All forward-looking statements are Schneider Electric management’s present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. For a detailed description of these factors and uncertainties, please refer to the section “Risk Factors” in our Annual Registration Document (which is available on www.schneider-electric.com). Schneider Electric undertakes no obligation to publicly update or revise any of these forward-looking statements.

This presentation includes information pertaining to our markets and our competitive positions therein. Such information is based on market data and our actual revenues in those markets for the relevant periods. We obtained this market information from various third party sources (industry publications, surveys and forecasts) and our own internal estimates. We have not independently verified these third party sources and cannot guarantee their accuracy or completeness and our internal surveys and estimates have not been verified by independent experts or other independent sources.
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04  Simplified agenda

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74  Statutory Auditors’ Report
Simplified agenda

• **Within the jurisdiction of the Ordinary Shareholders’ Meeting**
  - Approval of corporate and consolidated accounts for the 2017 financial year
  - Allocation of income for the 2017 financial year and setting the dividend at €2.20 per share
  - Approval of regulatory agreements and commitments, notably concerning the status of corporate officers, and information on agreements and commitments taken over previous financial years
  - Approval of the compensation for the Chairman and CEO and the Deputy CEO (say on pay) allocated for 2017 and the principles and criteria governing allocation of compensation and benefits of all kinds to the Chairman and CEO and the Deputy CEO for 2018
  - Renewal of terms of office for two directors: Mr. Willy Kissling and Ms. Linda Knoll
  - Appointment of two new directors: Ms. Fleur Pellerin and Mr. Anders Runevad
  - Authorization granted to the board of directors for buying back shares

• **Within the jurisdiction of the Extraordinary Shareholders’ Meeting**
  - Delegation granted to the board of directors for deciding to increase the capital reserved for French and foreign employees in the Group
Powering and Digitizing the economy

Jean-Pascal Tricoire
Chairman & CEO
2017 in short
POWERED

x2 in electricity production
+8,000 GW in electricity production between 2012 and 2040 (BNEF, 2017)

2/3 of capacity to be renewable by 2040 (BNEF, 2017)

Power leads
Global investment in electricity overtakes Oil & Gas for the first time in 2016 (IEA 2017)

DIGITAL

10X more incremental connected devices than incremental connected people by 2020 (IHS, March 2016; UN population stats)

30bn connected things by 2020 (IHS, March 2016)
Key figures for 2017

5% of revenues devoted to R&D

€24.7 billion 2017 revenues

41% of revenues in new economies

142,000 Employees in over 100 countries

A well-balanced global presence

2017 Revenues breakdown

- 27% North America
- 27% Western Europe
- 28% Asia Pacific
- 18% Rest of the World
We lead two major transformations of the 4th industrial revolution: the energy transition and industry 4.0

Acceleration in our two leading activities in 2017

Energy Management

+4% organic growth in 2017, excluding selectivity on projects, and with Delixi

Industrial Automation

+6% organic growth in 2017
Our technologies catalyze the Digital Transformation for Energy Management and Industrial Automation

Thanks to a portfolio of integrated digital solutions designed to increase our customers’ efficiency

<table>
<thead>
<tr>
<th>Energy Management</th>
<th>Industrial Automation</th>
</tr>
</thead>
<tbody>
<tr>
<td><img src="image1.png" alt="Energy Management Products" /></td>
<td><img src="image2.png" alt="Industrial Automation Products" /></td>
</tr>
</tbody>
</table>
Energy Management
Complete end-to-end & integrated offering addressing customer needs across segments

Delivering higher reliability and efficiency combining Medium & Low Voltage, Secure Power

…and strongly driving cross-sales between different technologies

Medium voltage  Low voltage  Secure power

Healthcare
Hotel
Data Center
F&B
MMM
O&G
WWW
Utilities

Customer benefits: reduction in investments, and improvement in operational performance
Industrial Automation – Growth at the Core

Application expertise recognized by our OEM customers

Our EcoStruxure Machine offer is growing 4x faster than the market*

We lead at the Edge for real-time operations management

Example of customer success in the U.K.

