;
  - 15% based on Schneider Electric’s ranking compared to CAC40 companies, with an acquisition scale disallowing acquisition of shares below median: 0% below median, 50% at median (rank 20), 100% at rank 10, 120% in ranks 1 to 4, linear between these two points; being specified that an exceptional performance under the Relative TSR criteria may compensate for under-performance under the Adjusted EPS criterion up to the same number of shares;
- for 30% of the shares, the Relative Sustainability Index. Only leadership positions in the selected indices will entitle to 100% acquisition of shares.

Objectives and calculation methods of these criteria are presented on page 394 of the 2018 registration document.

Under the twenty-first resolution, you are requested to renew the authorization to allocate free/performance shares (issued or to be issued). This authorization is granted to the board of directors for a period of 38 months. The total amount of shares allocated may not represent more than 2% of capital. The annual number of shares granted to the Company’s Corporate Officers may not exceed 0.03% of capital per year. Under long-term incentive plans, all shares allocated to Corporate Officers of the Company and to members of the Executive Committee will be subject to performance conditions. For other beneficiaries, the performance criteria will be applied to at least 70% of the shares granted. These performance conditions are based on the following criteria: Adjusted EPS, Relative TSR and Relative Sustainability Index which are set by the board of directors as detailed above.

These shares, subject to achievement of performance conditions, will be definitively vested in favor of their beneficiaries after period of at least 3 years.
Since the shares that may be so allocated may be shares to be issued, the authorization involves the waiver by shareholders of their preferential subscription right to free shares to be issued.

(iv) Financial authorization in favor of employees: increase in capital in favor of employees (resolutions 22 and 23)

The purpose of the twenty-second resolution (Extraordinary meeting) is to grant the board of directors the authority to carry out capital increases reserved for employees participating in the Company Savings Plan within the limit of 2% of the Company’s capital. This authorization, which is valid for 26 months, sets at 20% (or 30% if permitted by law) 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.

Under the twenty-third resolution (Extraordinary meeting) you are requested to enable extension of employee shareholders 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 at authorizing the board of directors to carry out capital increases reserved for a category of beneficiaries: in this case, employees and Corporate Officers 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 participating in Company Savings Plan. The shares may be issued with a maximum discount of 20% (or 30% if permitted by a change in law as part of the twenty-second resolution of this Annual Shareholding Meeting) over the reference share price. This authorization will be valid for 18 months.

The renewal of these authorizations to increase the share capital in favor of employees will enable the implementation of a new worldwide employee shareholding operation in 2020. We remind you that under the current authorizations, the board has decided to complete, in June 2019, the annual employee shareholding operation within the limit of 3.7 million shares (i.e. almost 0.64% of the share capital). This operation will not include any leveraged offer and will be proposed in 39 countries representing more than 80% of the Group’s employees.

Finally, under the twenty-fifth resolution we request that you grant us the powers necessary to carry out the formalities.
Statutory Auditors’ report on regulated agreements and commitments

To the Shareholders of Schneider Electric SE,

In our capacity as your company’s statutory auditors, we hereby report to you on regulated agreements and commitments.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms, conditions and reasons underlying company’s interest of agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under the provisions of article R. 225-31 of the French commercial code, it is the responsibility of the shareholders to determine whether the agreements and commitments are appropriate and should be approved.

Where applicable, it is also our responsibility to provide shareholders with the information required by article R. 225-31 of the French commercial code in relation to the implementation during the year of agreements and commitments already approved by the Shareholders’ Meeting.

We performed the procedures that we deemed necessary in accordance with the guidance issued by the French Institute of statutory auditors (Compagnie nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

Agreements and commitments submitted to the approval of the shareholders’ meeting

Agreements and commitments authorized and concluded during the financial year

We have been informed of no agreements and commitments authorized during the last year and requiring the approval of the Shareholders’ Meeting by virtue of article L. 225-38 of the French commercial code.

Agreements and commitments previously approved by the shareholders’ meeting

We have been informed of the implementation, during the last year, of the following agreements and commitments, previously approved by the Shareholders’ Meeting of April 24, 2018, as indicated in the statutory auditors’ special report of March 12, 2018.

With Mr. Jean-Pascal TRICOIRE (Chairman & Chief Executive Officer)

Your Board of Directors, pursuant to the renewal of Mr. Jean-Pascal TRICOIRE’s position of director and his reappointment as Chairman & Chief Executive Officer, both approved by the shareholders at the Shareholders’ Meeting on April 25, 2017, authorized the renewal of the commitments, as described hereunder, in his favor, on February 14, 2018 and approved by the shareholders’ meeting on April 24, 2018. These commitments had been previously authorized by your Board of Directors on February 18, 2015 and approved by your Shareholders’ Meeting on April 21, 2015:

1) Contingency and supplementary cover or insurance compensation plans

Mr. Jean-Pascal TRICOIRE benefits from the collective pension plan applicable to employees of Schneider Electric SE and Schneider Electric Industries SAS covering the supplementary sickness, incapacity, disability, death and dependence.

Mr. Jean-Pascal TRICOIRE benefits from the supplementary health, incapacity, disability, death and dependence cover available to the Group’s French senior executives as well as from coverage under the Group personal accident insurance policies.

Additionally, contingency and supplementary cover compensation for health, incapacity, disability, death and dependence inuring to the benefit of Mr. Jean-Pascal TRICOIRE shall be calculated on the basis of his overall remuneration (fixed/variable and additional payments for retirement).

In conformity with the French Commercial Code, these rights relating to contingency, supplementary cover or insurance compensation are conditioned on one of the following two criteria being present:
- Positive average of Group net profit for the five years preceding the event; or
- Positive average free cash flow for the five years preceding the event.
2) Involuntary Severance Pay Scheme

Mr. Jean-Pascal TRICOIRE benefits from an Involuntary Severance Pay scheme (hereinafter “Compensation”). Compensation is capped, taking into account the non-compete compensation stipulated below, at twice the mathematical average of the effective annual remuneration for the last three years as authorized by the Board of Directors (hereinafter “Maximum Amount”). The right to Compensation shall be granted in the following cases:

(i) Dismissal, non-renewal or resignation as Chairman & Chief Executive Officer in the six months following a material change in Schneider Electric’s shareholder structure that could change the membership of the Board of Directors;

(ii) Dismissal, non-renewal or resignation as Chairman & Chief Executive Officer in the event of a reorientation of the strategy pursued and promoted by him until his departure, whether or not in connection with a change in shareholder structure as described above;

(iii) Requested dismissal, non-renewal or resignation as Chairman & Chief Executive Officer when the average rate of achievement of performance objectives used to calculate the variable bonus in the four full financial years preceding his departure was 66 percent.

The right to Compensation is subject to and shall depend on the rate of achievement of Group performance objectives used to determine part of the variable portion of Mr. TRICOIRE’s compensation for the three financial years preceding the date of the Board meeting at which the decision is made. Hence, if the Group’s performance rate is:

(i) Less than 66 percent; no Compensation shall be awarded;

(ii) 66 percent; the interested party shall receive 75 percent of the Maximum Amount;

(iii) Between 66 percent and 100 percent; he shall receive Compensation calculated on a straight-line basis at a rate of 75 to 100 percent of the Maximum Amount;

(iv) At least 100 percent; he shall receive 100 percent of the Maximum Amount.

