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.
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.

Draft Resolutions

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.

<table>
<thead>
<tr>
<th>Net profit</th>
<th>4,457,993,619.34 €</th>
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<tr>
<td>Retained earnings</td>
<td>84,171,289.40 €</td>
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<tr>
<td>Distributable earnings</td>
<td>4,542,164,908.74 €</td>
</tr>
<tr>
<td><strong>Total amount of the distribution</strong></td>
<td>1,361,046,607.15 €</td>
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<tr>
<td>Amount of the retained earnings after withholding from the distribution</td>
<td>3,181,118,301.59 €</td>
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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:

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<tr>
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<th>2015</th>
<th>2016</th>
<th>2017</th>
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<td>2.00</td>
<td>2.04</td>
<td>2.20</td>
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**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.

**SIXTH RESOLUTION**  
(Approval of elements of the compensation paid, due or awarded in respect of the 2018 financial year to Mr. Emmanuel Babeau)  
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.

**SEVENTH RESOLUTION**  
(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)  
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.

**EIGHTH RESOLUTION**  
(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)  
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.

**NINTH RESOLUTION**  
(Renewal of a directorship: Mr. Greg Spierkel)  
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.
TENTH RESOLUTION
(Appointment of a director: Ms. Carolina Dybeck Happe)
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.

ELEVENTH RESOLUTION
(Appointment of a director: Ms. Xuezheng Ma)
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.

TWELFTH RESOLUTION
(Appointment of a director: Mr. Lip-Bu Tan)
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.

THIRTEENTH RESOLUTION
(Determination of the amount of directors’ fees to be allocated to the board of directors)
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.

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.
Shr[e 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 the 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.

Extraordinary 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, 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.

SIXTEENTH RESOLUTION
(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)
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.

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.

NINTEENTH 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 or any country or in currencies or units 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 related 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.

TWENTY-FIRST RESOLUTION
(Authorization to the board of directors to make grants of free shares (on the basis of existing shares or shares to be issued) to 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)
The Shareholders’ Meeting, acting on the basis of the quorum and majority requirements 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 of 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;
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 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)

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 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 other 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 amount payable to the Company for all shares issued, or to be issued, and pursuant to this resolution shall be set by the board of directors on the basis of the trading price of the Company’s shares on Euronext Paris; the issue conditions shall be determined at the discretion of the board of directors on the basis of either (i) the first or last quoted trading price of the Company’s shares at the trading session on the date of the decision by the board of directors or the authorized representative thereof setting the issue conditions, or (ii) of an average of the quoted prices for the Company's shares during the 20 trading sessions preceding the date of the decision by the board of directors or the authorized representative thereof setting the issue conditions under and this resolution or setting the issue price under the twenty-second resolution of this Annual Shareholders’ Meeting; the board of directors may set the issue price by applying a maximum discount of 20% (or 30% if permitted by a change in law as part of the twenty-second resolution of this Annual Shareholders’ Meeting) of the trading price of the Company’s shares determined in accordance with either of the 2 methods set forth in clauses (i) and (ii) of this paragraph; the percentage of such discount applied to the trading price of the Company’s shares shall be determined by the board of directors taking into consideration, among other things, legal, tax, and regulatory provisions of foreign law applicable, as the case may be, to the persons benefiting from the issue;
• hereby 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.

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 and requests for registering draft resolutions made by shareholders

Requests by shareholders for the inclusion of items or draft resolutions on the agenda, fulfilling the conditions set forth in Article R. 225-71 of the French Commercial Code, must be sent to the registered office by registered letter with acknowledgment of receipt at the following address: Le Hive - 35 rue Joseph Monier - 92500 Rueil Malmaison, within 20 (calendar) days of the publication of the present information and must be received by the company no later than the 25th (calendar) day preceding the general meeting, in accordance with Article R. 225-73 of the French Commercial Code. Applications must be accompanied by a certificate of registration in an account.

Examination of the resolution is subject to applicants supplying a new certificate justifying the registration of securities in the same accounts by midnight, CET, on the 2nd day preceding the meeting.

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 as from the 21st day preceding the meeting, i.e. April 4, 2019.

The Board of Directors