Deployment of our EcoStruxure platform with a food manufacturer

• Connected electrical panel, real-time control of operations, operations analytics
• 20% reduction on Capex
• A significant reduction in energy
• Increased safety and compliance

Synergies w/ Energy Management driving customer value in Industry & Infrastructure end-markets

(*) Average weighted increase for Machines = 4.1% (source IHS)
In 2017, we have been recognized in multiple areas

**Sustainability**
- Dow Jones Sustainability Indexes
- CDP A List 2017 Climate
- carbonclear
- Integrated Thinking Award
- RE 100

**Human Resources**
- Top Companies
- Randstad Award
- Best Employers
- Gender Equality

**Innovation**
- Breakthrough Products
- German Design Award 2018
- Product of the Year
- Design Award 2017

**Supply Chain**
- Schneider Electric one of the top 25 supply chains in the world (Gartner Supply Chain Top 25)
- In the top 15 supply chains in Europe (Gartner Supply Chain Europe Top 15)
The present is digital

Artificial intelligence  Augmented reality  Internet of Things
We help our customers to carry out their digital transformation thanks to our EcoStruxure platform
We develop our offers and digital tools through both R&D and acquisitions.
In 2017 we reinforced our value proposition and our integrated software approach by combining our industrial software business with Aveva.

New entity:

- **~€750m**
  - 2017 fiscal year revenues
- **~4,400**
  - Employees
- **~€3.9 bn**
  - Market capitalization (19/04/18)
Aveva E3D: optimize design efficiency through 3D
IGE+XAO strengthens our capacity to support our partners and customers in their digital transformation.

**Project phase**

- Design
  - Engineering consultant
  - Panel builder
  - Integrator
  - Machine builder

**Build**

- Installer
  - Electrician

**Operation phase**

- Operator
  - Facility Manager
  - Operator
  - Maintenance technician

- Facilitate Manager
  - Site director

- A leader in CAM/CAD for electrical installations

- 80,000+ licenses throughout the world

- 25% of revenues invested in R&D

- 40,000+ customers in over 40 countries

- 30+ years of expertise
EcoStruxure makes collaborating easier in an expanding community
An increasingly important community

480,000 sites deployed
1.6 million connected things + 25%
45% of revenues related to IoT
20,000+ system integrators and developers
EcoStruxure provides every segment with unique expertise…
…Thanks to 15,000 Schneider Electric specialists in our customers’ businesses, in systems, software and services.

20 of the largest Oil and Gas companies
9 of the 10 largest Mining, Metals and Minerals companies
11 of the top brands in Food & Beverage
36k Water and Wastewater installations in 120 countries
1 million+ Buildings including 3 of the top 5 hotel chains and approx. 40% of the world’s hospitals
10 of the world’s top electric utilities
3 of the top 4 biggest hyper scale cloud providers
8 of the top 10 packaging machine builders

Use our technologies
We collaborate with our customers and partners across multiple innovation summits
Our future is electric…

IT the biggest energy demand by 2030?

Solar cheaper than oil by 2030?

EV to replace 50% of conventional cars by 2030?
The new world of energy is bringing production closer to consumption and manages the production / consumption interaction through digital means. Smart Grids, Positive energy buildings, Electric vehicles, High-performance data centers, Industry 4.0, and Micro grids are key components of this new world. Integration of renewable energy sources, Energy efficiency, and Distributed generation are crucial for connecting production to the plug.
Reliable and “green” electricity for critical buildings in order to face up to climate hazards (United States)

“Even if there is a power cut, lighting in five buildings will remain “on”: the old people’s home, the Toulson building, Parsons, the town-hall and the Harborside hotel”

Ben Blake, town mayor
The Bolloré logistics center on the cutting edge of technology: Energy management and carbon footprint reduction thanks to Schneider Electric
Market trends

- Emergency supplies + Load shedding
- Local electricity generation + More frequent changeovers from one supply source to another
- Green sources + Consumption limitations

More energy sources in parallel
More transfers between supply sources

Examples of applications:

**Industries**
- Electrical control systems

**Hospitals**
- Automatic transfer switches

The acquisition of ASCO reinforces our technology portfolio to meet all these new requirements.
Powering and Digitizing the economy
Significant customer benefits

Energy efficiency
- Up to 65% (Average 30%)

Productivity
- Up to -50% CapEx (integration)
- Up to -30% OpEx

Reliability and Safety
- Up to 50% Fewer incidents

Sustainability
- Aiming at 0 Carbon emissions

*From monitoring and analysis of data
Powering and Digitizing the economy
A strong impact on Climate

Our ambition is to prove: “More Schneider is a better climante”

3 years to help our customers avoid more than 100m tons of CO₂ through our EcoStruxure offers

E.g.: In 2017 our variable speed drives sales allow our customers to reach a saving of 10M tons CO₂

An innovative world-wide methodology to quantify CO₂ savings delivered to our customers
- Rigorous
- Transversal
- Forward-looking
- Detailed per technology
- Conservative assumptions