It is hereby stipulated that compensation of any kind whatsoever which should be awarded by companies of the Group in which Mr. Jean-Pascal TRICOIRE exercises duties and responsibilities shall be deducted from the amount due by Schneider Electric, it being expressly specified that i) such compensation shall be recognized exclusively as Involuntary Severance Pay due to Mr. Jean-Pascal TRICOIRE and that ii) in each and every case, such compensation may not exceed the amount of Involuntary Severance Pay defined above.

Involuntary Severance Pay shall not be due in the event that termination occurs as a result of serious or gross misconduct.

3) Non-Compete Agreement

Mr. Jean-Pascal TRICOIRE benefits from the non-compete agreement which shall not exceed one year and shall be remunerated in an amount not exceeding 60 percent of authorized target gross remuneration (fixed and targeted variable, including additional payments for retirement).

Should Mr. TRICOIRE leave involuntarily, the Board of Directors shall rule on the application or the non-application of the agreement, within a period not to exceed fifteen days from the date of departure.

4) Stock Options, Free Shares or Performance Shares

Mr. Jean-Pascal TRICOIRE retains forthwith, subject to performance criteria and only in the event of his Involuntary Departure, the benefit of all his stock options, free shares or performance shares or any other shares attributed to him:

- Mr. TRICOIRE will retain the benefit all his stock options, free shares or performance shares or any other shares attributed to him after February 14, 2018, subject to the mathematical average of the rate of achievement of Group performance objectives, used to determine part of Mr. Jean-Pascal TRICOIRE’s bonus, equaling at least two thirds of the target of the three completed financial years preceding his departure.

- Mr. TRICOIRE will retain the benefit all his stock options, free shares or performance shares or any other shares attributed to him after February 14, 2018, based on the prorata temporis of his time of presence within the Group, regardless of his position, unless the Board, in a justified decision and only in the case of an involuntary severance, grants the benefit of all stock options, free shares or performance shares, under the same conditions as those applied for stock options, free shares or performance shares attributed before February 14, 2018. These conditions include the changes decided by your Board of Directors on February 14, 2018, to align with best practices in terms of governance and to offer the necessary flexibility to retain high performing managers, and hence have been considered to be in your company’s interest.

5) Surviving spouse’s pension

Mr. Jean-Pascal TRICOIRE benefits from a spouse’s pension in the event that he should die before his retirement or before the end of his term of office, after 55 years of age without restarting work, following dismissal, or for reasons of a disability. The pension will equal 60 percent of 25 percent of average salaries paid over the three years preceding the date of death (or the date of departure if death should occur once he has left Schneider Electric) minus the amount of additional remuneration authorized by the Board of Directors, converted into a theoretical annuity equivalent that may be purchased upon death in conformity with insurance conditions (technical rate, mortality rate).

Mr. Jean-Pascal TRICOIRE benefits in the event of disability giving rise to the termination of all professional activity, the right to pension payments (payable to the surviving spouse at a rate of 60 percent) beginning from retirement equal to 25 percent of average salaries paid over the three years preceding the date of disability minus 1.25 percent per quarter of absence so as to obtain a full rate of pension and minus the amount of additional remuneration authorized by the Board of Directors, converted into a theoretical annuity equivalent that may be purchased upon disability in conformity with insurance conditions (technical rate, mortality rate).
With Mr. Emmanuel BABEAU (Deputy Chief Executive Officer)

Your Board of Directors, pursuant to the reappointment of Mr. Emmanuel BABEAU as Deputy Chief Executive Officer approved by the shareholders at the Shareholders’ Meeting on April 25, 2017, authorized the renewal of the commitments, as described hereunder, in his favor, on February 14, 2018 and approved by the shareholders’ meeting on April 24, 2018. These commitments had been previously authorized by your Board of Directors on February 18, 2015 and approved by your Shareholders’ Meeting on April 21, 2015:

1) Contingency and supplementary cover or insurance compensation plans

Mr. Emmanuel BABEAU benefits from the collective pension plan applicable to employees of Schneider Electric SE and Schneider Electric Industries SAS covering the supplementary sickness, incapacity, disability, death and dependence.

Mr. Emmanuel BABEAU benefits from the supplementary health, incapacity, disability, death and dependence cover available to the Group’s French senior executives as well as from coverage under the Group personal accident insurance policies.

Additionally, contingency and supplementary cover compensation for health, incapacity, disability, death and dependence inuring to the benefit of Mr. Emmanuel BABEAU shall be calculated on the basis of his overall remuneration (fixed/variable and additional payments for retirement).

In conformity with the French Commercial Code, these rights relating to contingency, supplementary cover or insurance compensation are conditioned on one of the following two criteria being present:

- Positive average of Group net profit for the five years preceding the event; or
- Positive average free cash flow for the five years preceding the event.

2) Involuntary Severance Pay Scheme

Mr. Emmanuel BABEAU benefits from an Involuntary Severance Pay scheme (hereinafter “Compensation”). Compensation is capped, taking into account the non-compete compensation stipulated below, at twice the mathematical average of the effective annual remuneration for the last three years as authorized by the Board of Directors (hereinafter “Maximum Amount”). The right to Compensation shall be granted in the following cases:

(i) Dismissal, non-renewal or resignation as Deputy Chief Executive Officer in the six months following a material change in Schneider Electric’s shareholder structure that could change the membership of the Board of Directors;
(ii) Dismissal, non-renewal or resignation as Deputy Chief Executive Officer in the event of a reorientation of the strategy pursued and promoted by him until his departure, whether or not in connection with a change in shareholder structure as described above;
(iii) Requested dismissal, non-renewal or resignation as Deputy Chief Executive Officer when the average rate of achievement of performance objectives used to calculate the variable bonus in the four full financial years preceding his departure was 66 percent.

The right to Compensation is subject to and shall depend on the rate of achievement of Group performance objectives used to determine part of the variable portion of Mr. BABEAU’s compensation for the three financial years preceding the date of the Board meeting at which the decision is made. Hence, if the Group’s performance rate is:

(i) Less than 66 percent; no Compensation shall be awarded;
(ii) 66 percent; the interested party shall receive 75 percent of the Maximum Amount;
(iii) Between 66 percent and 100 percent; he shall receive Compensation calculated on a straight-line basis at a rate of 75 to 100 percent of the Maximum Amount;
(iv) At least 100 percent; he shall receive 100 percent of the Maximum Amount.

It is hereby stipulated that compensation of any kind whatsoever which should be awarded by companies of the Group in which Mr. Emmanuel BABEAU exercises duties and responsibilities shall be deducted from the amount due by Schneider Electric, it being expressly specified that i) such compensation shall be recognized exclusively as Involuntary Severance Pay due to Mr. Emmanuel BABEAU and that ii) in each and every case, such compensation may not exceed the amount of Involuntary Severance Pay defined above.

Involuntary Severance Pay shall not be due in the event that termination occurs as a result of serious or gross misconduct.

3) Non-Compete Agreement

Mr. Emmanuel BABEAU benefits from the non-compete agreement which shall not exceed one year and shall be remunerated in an amount not exceeding 60 percent of authorized target gross remuneration (fixed and targeted variable, including additional payments for retirement).

