NOTICE OF MEETING

SHAREHOLDERS AND UNITHOLDERS MEETINGS

SCHNEIDER ELECTRIC SE

A European Company with a board of directors and capital of 2,316,675,076 Euros
Registered Office: 35 Rue Joseph Monier - 92506 Rueil Malmaison
542 048 574 RCS Nanterre

The Board of Directors has decided to convene in Joint General Meeting the shareholders of Schneider Electric SE on:

Thursday, April 25, 2019 at 3:00 pm at the Palais des Congrès de Paris – Bordeaux Room
2 Place de la Porte Maillot – 75017 Paris

The Board of Directors adopted the following 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 corporate financial statements for the 2018 financial year;
- Approval of consolidated financial statements for the 2018 financial year;
- Appropriation of profit for the financial year and setting the dividend;
- Information regarding regulated agreements and commitments undertaken during previous financial years;
- Approval of elements of the compensation and benefits of all types paid, due or awarded in respect of the 2018 financial year to Mr. Jean-Pascal Tricoire;
- Approval of elements of the compensation and benefits of all types paid, due or awarded in respect of the 2018 financial year to Mr. Emmanuel Babeau;
- 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 the 2019 financial year;
- 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 the 2019 financial year;
- Renewal of a directorship: 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;

Within the material jurisdiction of the extraordinary general assembly:
- 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 capital of the Company or any of its subsidiaries with shareholders’ preferential subscription right;
- 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;
- 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 capital on December 31, 2018, by issuing ordinary shares or securities giving access to the 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;
- Delegation of authority to the board of directors to increase the amount of an initial issue, as approved pursuant to the fifteenth and the seventeenth resolutions, with or without shareholders’ preferential subscription right;
- 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;
- 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, the issue price of which shall be decided by the board of directors in accordance with the terms and conditions determined by the Annual General Shareholders’ Meeting;
• Authorization to the board of directors to make grants of free shares (on the basis of existing shares or shares to be issued) to Corporate 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 the shareholders' preferential subscription right;
• 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;
• 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 thereof 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;
• 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 General Shareholders’ Meeting, up to a maximum of 10% of the share capital;
• Powers for formalities.

A) Prerequisites for attending the annual general meeting

The annual general meeting is open to all shareholders, irrespective of the number of shares they may hold.

All shareholders may be represented at the annual general meeting by another shareholder, by their spouse or by the partner with whom they have entered into a civil solidarity pact. They may also be represented by any other natural or legal person of their choice (Article L. 225-106 of the French Commercial Code).

In accordance with Article R. 225-85 of the French Commercial Code, the right to attend the annual general meeting is established by registering securities in the name of the shareholder or the intermediary named on his behalf (in application of the seventh paragraph of Article L. 228-1 of the French Commercial Code), at the latest by the second working day preceding the meeting, i.e. April 23, 2019, at midnight, CET, either in the registered share accounts kept by the company (or its agent), or in the bearer share accounts held by the authorized intermediary.

Registration of securities in bearer share accounts kept by financial intermediaries is recorded by a certificate of participation issued by them (or, where applicable, electronically) under the conditions set forth in Article R. 225-85 of the French Commercial Code (with reference to article R. 225-61 of the same Code), attached to:

- the postal vote form;
- the proxy statement;
- the application for an admission card issued in the name of a shareholder or on behalf of a shareholder represented by a registered intermediary.

A certificate is also issued to any shareholder wishing to participate physically in the meeting and who has not received his admission card by midnight CET on the second working day preceding the meeting.

B) Conditions of attendance at the general meeting

Shareholders wishing to personally attend the general meeting may request an admission card as follows:

1.1 Application for an admission card by post:

For registered shareholders: By submitting their application for an admission card before April 19, 2019 to BNP Paribas Securities Services – Service Assemblées Générales - CTO Assemblées Générales - Grands
Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex, or by presenting themselves, together with an Identity Document, on the day of the assembly, directly at the counter specially provided for this purpose.

**For bearer shareholders:** By requesting the authorized intermediary who manages their securities account for an admission card to be sent to them.

### 1.2 Application for an admission card by e-mail:

Shareholders wishing to attend the meeting personally may also request an admission card by e-mail as follows:

**For registered shareholders:** By applying online on the secure VOTACCESS platform accessible via the Planetshares website, whose address is [https://planetshares.bnpparibas.com](https://planetshares.bnpparibas.com).

Holders of pure registered shares must log in to the Planetshares site using their usual access codes.

Holders of administered registered shares must log in to the Planetshares website using their ID number located in the top right-hand corner of their paper voting form. Should shareholders no longer possess their username and/or password, they can make contact by telephone at 0800 00 41 20, a number made available for them.

After logging in, registered shareholders must follow the instructions provided on the screen for accessing the VOTACCESS website and requesting an admission card.