×1.5
Energy consumption will increase by 50 %

÷2
CO₂ emissions must be halved

↑3×
We must be 3 times more efficient

2018 targets
2019 targets
2020 targets
Q1 2018

Energy consumption will increase by 50 %
CO₂ emissions must be halved
We must be 3 times more efficient
<table>
<thead>
<tr>
<th><strong>CLIMATE</strong></th>
<th><strong>CIRCULAR ECONOMY</strong></th>
<th><strong>HEALTH &amp; EQUITY</strong></th>
<th><strong>ETHICS</strong></th>
<th><strong>DEVELOPMENT</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>80%</strong></td>
<td><strong>75%</strong></td>
<td><strong>1 medical incident per million hours’ worked</strong></td>
<td><strong>5pts /100</strong></td>
<td><strong>4 Turnover in our Access to Energy program</strong></td>
</tr>
<tr>
<td>renewable electricity</td>
<td>Of sales under our new Green Premium program</td>
<td>of our employees have access to a complete well-being at work program</td>
<td>Increase in the average ISO 26000 assessment for our strategic suppliers</td>
<td><strong>350,000</strong></td>
</tr>
<tr>
<td><strong>10%</strong></td>
<td></td>
<td><strong>100%</strong> of our employees work in countries with a fully deployed family leave policy</td>
<td></td>
<td>underprivileged persons trained in energy management</td>
</tr>
<tr>
<td>CO₂ efficiency in transportation</td>
<td>200 sites labelled towards 0 waste to landfill</td>
<td><strong>100%</strong> of our workers have received 12 hours’ training over the year with 30% on digital apprenticeship</td>
<td></td>
<td><strong>12,000</strong></td>
</tr>
<tr>
<td><strong>100 million metric tons</strong></td>
<td><strong>100%</strong> cardboard and pallets from recycled or certified sources</td>
<td><strong>70%</strong> score in our Employee Engagement Index</td>
<td></td>
<td>voluntary days with our global VolunteerIn platform</td>
</tr>
<tr>
<td>Of CO₂ avoided amongst our customers with our EcoStruxure offers</td>
<td><strong>100,000 metric tons</strong> Of primary resource consumption avoided with the EcoFit™ product recycling and take-back programs</td>
<td><strong>95%</strong> of our staff works in countries with a commitment and a process for attaining gender pay equity</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>25%</strong></td>
<td><strong>75%</strong></td>
<td><strong>90%</strong></td>
<td><strong>100%</strong></td>
<td></td>
</tr>
<tr>
<td>Increase in turnover for our Energy &amp; Sustainability Services entity</td>
<td>Of sales under our new Green Premium program</td>
<td>of our employees have access to a complete well-being at work program</td>
<td>Of sales, procurement and finance functions receive training every year on anti-corruption</td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>100%</strong></td>
<td><strong>100%</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>of sales under our new Green Premium program</td>
<td>of our employees have access to a complete well-being at work program</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>100%</strong></td>
<td><strong>100%</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Our commitments for 2025 – 2030 - 2050 towards sustainable and responsible growth, shared with our stakeholders

- Train 1 million underprivileged persons in energy management
- Facilitate access to lighting and communications for 50 million people
- Present a neutral carbon footprint in our industrial ecosystem including suppliers and customers
- Use 100 % renewable electricity in our energy mix
- Reduce our CO₂ emissions by over 50% in absolute value compared with 2015
Creating value for our shareholders
We deliver in 2017 a strong growth in revenues and margin

- **Revenues**: +3.2%
  - Organic growth
  - H1 2017: +2.7%
  - H2 2017: +3.7%
  - Q4 2017: +4.6%

- **Gross productivity**: €1.9 bn over 3 years
  - Indutrial productivity
  - Support Function Costs reduction

- **Adjusted EBITA margin**: +9%
  - Organic growth
  - Continuous improvement over 10 quarters

- **Net income**: +23%
Powering and Digitizing the economy

Jean-Pascal Tricoire
Chairman & CEO
Strong operational performance in 2017: record net income and EPS

Emmanuel Babeau, Deputy CEO in charge of finance and legal affairs
### Initial Target

**Organic growth**
- +1% to +3% excl. Medium voltage business

**Adjusted EBITA margin organic improvement**
- +20 to +50 basis points

**Cash conversion**
- ~100%
  - Through the cycle

**Return On Capital Employed**
- Between 11% and 15%
  - Through the cycle

**Planet & Society Barometer**
- 9/10

### Results for 2017

**Organic growth**
- +4.5% excluding Medium Voltage business, acceleration in Low Voltage and Industrial Automation
- +3.2% overall