Should Mr. BABEAU leave involuntarily, the Board of Directors shall rule on the application or the non-application of the agreement, within a period to not exceed fifteen days from the date of departure.
4) Stock Options, Free Shares or Performance Shares
Mr. Emmanuel BABEAU retains forthwith, subject to performance criteria and only in the event of his Involuntary Departure, the benefit of all his stock options, free shares or performance shares or any other shares attributed to him:
• Mr. Emmanuel BABEAU will retain the benefit all his stock options, free shares or performance shares or any other shares attributed to him on February 14, 2018, subject to the mathematical average of the rate of achievement of Group performance objectives, used to determine part of Mr. Jean-Pascal TRICOIRE’s bonus, equaling at least two thirds of the target of the three completed financial years preceding his departure.
• Mr. Emmanuel BABEAU will retain the benefit all his stock options, free shares or performance shares or any other shares attributed to him after February 14, 2018, based on the prorata temporis of his time of presence within the Group, regardless of his position, unless the Board, in a justified decision and only in the case of an involuntary severance, grants the benefit of all stock options, free shares or performance shares, under the same conditions as those applied for stock options, free shares or performance shares attributed before February 14, 2018. These conditions include the changes decided by your Board of Directors on February 14, 2018, to align with best practices in terms of governance and to offer the necessary flexibility to retain high performing managers, and hence have been considered to be in your company’s interest.

5) Surviving spouse’s pension
Mr. Emmanuel BABEAU benefits from a spouse’s pension in the event that he should die before his retirement or before the end of his term of office, after 55 years of age without restarting work, following dismissal, or for reasons of a disability. The pension will equal 60 percent of 25 percent of average salaries paid over the three years preceding the date of death (or the date of departure if death should occur once he has left Schneider Electric) minus the amount of additional remuneration authorized by the Board of Directors, converted into a theoretical annuity equivalent that may be purchased upon death in conformity with insurance conditions (technical rate, mortality rate).

Mr. Emmanuel BABEAU benefits in the event of disability giving rise to the termination of all professional activity, the right to pension payments (payable to the surviving spouse at a rate of 60 percent) beginning from retirement equal to 25 percent of average salaries paid over the three years preceding the date of disability minus 1.25 percent per quarter of absence so as to obtain a full rate of pension and minus the amount of additional remuneration authorized by the Board of Directors, converted into a theoretical annuity equivalent that may be purchased upon disability in conformity with insurance conditions (technical rate, mortality rate).

Signed in Paris-La Défense and in Courbevoie, on March 8, 2019

The Statutory Auditors

ERNST & YOUNG et Autres
Jean-Yves JEGOUREL
Alexandre RESTEN

MAZARS
Loïc WALLAERT
Ordinary meeting

FIRST RESOLUTION (Approval of corporate financial statements for the 2018 financial year)
The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, having heard the board of directors’ report on the Company financial statements and the Statutory auditors’ report, approves the corporate financial statements for the 2018 financial year as presented, as well as the transactions reflected in these statements or summarized in such reports showing a net profit of EUR4,457,993,619.34.

SECOND RESOLUTION (Approval of consolidated financial statements for the 2018 financial year)
The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, having heard the board of directors’ report on the Company consolidated statements and the Statutory auditors’ report, approves the consolidated statements for the 2018 financial year as presented, as well as the transactions reflected in these statements or summarized in such reports.

THIRD RESOLUTION (Appropriation of profit for the financial year and setting the dividend)
The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, at the proposal of the board of directors:
(i) after taking into account that the retained earnings amount to EUR84,171,289.40 and the total distributable earnings to EUR4,542,164,908.74;
(ii) decides on the distribution to the 579,168,769 shares with a par value of EUR4 comprising the share capital on December 31, 2018, and dividend rights on January 1, 2019, at EUR2.35 per share, and as a result sets at EUR1,361,046,607.15 the amount to withhold on distributable earnings to carry out this distribution.

| Net profit | EUR4,457,993,619.34 |
| Retained earnings | EUR84,171,289.40 |
| Distributable earnings | EUR4,542,164,908.74 |
| Total amount of the distribution | EUR1,361,046,607.15 |
| Amount of the retained earnings after withholding from the distribution | EUR3,181,118,301.59 |

With regard to taxation, it is specified that this distribution of EUR2.35 per share constitutes distributed income subject to a social security tax of 17.2% charged on the gross amount when paid. The gross amount of French-source dividends received by resident individuals will also be subject to a mandatory non-definitive levy at source of 12.8%, but exemption from this levy. In 2020, dividends will in principle be subject to a flat tax (“Prélèvement Forfaitaire Unique” – “PFU”) at the rate of 12.8% unless option for dividends to be subject to income tax at ordinary progressive rates. In such case, after applying a 40% (uncapped) allowance, only 60% of the dividends will be included in the taxable income, less any deductible charges and expenses. The above-mentioned levy at source of 12.8% will be imputed on the income tax that will be due in 2020 for income earned in 2019.

Dividends/coupons paid by Schneider Electric SE for the 3 most recent financial years are as follows, in EUR:

| 2015 | 2016 | 2017 |
| Net dividend paid per share in EUR | 2.00 | 2.04 | 2.20 |

FOURTH RESOLUTION (Information regarding regulated agreements and commitments undertaken during previous financial years)
The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, takes due note of the information set forth in the Statutory auditors’ special report relating to the agreements and the commitments undertaken in previous financial years and approved by the Annual Shareholders’ Meeting.

FIFTH RESOLUTION (Approval of elements of the compensation paid, due or awarded in respect of the 2018 financial year to Mr. Jean-Pascal Tricoire)
The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, in accordance with Article L.225-100 of the French Commercial Code, approves the components of the compensation due or awarded for the 2018 financial year to Mr. Jean-Pascal Tricoire as presented in the governance report of the Company referred to in Article L.225-37 of said Code.
<table>
<thead>
<tr>
<th>Resolution Number</th>
<th>Resolution Title</th>
<th>Description</th>
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<tbody>
<tr>
<td>SIXTH RESOLUTION</td>
<td>Approval of elements of the compensation paid, due or awarded in respect of the 2018 financial year to Mr. Emmanuel Babeau</td>
<td>The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, in accordance with Article L.225-100 of the French Commercial Code, approves the components of the compensation due or awarded for the 2018 financial year to Mr. Emmanuel Babeau as presented in the Company’s governance report referred to in Article L.225-37 of said Code.</td>
</tr>
<tr>
<td>SEVENTH RESOLUTION</td>
<td>Approval of principles and criteria for determining, allocating and granting the elements of the compensation and benefits of all types that may be granted to the Chairman and Chief Executive Officer in respect of 2019 financial year</td>
<td>The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, in accordance with Article L.225-37-2 of the French Commercial Code, approves the principles and criteria for determination, distribution and allocation of the fixed, variable and exceptional elements which make up the total compensation and benefits of any type that may be granted, on account of his role, to the Chairman and CEO, as specified in the Company’s governance report referred to in Article L.225-37 of said Code.</td>
</tr>
<tr>
<td>EIGHTH RESOLUTION</td>
<td>Approval of principles and criteria for determining, allocating and granting the elements of the compensation and benefits of all types that may be granted to the Deputy Chief Executive Officer in respect of 2019 financial year</td>
<td>The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, in accordance with Article L.225-37-2 of the French Commercial Code, approves the principles and criteria for determination, distribution and allocation of the fixed, variable and exceptional elements which make up the total compensation and benefits of any type that may be granted, on account of his role, to the Deputy CEO, as specified in the Company’s governance report referred to in Article L.225-37 of said Code.</td>
</tr>
<tr>
<td>NINTH RESOLUTION</td>
<td>Renewal of a directorship: Mr. Greg Spierkel</td>
<td>The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, having heard the board of directors’ report, hereby resolves to re-elect Mr. Greg Spierkel as a director for a 4-year term expiring at the close of the Annual Shareholders’ Meeting to be held in 2023 to approve the financial statements for the financial year ending December 31, 2022.</td>
</tr>
<tr>
<td>TENTH RESOLUTION</td>
<td>Appointment of a director: Ms. Carolina Dybeck Happe</td>
<td>The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, having heard the board of directors’ report, hereby appoints Ms. Carolina Dybeck Happe as a director for a 4-year term expiring at the close of the Annual Shareholders’ Meeting to be held in 2023 to approve the financial statements for the financial year ending December 31, 2022.</td>
</tr>
<tr>
<td>ELEVENTH RESOLUTION</td>
<td>Appointment of a director: Ms. Xuezheng Ma</td>
<td>The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, having heard the board of directors’ report, hereby appoints Ms. Xuezheng Ma as a director for a 4-year term expiring at the close of the Annual Shareholders’ Meeting to be held in 2023 to approve the financial statements for the financial year ending December 31, 2022.</td>
</tr>
<tr>
<td>TWELFTH RESOLUTION</td>
<td>Appointment of a director: Mr. Lip-Bu Tan</td>
<td>The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, having heard the board of directors’ report, hereby appoints Mr. Lip-Bu Tan as a director for a 4-year term expiring at the close of the Annual Shareholders’ Meeting to be held in 2023 to approve the financial statements for the financial year ending December 31, 2022.</td>
</tr>
<tr>
<td>THIRTEENTH RESOLUTION</td>
<td>Determination of the amount of directors’ fees to be allocated to the board of directors</td>
<td>The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, having heard the board of directors’ report, hereby resolves to set at EUR2,500,000 the maximum annual amount of directors’ fees to be paid to the board of directors.</td>
</tr>
</tbody>
</table>
FOURTEENTH RESOLUTION (Authority granted to the board of directors to buy back Company shares – maximum purchase price per share EUR90)