**For bearer shareholders:**

It is bearer shareholders’ responsibility to inquire as to whether their account-holding institution is connected to the VOTACCESS site or not, and, if so, whether this access is subject to any special conditions of use.

If a shareholder’s account-holding institution is connected to the VOTACCESS website, the shareholder must identify himself on the internet portal of his account-holding institution using his usual access codes. He must then click on the icon on the line corresponding to his Schneider Electric shares and follow the instructions provided on the screen for accessing the VOTACCESS website and applying for an admission card.

### 2. Voting by mail or by proxy

#### 2.1 Voting by post or by postal proxy:

Shareholders who do not attend the meeting personally, but who wish to vote by mail or be represented by giving proxy to the Chairman of the meeting or to an agent may:

**For registered shareholders:** By returning the single postal or proxy voting form, which will be sent to them with the convening letter, to the following address: BNP Paribas Securities Services - Service Assemblées Générales - CTO Assemblées Générales - Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex.

**For bearer shareholders:** By requesting the single postal or proxy voting form from the intermediary managing their securities as from the date on which the meeting is convened. Once completed by the shareholder, the form is to be returned to his account-holding institution who will then attach it to a certificate of participation and send it to BNP Paribas Securities Services - Service Assemblées Générales - CTO Assemblées Générales - Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex.

In order to be taken into account, vote-by-mail forms must be received by the Company or the “Service Assemblées Générales” of BNP Paribas Securities Services two days at the latest before the date on which the annual general meeting is to be held, i.e. April 23, 2019, at 3:00 pm CET at the latest.

Designations or revocations of proxies expressed on paper must be received two calendar days before the date of the assembly at the latest, i.e. by April 23, 2019.

#### 2.2 Postal or proxy votes by e-mail:

Shareholders may also submit their voting instructions, and either appoint or remove an agent prior to the general meeting via the Internet, using the VOTACCESS website, under the conditions described below:
For registered shareholders:

Holders of pure or administered registered shares wishing to vote via the Internet must log in onto the VOTACCESS website via the Planetshares website whose address is as follows: https://planetshares.bnpparibas.com.

Holders of pure registered shares must log in onto the Planetshares site using their usual access codes.

Holders of administered registered shares will need to log in onto the Planetshares website using their ID number located in the top right-hand corner of their paper voting form. Should shareholders no longer possess their username and/or password, they can make contact by telephone at 0800 00 41 20, a number made especially available for them.

After logging in, registered shareholders must follow the instructions provided on the screen for accessing the VOTACCESS website and then vote and either designate or revoke a proxy.

For bearer shareholders:

It is bearer shareholders’ responsibility to inquire as to whether their account-holding institution is connected to the VOTACCESS site or not, and, if so, whether this access is subject to any special conditions of use.

If a shareholder’s account-holding institution is connected to the VOTACCESS website, the shareholder must identify himself on the internet portal of his account-holding institution using his usual access codes. He must then click on the icon on the line corresponding to his shares and follow the instructions provided on the screen for accessing the VOTACCESS website and then vote or either designate or revoke a proxy.

If a shareholder’s account-holding institution is not connected to the VOTACCESS site, it is stated that, even so, notification of the appointment and dismissal of an agent may be carried out electronically in accordance with the provisions of Article R. 225-79 of the French Commercial Code, under the following conditions:

- The shareholder must send an e-mail to paris.bp2s.france.cts.mandats@bnpparibas.com. This e-mail must necessarily contain the following information: the name of the Company concerned, the date of the general meeting, the name, forename, address, and bank references of the principal together with the name, forename and, if possible, the address of the proxy,

- The shareholder must compulsorily request the authorized financial intermediary handling his securities account to send written confirmation to the “Service Assemblées Générales” at BNP Paribas Securities Services - Service Assemblées Générales - CTO Assemblées Générales - Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex.

Only notice of designation or revocation of proxies may be sent to the above e-mail address. Any other demand or notice concerning other subjects will not be taken into account and/or be processed.

To enable any designations or revocations of proxies sent by electronic mail to be validly taken into account, confirmations must be received at the latest by 3:00 pm CET on the day before the meeting.

The VOTACCESS website will be open as from April 1, 2019.

The possibility of voting by Internet prior to the general meeting will end on the day before the meeting, i.e. April 24, 2019, at 3:00 pm (CET).

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

C) Written questions

Every shareholder may address any written questions of his choice to the board of directors, who will provide an answer during the session.

Questions must be sent by registered letter with acknowledgment of receipt to the following address: Le Hive - 35 rue Joseph Monier - 92500 Rueil Malmaison.
They must be sent no later than the 4th working day preceding the date of the general meeting.

D) Shareholders’ communication rights

All documents and information provided for in Article R. 225-73-1 of the French Commercial Code may be consulted on the company's website: [www.schneider-electric.com](http://www.schneider-electric.com) as from the 21st day preceding the meeting, i.e. April 4, 2019.

The Board of Directors