**Adjusted EBITA margin organic improvement**
- +90 basic points, at 14.8%

**Cash conversion**
- +105% - cash generation continues to be solid

**Return On Capital Employed**
- 12%, thanks to growth and improvements in margins

**Planet & Society Barometer**
- 9.58/10 - 12 indicators out of 16 have reached or exceeded their target for 2015-2017
Revenues of €24.7 billion
Solid and well-balanced growth supported by all regions

Group:
Reported growth: +1.2%
Organic growth: +32%

Energy Management: €18.9 bn: c. +4 %

Industrial Automation: €5.8 bn: +6 %

- North America: 27% +2%
- Western Europe: 27% +2%
- Rest of the World: 18% +3%
- Asia Pacific: 28% +6%

1. excl. selectivity on projects and with Delixi
Increased profitability thanks to growth and good operational execution

High quality operational execution improves gross margin

- Excellent industrial productivity
- Fast application of price increases to cover raw material costs
- Good improvement in systems margins

A significant improvement in adjusted EBITA

+9% in organic

€3.65 Billion

€3.5 Billion 14.3 %

SFC/Sales ratio (%)

Control over support function costs (SFC)

- Simplified operations
- Investment in growth areas
- Lower SFC / sales ratio

Gross margin / sales ratio (%)

2016 restated 2017

38,3 38,4

+40 bps org.

2016 restated 2017

24,0 23,6

+40 bps

2016 restated 2017

23,6 24,0

+40 bps org.
Forte amélioration organique de la marge pour l’ensemble des activités

**Amélioration significative de la marge**

<table>
<thead>
<tr>
<th>Activité</th>
<th>Marge d'EBITA ajusté</th>
<th>Amélioration organique de la marge</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gestion de l'Energie</td>
<td>16,9</td>
<td>+100 bps</td>
</tr>
<tr>
<td>Automatismes Industriels</td>
<td>16,7</td>
<td>+90 bps</td>
</tr>
<tr>
<td>Groupe</td>
<td>14,3</td>
<td>+90 bps</td>
</tr>
</tbody>
</table>

**Bonne exécution des priorités opérationnelles**

- Développer l’activité en capitalisant sur le réseau de distributeurs et de partenaires.
- Poursuivre le déploiement des offres EcoStruxure : nouvelles offres connectées, services digitaux et analytiques.
- Continuer de développer des packages logiciels par segment.
- Poursuivre l’amélioration de la marge.
Strong margin organic improvement in every activity

Significant improvement in margin

<table>
<thead>
<tr>
<th>Activity</th>
<th>2016 restated</th>
<th>2017</th>
<th>Margin organic improvement</th>
<th>Adjusted EBITA margin</th>
</tr>
</thead>
<tbody>
<tr>
<td>Energy Management</td>
<td>16.9</td>
<td>17.3</td>
<td>+100 bps</td>
<td>17.3</td>
</tr>
<tr>
<td>Industrial Automation</td>
<td>16.7</td>
<td>17.6</td>
<td>+90 bps</td>
<td>17.6</td>
</tr>
<tr>
<td>Group</td>
<td>14.3</td>
<td>14.8</td>
<td>+90 bps</td>
<td>14.8</td>
</tr>
</tbody>
</table>

Good execution of operational priorities

- Develop business leveraging our distributor and partner network
- Continue EcoStruxure offering deployment: new connected offers, digital services and analytics
- Keep developing software packages by segment.
- Continue margin improvement
Strong increase in net income, record earnings per share

**Decrease in financing costs**
- Renewal of a part of our debt at more favorable rates

**Tax rate decrease**
- Tax synergies following the acquisition of Invensys
- Tax reform in the USA
- Favorable business mix

<table>
<thead>
<tr>
<th>Year</th>
<th>Net income (€ billion)</th>
<th>Adjusted for exceptional items (€ billion)</th>
<th>Earnings per share (€)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2016</td>
<td>€1.75</td>
<td>€2.1</td>
<td>€3.80</td>
</tr>
<tr>
<td>2017</td>
<td>+23%</td>
<td>+11%</td>
<td>+12%</td>
</tr>
<tr>
<td>2016 (restated)</td>
<td>€2.15</td>
<td>€2.4</td>
<td>€4.26</td>
</tr>
<tr>
<td>2017</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Strong cash generation and a solid balance sheet

Strong cash generation

- Free cash flow
- Cash conversion (net income into free cash flow)

$2.25 billion

105%

A reduction in net debt

- Net debt reduction
- A lower debt ratio (net debt on adjusted EBITDA)