The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, having heard the board of directors’ report, hereby authorizes the board of directors, pursuant to the provisions of Article L.225-209 of the French Commercial Code and of Regulation (EU) no. 596/2014 of April 16, 2014 on market abuse (market abuse regulation), to acquire or have acquired the Company’s shares for the purpose of:

- reducing the share capital within the maximum legal limit;
- covering stock purchase option plans or other share allocations to employees or officers of the Company or an associated company;
- fulfilling obligations related debt securities convertible into shares of the Company;
- undertaking (for exchange, payment or other purposes) external growth transactions, mergers, spin-offs or contributions (up to a limit of 5% of the share capital);
- engage in market making under and pursuant to a liquidity agreement consistent with the Autorité des Marchés Financiers accepted market practices; or
- implementing and carrying out any other market practice that may be recognized by law or the AMF.

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 the Annual Shareholders’ Meeting (i.e. for information purposes, 57,916,876 shares on the basis of the share capital as of December 31, 2018).

The maximum share purchase price is set at EUR90 per share without exceeding the maximum price set by applicable laws and regulations. However, if all or some of the shares acquired pursuant to these conditions are intended to grant stock options, pursuant to Articles L.225-177 et seq. of the French Commercial Code, the selling price of the shares in question will be determined in accordance with the legal provisions governing stock purchase options.

As a result of the aforesaid limits, the maximum aggregate amount of share buy-backs shall not exceed EUR5,212,518,840.

The acquisition, sale or transfer of such shares may be made on one or more occasions by any means, in the market, on a multilateral trading facility (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 may include acquisition or sale of blocks on a regulated exchange or directly between individuals (over-the-counter), to the extent compliant with applicable law and regulations.

These transactions may be carried out at any time, in accordance with current regulations, except during public offerings on the Company’s share capital.

Shares acquired may also be canceled, subject to compliance with the provisions of Articles L.225-204 and L.225-205 of the French Commercial Code and in accordance with the twenty-fourth resolution of this Annual Shareholders’ Meeting.

The board of directors may adjust the prices set forth above in the event of the capitalization of reserves or earnings giving rise either to an increase in the par value of the shares, or to the issuance and free awards of shares, in the event of a division of the 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 of the shares, such price then to be adjusted by a multiplier coefficient equal to the ratio 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 board of directors with power to grant delegations of authority to implement and carry out this resolution.

This authority shall be valid for a maximum of 18 months from the date of this Annual Shareholders’ Meeting.
FIFTEENTH RESOLUTION (Delegation of authority to the board of directors to increase the nominal share capital within the limit of EUR800 million, i.e. approximately 34.53% of the capital on December 31, 2018, by issuing ordinary shares or securities giving access to share capital of the Company or any of its subsidiaries with shareholders’ preferential subscription right)

The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders’ meetings, having heard the board of directors’ report and the Statutory auditors’ special report, and in accordance with the provisions of Articles L.225-129 to L.225-129-6, L.225-132, L.225-134 and L.228-91 to L.228-93 of the French Commercial Code:

- delegates to the board of directors the authority, with the right to subdelegate in accordance with applicable law and regulations, to decide on one or several capital increases through the issue, in the proportions and at the times it deems appropriate, in France and/or abroad, of ordinary Company shares and of all other securities issued in return for payment or free of charge granting access by any means, immediately and/or in the future, to ordinary shares of the Company, or of a company in which it directly or indirectly owns more than half the capital. These securities may also be denominated in Euros or any other currency or unit of account determined by reference to several currencies, it being specified that (i) the subscription of shares and other securities may be performed, either in cash, or by offsetting receivables, and (ii) the shares to be issued shall grant the same rights as the old shares subject to their dividend date;
- resolves that the full amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed a par value of EUR800 million (i.e. for information purposes, 34.53% of the capital at December 31, 2018). Added to this amount, as applicable, will be the additional amount of shares to be issued to preserve, in accordance with the law and, where applicable, the contractual stipulations providing for other adjustment cases, the rights of holders of securities granting access to the share capital, share subscription or purchase options or those relating to bonus or performance shares. Capital increases undertaken on the basis of the sixteenth, seventeenth, eighteenth and twentieth resolutions of this Annual Shareholders’ Meeting, in addition to those undertaken, as applicable, on the basis of the sixteenth resolution of the Extraordinary Shareholders’ Meeting of April 24, 2018, will be deducted from this amount, without taking account of the necessary adjustments to preserve, in accordance with the law and, as applicable, the contractual stipulations providing for other adjustment cases, the rights of holders of securities granting access to the Company’s capital, share subscription or purchase options, or those relating to free or performance shares. This limit with a par value of EUR800 million shall not apply to capital increases reserved for employees or corporate officers pursuant to the twenty-first, and twenty-third resolutions of this Annual Shareholders’ Meeting;
- hereby resolves that securities granting access to the Company’s shares may, in particular, consist of debt securities or be associated to the issuance of such securities, enable their issuance as securities held with an intermediary or even take the form of fixed-term or perpetual subordinated or unsubordinated notes;
- hereby resolves that shareholders have, on a proportional basis according to the amount of shares they hold, a preferential subscription right to the securities issued under this authority;
- hereby resolves that the board of directors will establish the conditions for and limits up to which shareholders may exercise their right to subscribe for new shares as of right and may grant shareholders a preferential subscription right to excess shares which will be exercised on a proportional basis to their right and within the limit of their requests;
- hereby resolves that if subscriptions for new shares as of right and, as applicable, for excess shares, have not fully absorbed an issue of shares or securities as defined above, the board of directors may make use of the options provided for in Article L.225-134 of the French Commercial Code and in particular place all or part of the unsubscribed shares under public offerings;
- hereby takes note that this authorization shall constitute automatically and by law a waiver by the shareholders, in favor of the holders of securities that might be issued and granting access to the Company capital, of their preferential right to subscribe for ordinary shares of the Company which such securities carry the right to acquire;
- hereby resolves that the amount due, or that may later become due, to the Company for each of the shares to be issued under the aforementioned authorization shall be at least equal to the par value of the share on the date of issue of said securities;
- hereby resolves that the board of directors may not, except with the prior authorization of the Annual Shareholders’ Meeting, make use of this delegation of authority from the time of the submission by a third party of a public offering concerning Company shares, up to the end of the offer period;
- hereby resolves that this delegation invalidates the nineteenth resolution of the Extraordinary Shareholders’ Meeting of April 25, 2017, in terms of the amounts not used by the board of directors;
- sets the validity period of this delegation at 26 months from this Annual Shareholders’ Meeting.
<table>
<thead>
<tr>
<th>SIXTEENTH RESOLUTION</th>
<th>(Delegation of 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)</th>
</tr>
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</table>

The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, having heard the board of directors’ report, and in accordance with Articles L.225-192-2 and L.225-130 of the French Commercial Code:

- hereby delegates to the board of directors, with the power to subdelegate, the authority to decide, as and when it deems fit, on one or several capital increases by capitalizing, consecutively or simultaneously, reserves, earnings, additional issue premiums or other sums for which capitalization is permitted according to the legal and statutory provisions, in the form of the issue and allocation of free shares or increase of the par value of existing shares or the combined application of these two procedures;
- resolves that the maximum par value of the capital increases which may be carried out under this delegation shall be deducted from the overall capital increase ceiling of EUR800 million set by the fifteenth resolution of this Annual Shareholders’ Meeting;
- hereby resolves that fractional rights will not be negotiable or transferable and that the corresponding shares will be sold. The sums generated by the sale will be allocated to rights holders no later than 30 days after the record date in their account of the full number of shares awarded;
- hereby takes note that the board of directors has all the necessary powers to implement this delegation of authority;
- hereby resolves that the board of directors may not, except with the prior authorization of the Annual Shareholders’ Meeting, make use of this delegation of authority from the time of the submission by a third party of a public offering concerning Company shares, up to the end of the offer period;
- hereby resolves that this delegation invalidates the twentieth resolution of the Extraordinary Shareholders’ Meeting of April 25, 2017, in terms of the amounts not used by the board of directors;
- sets the validity period of this delegation at 26 months from this Annual Shareholders’ Meeting.
SEVENTEENTH RESOLUTION

(Delegation of authority to the board of directors to increase the nominal share capital within the limit of EUR230 million, i.e. 9.93% of the share capital on December 31, 2018, by issuing ordinary shares or securities giving access to the share capital of the Company or any of its subsidiaries without shareholders’ preferential subscription right through a public offering. This delegation may be used to pay for contributions of securities in connection with a public exchange offer initiated by the Company)

The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders’ meetings, having heard the board of directors’ report and the Statutory auditors’ special report, and in accordance with the provisions of Articles L.225-129 to L.225-129-6, L.225-135, L.225-136, L.225-148 and L.228-91 to L.228-93 of the French Commercial Code:

• hereby delegates to the board of directors the authority, with the right to subdelegate, in compliance with applicable laws and regulations, to decide, by public offer, on one or several capital increases through the issue, in the proportions and at the times it deems appropriate, in France and/or abroad, of ordinary Company shares or any securities granting access by any means, immediately and/or in the future, to ordinary shares of the Company, or of a company in which it directly or indirectly owns more than half the capital. These securities may also be denominated in Euros or any other currency or unit of account determined by reference to several currencies, specifying that (i) the subscription of shares and other securities may be performed, either in cash, or by offsetting receivables, and (ii) the new shares will grant the same rights as the old shares subject to their dividend date;

• hereby resolves that the issue of shares by the Company may result, in accordance with Article L.228-93 of the French Commercial Code, in the exercising of the rights attached to securities issued by companies in which it directly or indirectly owns more than half the share capital and which will give access by any means to ordinary shares of the Company;

• hereby resolves that the total amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed a par value of EUR230 million (i.e., for information purposes, 9.93% of the capital at December 31, 2018). Added to this amount, where applicable, will be the additional amount of shares to be issued to preserve, in accordance with the law and, where applicable, the contractual stipulations providing for other adjustment cases, the rights of holders of securities granting access to the share capital, share subscription or purchase options, or those relating to bonus or performance shares, it being specified that the amount of EUR230 million shall be deducted from the overall capital increase ceiling of EUR800 million set in the fifteenth resolution of by this Annual Shareholders’ Meeting;

• hereby resolves that securities granting access to the Company’s shares may, in particular, consist of debt securities or be associated with the issuance of such securities, enable their issuance as securities held with an intermediary or even take the form of fixed-term or perpetual subordinated or unsubordinated notes;

• hereby resolves to cancel the preferential subscription right granted to shareholders for securities issued in accordance with the legislation, it being specified that shareholders will be granted a priority entitlement to subscribe for new and/or excess securities in accordance with the provisions of Article L.225-135 of the French Commercial Code;

• hereby resolves that the amount payable to the Company for each of the shares to be issued, or liable to be issued, after taking into account, in the case of detachable share subscription or allotment warrants, the issue price of said warrants, shall be at least equal to the minimum price provided for in the legal and/or regulatory provisions applicable on the issue date, which is currently the weighted average of the prices for the last 3 trading sessions prior to the setting of the issue price, potentially, less a maximum discount of 5%, after correction, as applicable, of this amount to take account of the difference in the dividend date;

• hereby takes note that this authorization shall constitute automatically and by law a waiver by the shareholders, in favor of the holders of securities that grant access to Company capital, of their preferential right to subscribe for ordinary shares of the Company which such securities carry the right to acquire;

• hereby resolves that this delegation may be used for the purposes of paying for securities tendered in a public exchange offer initiated by the Company, within the limits and under the conditions provided for in Article L.225-148 of the French Commercial Code;

• hereby resolves that the board of directors may not, except with the prior authorization of the Annual Shareholders’ Meeting, make use of this delegation of authority from the time of the submission by a third party of a public offering concerning Company shares, up to the end of the offer period;

• hereby resolves that this delegation invalidates the twenty-first resolution of the Extraordinary Shareholders’ Meeting of April 25, 2017, in terms of the amounts not used by the board of directors;

• sets the validity period of this delegation at 26 months from this Annual Shareholders’ Meeting.
Resolutions

EIGHTEENTH RESOLUTION (Delegation of authority to the board of directors to increase the amount of an initial issue, as approved pursuant to the fifteenth and seventeenth resolutions, with or without shareholders’ preferential subscription right)

The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for extraordinary meetings, having heard the board of directors’ report and the Statutory auditors’ special report, and acting in accordance with Article L.225-135-1 of the French Commercial Code:

• hereby delegates to the board of directors the authority, for a period of 26 months from this Annual Shareholders’ Meeting, with the power to subdelegate, in compliance with applicable laws and regulations, to decide for each of the issues decided on in accordance with the fifteenth and seventeenth resolutions of this Annual Shareholders’ Meeting, that the number of ordinary shares and securities to be issued may be increased by the board of directors under the legal and regulatory conditions and within the limit of the ceilings provided for respectively by the fifteenth and seventeenth resolutions of this Annual Shareholders’ Meeting;
• hereby resolves that the board of directors may not, except with the prior authorization of the Annual Shareholders’ Meeting, make use of this delegation of authority from the time of the submission by a third party of a public offering concerning Company shares, up to the end of the offer period;
• hereby takes note that the board of directors has all the necessary powers to implement this delegation;
• hereby resolves that this delegation invalidates the twenty-second resolution of the Extraordinary Shareholders’ Meeting of April 25, 2017, in terms of the amounts not used by the board of directors.