2016 restated

2016

2017

4,824

4,296

1.1

<1.0

A solid balance sheet
Proposed dividend: €2.20 per share, increasing by +8% 

€2.20 per share submitted to shareholders’ vote, + 8% 

Progressive dividend policy, with no year-on-year decline

> 50% payout

Fully paid up in cash

May 2, 2018: ex-dividend date 
May 4, 2018: date of payment

Specific taxation: 
- 0.19€ considered as distributed income 
- 2.01€ as capital repayment 
⇒ More details in the notice of meeting

1. Submitted for approval by the shareholders at the AGM.
We continue to focus on shareholder returns

- **Dividend**: +8% Subject to the vote at the AGM
- **Share buy-backs**: ~€1 billion Between mid-2017 and mid 2019
- **Returns to shareholders**: 75% Of the free cash-flow over the last 3 years
We continue to optimize our portfolio

Portfolio optimization in 2017

Reinforcing our core

AVEVA's performance in Q1 2018

AVEVA transaction completed in Q1

Good topline growth momentum:

- Industrial Software sales up mid single digit\(^1\)
- For legacy AVEVA: sales are up double-digit on a currency neutral basis

Disposal of non-core assets

---

1. Following the combination of the Group’s Industrial software business with AVEVA on March 1, performance of Industrial Software business has been published as organic growth for January and February, and as a scope effect from March 1.
Good perspectives for 2018
Very good start 2018: Revenues of €5.8 billion in Q1

Group:
Reported growth: -0.7 %
Organic growth: +6.2 %

Organic growth Q1 2018

Energy management: approx. +6 %

Industrial Automation: +9 %

North America +5 %

Western Europe +5 %

Asia Pacific +14 %

Rest of the World +5 %

0 %, +2 %
Excl. Working day effects

1. with Delixi
We are reaffirming our 2018 targets in Q1

Strong organic growth in adjusted EBITA, around the high-end of the +4 to +7 % bracket,

To deliver this strong performance the Group will maximize its organic top line growth and will make the necessary investments to capture growth in developing digital markets.

Therefore, for 2018, the Group will target:

• An organic top line growth to the higher half of the +3% to +5% range; and
• An organic adjusted EBITA margin expansion **towards the upper end of the +20bps to +50bps range**.
A strong commitment for our shareholders
Attractive stock-market performance
Total Shareholder Return (TSR) of +144 % over 10 years

Schneider Electric
+144 % over 10 years
+58 % over 10 years

CAC40
+12.2 % over 1 year
+11.2 % over 1 year

Factset data
TSR over 10 years: from 18 April 2008 to 19 April 2018
TSR over 1 year: from 19 April 2017 to 19 April 2018
Dialogue with our shareholders is at the heart of our preoccupations

Discover the Group via multiple and renewed interactions

**Visits** to industrial, R&D and tertiary sites: connected house in headquarters, Mastertech, Le Vaudreuil, Wuhan and Espagnac plants, distribution centers

**Conferences** on line: dividend policy, business in China, digital strategy, etc.

Next visit in June, to our international distribution center in Normandy

Dedicated information

An **educational** Internet site including **presentations** of every investor event, regular **information** by e-mail

Listening to you

actionnaires@schneider-electric.com

N°Vert 0800 20 55 14

The Shareholders’ Advisory Committee is at your service

schneider-electric.com/finance/fr
Governance

Léo Apotheker – Vice-chairman of the board of directors, independent lead director
The board of directors on December 31, 2017

13 directors

• 82% independent directors*
• 54% directors of non-French nationality of origin

* In the sense of the Afep Medef Code
Report of the Vice-chairman &
Independent lead director

Léo Apotheker
 Schneider Electric applies the best practices in corporate governance…

The way governance is organized guarantees independent control of general management by the board and vice-chairman:

<table>
<thead>
<tr>
<th>INDEPENDENCE AND ASSIDUITY</th>
<th>5 COMMITTEES</th>
</tr>
</thead>
<tbody>
<tr>
<td>✓ 82% independent directors</td>
<td>✓ 4 study committees who report on their works to the board</td>
</tr>
<tr>
<td>✓ Average rate of directors’ attendance at board meetings: 90%</td>
<td>✓ All the directors participate in at least one committee</td>
</tr>
<tr>
<td>✓ 8 meetings in 2017, including a 4-day session devoted to strategy in continental China and Hong Kong, and 3 executive sessions</td>
<td>✓ A new digital committee has also been created</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>COMBINATION CHAIRMAN-CEO</th>
<th>LIMITATIONS TO THE CHAIRMAN &amp; CEO’S POWER</th>
</tr>
</thead>
<tbody>
<tr>
<td>✓ Combination of the roles of Chairman and CEO is reversible and subject to annual review by the Board</td>
<td>✓ Any acquisition or sale of over €250 million must be approved by the board</td>
</tr>
<tr>
<td>✓ A Vice-chairman (independent lead director) guarantees correct balance of powers</td>
<td></td>
</tr>
</tbody>
</table>
… which are recognized by external consultancy in the context of the board’s highly positive self-assessment

The self-assessment has revealed a highly positive and unanimous assessment of both the composition of the board of directors and its committees, their organization and the way they operate.