NINETEENTH RESOLUTION (Delegation of powers to the board of directors to increase the share capital within the limit of 9.93% of the share capital for the purpose of paying for contributions in kind)

The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for extraordinary meetings, having heard the board of directors’ report and the Statutory auditors’ special report, and acting in accordance with Article L.225-147 of the French Commercial Code:

• hereby delegates to the board of directors the necessary powers to, on the basis of the report of the statutory auditor for contributions, to carry out one or several capital increases, up to the limit of 9.93% of the share capital, in order to pay for contributions in kind granted to the Company and consisting of capital securities or securities granting access to the capital, where the provisions of Article L.225-148 are not applicable;
• hereby resolves that, in any case, the amount of the capital increases undertaken pursuant to this resolution shall be deducted from the capital increase ceiling of EUR230 million provided for in the seventeenth resolution of this Annual Shareholders’ Meeting;
• hereby resolves that the board of directors shall have full powers, with the power to subdelegate, to implement this delegation, in particular to:
  – approve all the terms and conditions of authorized operations and, above all, assess the contributions and the granting, as applicable, of specific benefits,
  – establish the number of securities to be issued in payment for contributions and the dividend date for the securities to be issued,
  – perform, as applicable, any deductions from the acquisition premiums, and in particular those for costs incurred through issues,
  – record the resulting capital increases and amend the Articles of Association accordingly,
  – as a general rule, take all appropriate steps, enter into all agreements, take all the necessary formalities for admission to trading of the shares issued and perform all necessary disclosure formalities;
• hereby resolves that the board of directors may not, except with the prior authorization of the Annual Shareholders’ Meeting, make use of this delegation from the time of the submission by a third party of a public offering concerning the Company’s shares, up to the end of the offer period;
• hereby resolves that this delegation invalidates the twenty-third resolution of the Extraordinary Shareholders’ Meeting of April 25, 2017, in terms of the amounts not used by the board of directors;
• sets the validity period of this delegation at 26 months from this Annual Shareholders’ Meeting.
TWENTIETH RESOLUTION

(Delegation of authority to the board of directors to undertake, through an offering as set forth in Paragraph II of Article L.411-2 of the French Monetary and Financial Code, without shareholders’ preferential subscription right, a capital increase up to a nominal amount of EUR115 million, i.e. 4.96% of share capital, by issuing ordinary shares or securities giving access to the share capital of the Company or any of its subsidiaries, the issue price of which shall be decided by the board of directors in accordance with the terms and conditions determined by the Annual Shareholders’ Meeting)

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholder meetings, having heard the board of directors’ report and the Statutory auditors’ special report, and in accordance with the provisions of the French Commercial Code, in particular in Articles L.225-129 to L.225-129-6, L.225-135, L.225-136 and L.228-91 to L.228-93, and in Paragraph II of Article L.411-2 of the French Monetary and Financial Code:

• hereby delegates to the board of directors, with the power to subdelegate, in compliance with applicable laws and regulations, the authority to decide without the shareholders’ preferential subscription right through an offer referred to in Paragraph II of Article L.411-2 of the French Monetary and Financial Code, on one or several occasions, in the proportion and at the times it deems appropriate, in France and/or abroad, in Euros or in any other currency or unit of account set by reference to several currencies, the capital increase through the issue of ordinary shares or securities, governed by Articles L.228-91 et seq. of the French Commercial Code granting access by any means, immediately and/or in the future, to ordinary shares of the Company or of a company in which it directly or indirectly owns more than half of the share capital, it being specified that (a) the subscription of shares and other securities may be performed either in cash or by offsetting receivables, and (b) the new shares will grant the same rights as the old shares subject to their dividend date;
• hereby resolves that the total amount of the capital increases which might be carried out immediately and/or in the future on the basis of this resolution may not exceed a par value of EUR115 million (i.e., for information purposes, 4.96% of the capital at December 31, 2018). Added to this amount will be the additional amount of shares to issue to preserve, in accordance with the law and, as applicable, the contractual stipulations providing for other adjustment cases, the rights of holders of securities granting access to the share capital, share subscription or purchase options, or those relating to free shares or performance shares, it being specified that the amount of EUR115 million shall be deducted from the capital increase ceiling of EUR230 million provided for in the seventeenth resolution and to the capital increase ceiling of EUR800 million provided for in the fifteenth resolution of this Annual Shareholders’ Meeting;
• hereby resolves to cancel the shareholders’ preferential subscription right for securities concerned by this resolution;
• hereby takes note that this authorization shall constitute automatically and by law a waiver by the shareholders, in favor of the holders of securities granting access to the Company’s capital, of their preferential right to subscribe for ordinary shares of the Company which such securities carry the right to acquire;
• authorizes, in accordance with Article L.225-136 of the French Commercial Code, the board of directors to waive the price-setting conditions provided for by the laws and regulations in force at the time of use of this resolution and to freely set the issue price of ordinary shares or of any securities granting access to the capital, it nonetheless being specified that the issue price must, at the board of directors’ discretion, be at least equal to:
  (i) the weighted average of the prices listed on the Euronext Paris regulated market for the share over a maximum period of 6 months prior to the date on which the issue price is set, or
  (ii) the volume-weighted average price on the Euronext Paris regulated market on the trading day prior to the setting of the issue price, potentially less, in both cases, a maximum discount of 5%;
• hereby resolves that if the subscriptions have not fully absorbed an issue of shares or securities, the board of directors may limit the issue to the amount of subscriptions under the conditions provided for by the legislation in force at the time of use of this delegation;
• hereby resolves that the board of directors may not, except with the prior authorization of the Annual Shareholders’ Meeting, make use of this delegation of authority from the time of the submission by a third party of a public offering concerning Company shares, up to the end of the offer period;
• hereby resolves that this delegation invalidates the twenty-fourth resolution of the Extraordinary Shareholders’ Meeting of April 25, 2017, in terms of the amounts not used by the board of directors;
• sets the validity period of this delegation at 26 months from this Annual Shareholders’ Meeting.
The Shareholders’ Meeting, acting on the basis of the quorum and majorities for extraordinary meetings, having heard the report of the board of directors and the special report of the Statutory auditors and acting in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code:

- hereby resolves 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 Corporate Officers who meet the conditions set forth in Article L. 225-197-1 of the French Commercial Code, of free existing shares or shares to be issued by the Company;
- hereby resolves that the board of directors shall determine who is to benefit from the grants, the number of shares for each recipient 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, i) that 100% of the shares granted to corporate officers of the Company and to members of Schneider Electric’s Executive Committee under and pursuant to long-term incentive plans shall be subject to meeting performance goals, and 70% of the shares granted to the other beneficiaries, in such connection, shall be subject to meeting performance goals, and ii) that the performance goals shall be assessed over a period of at least three years;
- hereby resolves that the aggregate number of shares granted shall not amount to more than 2% of the Company’s share capital on the date on which this Shareholders’ Meeting is being held;
- hereby resolves that the shares granted annually to Corporate 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 Annual Shareholders’ Meeting is being held;
- hereby resolves 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 French Commercial Code and to provide for a minimum vesting or holding period of three years for all or a portion of the shares, provided that the vesting period of the shares granted under and pursuant to the long term incentive plan, cannot be shorter than three years;
- hereby resolves, 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 French Commercial Code;
- hereby resolves 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 ipso jure 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;
- hereby resolves to set at 38 months from and after this General Meeting the period of validity of this authorization, which shall nullify and render void the authorization granted in the nineteenth resolution at the General Meeting held on April 25, 2016, in respect of the amounts thereof not used by the board of directors.