The external expert concluded in the following terms:

“Schneider Electric's board of directors is efficient and possesses a well-balanced system of governance. Its make-up is diversified, its committees are productive and committed, whilst its management is open and transparent. It has a top ranking when compared with good practices in other boards of directors.”

The board promptly implemented the improvements proposed:

• Transformation of the strategy committee into an investment committee so that it can devote itself to merger & acquisition operations.
• Formalization of a complete integration program for new board members
• Systematically holding an executive session at the end of every board meeting with the succession plan put on the agenda twice a year.
The board of directors’ activities in 2017

Very close attention has been paid to advance notification and the quality of permanent information provided to members of the board

Main subjects handled by the board in 2017, as well as recurrent matters:

• Combination of Schneider Electric’s industrial software business with Aveva
• Asco acquisition
• Renewing membership of the board
• Creating a digital committee
• A formalized self-assessment of the board with assistance from external consultants
• In the context of risk-monitoring, targeted studies on the supply chain, compliance and quality
• The succession plan for corporate executives and members of the executive committee and their compensation
Four studies committees work on preparing the decisions taken by the board of directors: some examples of the subjects prepared in 2017

<table>
<thead>
<tr>
<th>AUDIT &amp; RISKS</th>
<th>GOVERNANCE &amp; REMUNERATIONS</th>
<th>HUMAN RESOURCES &amp; CSR</th>
<th>STRATEGY</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cécile Cabanis Chairperson</td>
<td>Léo Apotheker Chairman</td>
<td>Linda Knoll Chairperson</td>
<td>Xavier Fontanet Chairman</td>
</tr>
<tr>
<td>Examination of accounts and financial information</td>
<td>Membership of the board and its committees and integration of new members (directors’ independence)</td>
<td>Review of the remunerations policy for members of the Executive Committee</td>
<td>Preparation of the board’s strategy session</td>
</tr>
<tr>
<td>Risk management control in the context of a program drawn up on the basis of risk mapping</td>
<td>Compensation for corporate executive officers in the context of the first year of application of the Sapin 2 act</td>
<td>The policy of professional and wage equality between men and women</td>
<td>Definition of themes related to organic growth</td>
</tr>
<tr>
<td>Examination of the distribution policy</td>
<td>Succession plan for corporate executive officers</td>
<td>CSR performance including the new Planet &amp; Society barometer (Schneider Sustainability Impact)</td>
<td>A critical review of the Group’s external growth projects and their alignment on the strategic priorities defined by the board</td>
</tr>
</tbody>
</table>
Main subjects on the agenda for the shareholder’s annual general meeting

Léo Apotheker
Main subjects on the agenda of the Annual General Meeting

• Approval of accounts and setting the dividend: **2.20 euros** per share
• Approval of regulated agreements on the **status of corporate executive officers**
• Approval of the prior regulated agreement on **remuneration for the Vice-chairman and independent lead director**
• “**Say on Pay**”: remuneration of corporate executive officers
  – 2017: approval of the amounts and volumes allocated in compliance with the 2017 “policy” approved in April 2017
  – 2018: approval of the compensation policy
• **Renewal of the terms of office** of Mr. Willy Kissling and Ms. Linda Knoll
• **Appointment of Ms. Fleur Pellerin and Mr. Anders Runevad** as new members of the board
• **Renewal of financial authorizations**: share buy-backs and increases in capital reserved for employees
Proposal for paying a dividend of

2.20 euros

(+8% compared with 2017)
Regulated agreements

Renewal of the status of corporate executive officers

- **Forced departure compensation** (‘FDC’) ≤ 2x effective annual compensation in cash for the last 3 years, subject to performance conditions

- If the board, which has full powers to act **unilaterally**, invokes the executive’s non-compete commitment: non-compete compensation of **60%** of annual target remuneration within the ceiling of FDC

- Entitlement to retain **stock-options and performance shares** allocated and not yet acquired or exercised, prorated for all new plans to the number of potential rights in proportion to the executive’s presence over the acquisition period, unless otherwise decided by the board, which shall justify its decision