The Shareholders’ Meeting hereby resolves 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 sets the terms and conditions of lock-up and holding period applicable to shares granted to eligible corporate officers, in accordance with Article L. 225-197-1 II of the French Commercial Code.

The board of directors shall report every year to the Annual Shareholders’ Meeting of the transactions carried out under this authorization.
TWENTY-SECOND RESOLUTION

(Delegation of authority to the board of directors to undertake capital increases reserved for participants in a Company Savings Plan up to a limit of 2% of share capital, without shareholders' preferential subscription right)

The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements required for extraordinary meetings, having heard the report of the board of directors and the special report of the Statutory auditors, pursuant to the provisions of Articles L.3332-1 et seq. of the French Labor Code and Articles L.225-129-2, L.225-129-6, L.225-138-1 and L.228-92 of the French Commercial Code and in accordance with the provisions of that code:

• delegates to the board of directors the authority, with the power to subdelegate, for a period of 26 months from the date of this Annual 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, under the terms and conditions set forth in Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor code, reserved for participants in a Company Savings Plan and French or non-French companies affiliated with the Company in a maximum par value, or paid-in capital, amount of 2% of the share capital on the date this authorization is implemented and given effect, with the possibility to issue shares against cash or by capitalizing reserves, profits or premium in case of grants of free shares or of securities granting access to share capital on account for the discount or the matching contribution, it being specified that (i) such limit shall be charged against the limits set forth in the fifteenth and seventeenth resolutions of this Annual Shareholders’ Meeting, and (ii) this authorization may be used only from and after June 30, 2019;
• hereby resolves to set a maximum discount to be offered in connection with Company Savings Plan at 20% (or 30% if permitted by law) of an average of the trading price of the Company’s shares on Euronext Paris during the 20 trading sessions preceding the date of the decision of the board of directors or of its authorized representative setting the date to begin taking subscriptions. The Annual Shareholders’ Meeting, however, hereby resolves expressly to authorize the board of directors to reduce the aforementioned discount within applicable legal and regulatory requirements, or not to grant one, in particular so as to take into account the laws and regulations applicable in countries where such offering may be implemented;
• hereby authorizes the board of directors to make grants of free ordinary shares or other securities granting immediate or differed access to ordinary share capital, in total or partial substitution for the discount and/or, as the case may be, for the matching contribution, provided that the value of the benefit resulting from this grant on account for the discount or the matching contribution, shall not exceed the limits imposed by applicable law and regulations;
• hereby resolves that the characteristics of the other securities granting access to Company capital shall be decided and determined by the board of directors under the terms and conditions set by applicable law and regulations;
• hereby resolves to waive in favor of the participants in a Company Savings Plan the shareholders’ preferential right to subscribe for the shares and securities granting access to capital to be issued under and pursuant to this resolution;
• acknowledges that this authorization entails an automatic waiver to preferential subscription rights to shares of which the securities issued on the basis of this resolution may carry the right to acquire;
• hereby resolves that this authorization cancels, effective June 30, 2019, the authorization given by the Annual Shareholders’ Meeting of April 24, 2018, in its sixteenth resolution, for its amounts unused by the board of directors;
• the shareholders hereby take note that the board of directors has all authority, with the power to subdelegate authority, to undertake the transactions set forth in this resolution and to record and complete the capital increases resulting therefrom.
TWENTY-THIRD RESOLUTION (Delegation of powers to the board of directors to undertake capital increases reserved for a category of beneficiaries: in favor of employees of foreign companies of the Group, either directly or via entities acting on their behalf to offer to employees of foreign companies of the Group benefits comparable to those offered to participants in the Company Savings Plan up to 1% of share capital, without shareholders’ preferential subscription right)

The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholder meetings, having heard the board of directors’ report and the Statutory auditors’ special report, and in accordance with Articles L.225-129-1, L.225-138 et L.228-92 et seq. of the French Commercial Code:

- hereby delegates 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 shareholders’ meeting, by issuing shares or securities providing access to the capital of the Company, granting the same rights as previously issued shares, such issue to be reserved for persons meeting the characteristics of the class defined below, provided, however, that (i) the 1% limit set forth above shall be charged against the 2% limit set forth in the twenty-second resolution of this Annual Shareholders’ Meeting, but, which, on the other hand, is separate and apart from the limits set forth in the fifteenth and seventeenth resolutions of this Annual Shareholders’ meeting, and (ii) this authorization may be used only from and after August 1, 2019;
- hereby resolves to waive the shareholders’ preferential right to subscribe for shares or other securities granting access to the share capital pursuant to this resolution and to reserve the right to subscribe 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 under the terms and conditions set forth in Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code and the head 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 takes note that this authorization shall constitute automatically and by law an express waiver by the shareholders, in favor of the holders of securities granting access to Company capital, of their preferential right to subscribe for ordinary shares of the Company which such securities carry the right to acquire;
- hereby resolves 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 securities to be offered to each thereof, provided 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 offered securities providing access to capital have been subscribed, as well as, among other things:
  - to determine the characteristics of the securities to be issued, to decide on the issue price, dates, time periods, terms and conditions of subscribing therefore, paying the paid-in capital, or nominal amount thereof, delivery and effectiveness of the shares and equity securities, the lock-up and early release period, within applicable limits of the law and regulations,
  - to record and determine the capital increase, to undertake the issuance of the shares and other securities carrying the right to acquire shares, to amend the Articles of Association accordingly,
  - and, as a general rule, to enter into any agreement, in particular to ensure the due and proper completion of the contemplated issuances, take all steps and complete any required formalities in connection with the issue, the listing and financial servicing of the securities issued under and this authorization, as well as the exercise of the rights attaching thereto, and, more generally, to do whatever may be necessary;
- resolves that this delegation shall nullify as of August 1, 2019, the authority given by the Annual Shareholders’ Meeting of April 24, 2018, in its seventeenth resolution for its amounts not used by the board of directors.

The authorization granted under and pursuant to this resolution shall be valid for 18 months from and after this Annual Shareholders’ Meeting.
TWENTY-FOURTH RESOLUTION

(Authorization to the board of directors to cancel shares of the Company, if any, bought back on the terms and conditions approved at the Annual Shareholders’ Meeting, up to a maximum of 10% of the share capital)

The Annual Shareholders’ Meeting, acting in accordance with the quorum and majority requirements for extraordinary meetings, having heard the board of directors’ report and the Statutory auditors’ special report, authorizes the board of directors, in accordance with Article L.225-209 of the French Commercial Code, to cancel the Company’s own shares acquired by virtue of the authorizations granted by the Annual Shareholders’ Meeting, in accordance with Article L.225-209 of the French Commercial Code, under the following conditions:

• the board of directors is authorized to cancel, at its sole discretion, on one or several occasions, all or part of the shares acquired by virtue of the share buyback authorizations for the Company’s own shares up to the limit of 10% of the capital over a period of 24 months from this Annual Shareholders’ Meeting, and to apply the corresponding reductions to the share capital;
• the difference between the purchase price for the canceled shares and their par value shall be deducted from the issue premiums and, where applicable, from the legal reserve for up to 10% of the canceled capital;
• the board of directors shall have the necessary authority, with the power to subdelegate, to establish the terms and conditions for this or these cancelations, to undertake all actions, formalities, and declarations with a view to canceling the shares and to complete the capital reductions, and to amend the Articles of Association accordingly.

This authorization shall remain valid for a period of 24 months from the date of this Annual Shareholders’ Meeting.

Ordinary meeting

TWENTY-FIFTH RESOLUTION

(Powers for formalities)

The Annual Shareholders’ Meeting confers full powers upon the bearer of a copy or excerpts of the minutes confirming these resolutions for the purposes of carrying out all legal and administrative formalities.
Conditions to attend the Shareholders’ Meeting

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 a shareholder. However, to be allowed to take part in the meeting, to vote by mail or be represented:

1. shareholders owning registered shares must be registered in the “pure” or “administered” accounts by midnight, Paris time, on the second working day before the meeting, i.e. April 23, 2019;
2. shareholders owning bearer shares must be registered by midnight, Paris time, on the second working day before the meeting, i.e. April 23, 2019.

Book entry or registration of shares in bearer share accounts held by the authorized 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 second working day before the meeting, i.e. April 23, 2019.

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 Pantin cedex.

WARNING: the Company became a European company in 2014. As a result, voting procedures at the Shareholders’ Meeting have changed. From now on, abstention shall not be accounted for as a negative vote. We therefore invite you to read carefully the following paragraphs.

Procedures for attending this meeting

IF YOU WISH TO ATTEND the meeting:

Application for an admission card
You must apply for the admission card that is required 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, dating and signing it at the bottom (see page 54);

• 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 ever you do not have your Login ID and/or its password, please contact 0 800 004 120 (toll-free line) for investors in France or 00 1 40 14 03 43 for investors abroad.
  Once you have connected, follow the instructions given on the screen to access Votaccess site to apply for your admission card,

  – if you are a shareholder owning 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 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 SE shares that you hold and follow the instructions given on the screen to access Votaccess and apply for an admission card.

* Note: If you have requested your admission card but have not received it in due time for the meeting, and that you can prove that your shares are registered up to midnight, Paris time, on the second working day before the meeting in the accounts held by the Company (for nominative shares), or in the accounts held by the authorized 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.
Entry to the meeting
To ensure that the meeting proceeds as planned, we request that you:
1. present your admission card and sign the attendance sheet at the registration desk starting at 2:00 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.

YOU ARE UNABLE TO ATTEND the meeting, however you want to:
1. vote by mail or by internet;
2. give a proxy to be represented to the Shareholders’ Meeting 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 may either use the attached form I either you connect on the dedicated website II.

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

• for registered shareholders: return the single postal or proxy vote form to the following address: BNP Paribas Securities Services – CTO Assemblées – Grands Moulins de Pantin – 93761 Pantin cedex;
• for bearer shareholders: return the enclosed single postal or proxy vote form along with a participation certificate issued by your financial intermediary to the following address: BNP Paribas Securities Services – CTO Assemblées – Grands Moulins de Pantin – 93761 Pantin cedex.

If you wish to use the single vote form attached, you must check the corresponding box but also indicate your vote on each resolution by shading the corresponding box. Otherwise, your vote will not be accounted for on the resolutions for which you have not indicated your vote.

To be taken into account, postal vote forms must be received by the “Service Assemblées Générales” of BNP Paribas Securities Services two days at the latest before the date on which the meeting is to be held, i.e. April 23, 2019, 3 p.m. Paris time.

II. Online
If you wish to make use of one of the above three options via Internet, you must connect up with Votaccess site.

Votaccess site will be open as from April 1st, 2019.

The opportunity to vote by Internet prior to the Shareholders’ Meeting will expire on the day before the meeting, i.e. April 24, 2019 at 3:00 p.m. Paris time.

However, to avoid overloading Votaccess site, shareholders are advised not to wait until the day before the meeting for submitting their votes.

To access 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 your password, please contact 0 800 004 120 (toll-free line) for investors in France or 00 1 40 14 03 43 for investors abroad.

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 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 French Commercial Code. In this case, you must:

(i) send an e-mail to paris.bp2s.france.cts.mandats@bnpparibas.com. This email shall contain the following information: the name of the company concerned (Schneider Electric SE), the date of the meeting (April 25, 2019), 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 – CTO Assemblées Générales – 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, 2019, at 3:00 p.m. Paris time.

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.

Shareholders may obtain the documents provided for under Articles R.225-81 and R.225.83 of the French Commercial Code within legal time limits, by requesting them from BNP Paribas Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 93761 Pantin cedex.

The board of directors
1. If you intend to attend the meeting in person: tick box A to request an admission card. **Sign and date** at the bottom of the form.
2. Double vote for shares which have been in registered form for at least two years prior to December 31st of the year preceding the date of the general meeting.
4. **To cast a postal vote:** tick here AND indicate your vote on each resolution by shading the appropriate box. **Sign and date** at the bottom of the form.
5. **To grant proxy to the chairman of the General Meeting to vote on your behalf:** simply tick box and **sign and date** at the bottom of the form.
6. **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.
7. Whatever you decide to do, **do not forget to sign and date the form** here.

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**Schneider Electric SE**  
Société Européenne à conseil d'administration  
au capital de 2 316 675 076 €  
Siège social : 35, rue Joseph Monier  
92500 RUEIL MALMAISON  
Siège social : 35, rue Joseph Monier  
au capital de 2 316 675 076  
Société Européenne à conseil d'administration  
SCHNEIDER ELECTRIC S.E.

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**Conditions to attend the Shareholders’ Meeting**

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**INFORMATION**

You must hold Schneider Electric SE shares, held directly or indirectly, in order to attend the Combinazed General Meeting (ordinary and extraordinary).

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**2. If you hold registered shares:**

BNP Paribas Securities Services  
Corporate Trust Operations – Assemblées  
Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin

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**3. If you hold bearer shares:**

Your financial intermediary who manages the share account in which your Schneider Electric SE shares are registered.

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**How to fill in your voting form**

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1. If you intend to attend the meeting in person: tick box A to request an admission card. **Sign and date** at the bottom of the form.
2. Double vote for shares which have been in registered form for at least two years prior to December 31st of the year preceding the date of the general meeting.
4. **To cast a postal vote:** tick here AND indicate your vote on each resolution by shading the appropriate box. **Sign and date** at the bottom of the form.
5. **To grant proxy to the chairman of the General Meeting to vote on your behalf:** simply tick box and **sign and date** at the bottom of the form.
6. **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.
7. Whatever you decide to do, **do not forget to sign and date the form** here.
Request for information
Ordinary and Extraordinary Meeting
of April 25, 2019

I, the undersigned:
Mr. ☐ Ms ☐
Surname (or company name): ..............................................................................................................................................
Forename: ............................................................................................................................................................................
Address: ................................................................................................................................................................................
................................................................................................................................................................................................
Town / City: ............................................................................................................ Postal Code..........................
Country: ................................................................................................................................................................................
Owner of: ............................................................ Schneider Electric SE registered shares
Owner of: ............................................................ Schneider Electric SE bearer shares.
Hereby confirm that I have duly received the documents relating to the Ordinary and Extraordinary Shareholders’
Meeting of April 25, 2019, as provided for by Article R. 225-81 of the French Commercial Code.
And hereby request that I be sent the documents and information, as provided in Article R.225-83 of the French
Commercial Code.

Place of signature ............................................... date of signature ....................................................... 2019
Signature

To send

If you hold registered shares:
BNP Paribas Securities Services
Corporate Trust Operations – Assemblées
Grands Moulins de Pantin
9, rue du Débarcadère
93500 Pantin(1)

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

(1) In accordance with Article R. 225-88 of the French Commercial Code, owners of shares may, by a single request, have the Company send them the documents
and information provided for by Articles R. 225-81 and R. 225-83 of the French Commercial Code for 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.