Continuation & termination of the regulated agreement for the specific duties of the Vice-Chairman and independent lead director

- **Reminder**: compensation of 250,000 euros per year

- Not renewed after 2017 AGM – Now included in attendance fees, in line with market practice and as approved at the 2017 AGM.
Compensation of corporate executive officers
The basic principles underlying the board’s decisions

PAY FOR PERFORMANCE: To reward individual and collective performance by aligning the levels of compensation with the Group’s results

PRINCIPLE 1
Prevalence of variable components: approx. 80% for CEO and 75% for Deputy-CEO (at target)

PRINCIPLE 2
Performance evaluated via economic and measurable criteria

PRINCIPLE 3
Financial and sustainability & transformational objectives fairly balanced and distributed between short term (STIP) and medium term (LTIP) components

ALIGNMENT WITH SHAREHOLDERS’ INTERESTS, via

PRINCIPLE 4
Overweight of shares as part of the overall compensation package

PRINCIPLE 5
Performance conditions aligned to shareholders’ expectations

COMPETITIVENESS: To motivate and retain executives in a competitive international market

PRINCIPLE 6
To set the Corporate Officers’ compensation package ‘on target’ in the median range of the Company’s updated peer group

PRINCIPLE 7
To reference the CAC40 3rd quartile and the Stoxx Europe 50 median
These principles guarantee that corporate executives’ compensation is aligned on shareholders’ returns

Analysis for the Chairman and CEO

CEO COMP. vs. SHAREHOLDER’S RETURN (Base 100)

Analysis for the Deputy CEO

DEPUTY CEO COMP. vs SHAREHOLDER’S RETURN (Base 100)

Note: compensation after reduction includes:
- The base part of compensation
- Short-term compensation received for the year of reference
- The value of allocation (IFRS) of long-term incentive (performance shares/stock options) attributed for the year of reference, multiplied by the achievement ratio, except for 2016 and 2017 presented ‘at target’
Objectives:

• To remunerate the performance of the corporate officers whose actions have been materialized by successful internationalization and diversification and the reinforcement of the Group’s long-term profit structure:
  o An increase in the adjusted EBITA margin rate of 170bps between 2013 and 2017
  o Annualized growth in net income of 3.3% over the same period
  o The merger of industrial software business with the AVEVA group finalized successfully

• To monitor the competitiveness of executives’ compensation in relation to companies with which Schneider compares itself and which constitute sources of recruitment and attrition for the Group.

Proposal: To increase base salary in the following proportions:

• For the CEO Jean-Pascal Tricoire: +5% (last increase in base salary: 2013)
• For the Deputy CEO Emmanuel Babeau: +12%

for recognizing and compensating the corporate officers for the successful transformation of the Group, reinforcement of its profit structure and, concerning E.Babeau, the successful merger of the industrial software business with Aveva.
Summary of proposed compensation for 2017 and 2018

<table>
<thead>
<tr>
<th>CEO, Jean-Pascal Tricoire</th>
<th>k€</th>
<th>Deputy CEO, Emmanuel Babeau</th>
<th>k€</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>COMPENSATION DUE</strong></td>
<td>2018*</td>
<td>2017**</td>
<td>2016**</td>
</tr>
<tr>
<td>Base salary</td>
<td>1,000</td>
<td>950</td>
<td>950</td>
</tr>
<tr>
<td>Annual incentive</td>
<td>1,300</td>
<td>1,882</td>
<td>1,598</td>
</tr>
<tr>
<td>S/Total cash</td>
<td>2,300</td>
<td>2,832</td>
<td>2,548</td>
</tr>
<tr>
<td>Performance shares (granted)</td>
<td>3,281</td>
<td>3,219</td>
<td>2,576</td>
</tr>
<tr>
<td>S/Total cash &amp; shares</td>
<td>5,581</td>
<td>6,051</td>
<td>5,124</td>
</tr>
<tr>
<td>Pension (annual allowance)</td>
<td>441</td>
<td>543</td>
<td>488</td>
</tr>
<tr>
<td>Other benefits</td>
<td>13</td>
<td>13</td>
<td>13</td>
</tr>
<tr>
<td>Total</td>
<td>6,035</td>
<td>6,607</td>
<td>5,625</td>
</tr>
</tbody>
</table>

*At target **Multi-annual variable (performance shares) ***Subject to performance conditions

1. The achievement ratio recorded for 2016 was 129.4% (base 100)
2. The achievement ratio recorded for 2017 was 152.4% (base 100)
3. 60,000 shares allocated subject to performance conditions, valued as per IFRS
4. 26,000 share allocated subject to performance conditions, valued as per IFRS
A new candidate for appointment to the board
Ms. Fleur Pellerin

- 44 years old, of French nationality
- A former magistrate at the Court of Auditors
- A former government minister (2012 to 2016)
- Since September 2016: partner-director in Korelya Capital investment fund with a €200 million funding for investing in technological start-ups in France and Europe

Ms. Fleur Pellerin will provide the board with:
- Her economic and financial knowledge applied to technologies
- Her business experience and her knowledge of French and Asian economic environments.

She will join 3 committees:
- Audit and Risk
- Human resources and CSR
- Digital
A new candidate for appointment to the board
Mr. Anders Runevad

- 58 years old, of Swedish nationality
- Chief Executive Officer of Vestas Wind Systems A/S since September 2013
- He previously held various positions in the Ericsson Group in Sweden, Singapore, the United States, Brazil and the United Kingdom

Mr. Anders Runevad will provide the board with:
- His experience in companies’ growth and turnaround strategies
- Deep knowledge of the new energy landscape, Schneider Electric’s business and its competitive environment in all parts of the world.

He will join 1 committee:
- Investment (ex Strategy)
A strong board of directors, close to the environment and Group strategy

After this AGM, if the terms of office of L.Knoll and W.Kissling are renewed and the 2 candidates are elected, the Board will be rejuvenated and strongly equipped to address the Group’s strategic challenges.

57.5 years old on average

13 directors incl. 2 employees

Feminization: 42%
5 directors out of 12** are women

Independence: 82%
9 directors out of 11* are independent

Solid complementary proficiencies

• 8 having accounting / financial skills
• 7 having industrial expertise
• 5 having digital expertise
• 5 having deep knowledge of NAM market
• 4 having deep knowledge of Asian market

Excl., the CEO

* In the sense of the AFEP-MEDEF Code
** Excluding the director representing employees

Board members spread across all geographies
Pursuit of the share buy-back program at a maximum price of 90 euros per share.

Renewal of authorizations for renewing increases in capital reserved for employees (WESOP) in France and elsewhere.
Report by the Statutory Auditors’ College to the Combined General Meeting of Shareholders

Loïc Wallaert, Partner – Mazars
Statutory Auditors’ reports

Ordinary Shareholders’ Meeting
1. Report on annual accounts
2. Rapport on consolidated accounts
3. Special report on regulated agreements and commitments

Extraordinary Shareholders’ Meeting
4. 2 special reports on transactions involving capital
Reports on annual accounts (Resolution 1)

And on consolidated accounts (Resolution 2)

Report on annual accounts

- Page 310 of the reference document
- We certify that the annual accounts are, in the light of French accounting rules and principles, fair and accurate and give a true and fair view of the results of the operations of the past financial year and the financial position and assets of the company at the end of the year.

Report on consolidated accounts

- Page 291 of the reference document
- We certify that the consolidated financial statements are, in accordance with IFRS as adopted in the European Union, regular and fair and give a true and fair view of the results of the operations of the past financial year as well as the financial situation and the assets, at the end of the present year, of the group consisting of the persons and entities included in the consolidation.
The regulatory agreements and commitments submitted to the shareholders’ approval cover commitments taken in respect of Jean-Pascal Tricoire and Emmanuel Babeau:

- Providence, supplementary cover and insurance benefits
- Forced departure compensation
- Non-compete commitment
- Subscription or purchase option plans for normal, restricted or performance shares
- Entitlement to the payment of a pension revertible to a surviving spouse

The other agreements and commitments already approved by shareholders at the annual general meeting and which continued to be valid during the year are also presented in our report.
As the final terms and conditions under which the issue would be carried out are not set as yet, we do not express any opinion on them and, consequently, on the proposal to cancel the preferential subscription right that has been made to you.

Page 369 Resolution 16

Proposed delegation to the Board of Directors, for a period of twenty-six months from June 30, 2018, of the power to decide on the issue of ordinary shares or securities giving access to company capital with cancellation of preferential subscription rights and reserved for members of a company savings plan and French or foreign companies related to the company.

Page 370 Resolution 17

Proposed delegation to the Board of Directors, for a period of eighteen months as from the date of the present meeting, of the power to fix the terms of an issue of ordinary shares or securities giving access to company capital with cancellation of preferential subscription rights and reserved for a specific category of beneficiaries.

Special reports on transactions concerning capital (Resolutions 16 and 17)
Thank you for your participation

Schneider Electric’s next annual general meeting will be held on April 24, 2019 at Palais des Congrès, Paris