

# SCHNEIDER ELECTRIC

## Combined General Meeting 21/04/2015

### Resolutions voting results

Nombre d'actions composant le capital : 585 048 182

Nombre d'actions ayant le droit de participer au vote : 572 380 281

Ordinary	Number	Shares	Voting rights
Shareholders attending to the combined general meeting	383	14 745 225	27 876 290
Proxy to the Chairman	5 278	3 692 947	5 072 470
Proxy to another shareholder	4	952	952
Vote by post	3 187	347 514 233	369 651 126
<b>Total</b>	<b>8 852</b>	<b>365 953 357</b>	<b>402 600 838</b>

Quorum 63,93%

Extraordinary	Number	Shares	Voting rights
Shareholders attending to the combined general meeting	384	14 845 537	27 976 602
Proxy to the Chairman	5 276	3 694 248	5 071 411
Proxy to another shareholder	4	952	952
Vote by post	3 145	347 510 883	369 646 278
<b>Total</b>	<b>8 809</b>	<b>366 051 620</b>	<b>402 695 243</b>

Quorum 63,95%

Resolutions	Type	Wording	Total vote FOR	Total FOR (in %)	total vote AGAINST	Total AGAINST (in %)	Total vote ABSTENTION	Total ABSTENTION (in %)
Résolution	1	ord.	399 028 665	99,83%	698 672	0,17%	2 873 501	-
Résolution	2	ord.	398 408 895	99,69%	1 231 740	0,30%	2 960 203	-
Résolution	3	ord.	398 974 030	99,76%	922 779	0,23%	2 704 029	-
Résolution	4	ord.	392 315 013	98,70%	5 158 602	1,30%	5 127 223	-
Résolution	5	ord.	385 171 929	96,66%	13 320 109	3,34%	3 830 274	-
Résolution	6	ord.	271 476 081	67,75%	129 202 907	32,25%	1 845 254	-
Résolution	7	ord.	274 005 874	71,38%	109 854 312	28,62%	18 740 652	-

Résolution	8	ord.	Opinion on elements of the compensation due or awarded in respect of the 2014 financial year to Mr. Emmanuel BABEAU	287 989 859	72,42%	109 664 633	27,58%	4 946 346	-
Résolution	9	ord.	Appointment of a director, Mr. Gregory Spierkel	396 172 694	99,04%	3 843 969	0,96%	2 584 175	-
Résolution	10	ord.	Renewal of a directorship: Mrs. Betsy Atkins	390 896 114	97,95%	8 164 739	2,05%	3 539 985	-
Résolution	11	ord.	Renewal of a directorship: Mr. Jeong Kim	390 745 473	98,33%	6 650 980	1,67%	5 204 385	-
Résolution	12	ord.	Renewal of a directorship: Mr. Gérard de La Martinière	341 532 634	86,97%	51 153 521	13,03%	9 914 683	-
Résolution	13	ord.	Authority granted to the board of directors to buy back Company shares – maximum purchase price per share EUR90	395 964 032	99,59%	1 621 483	0,41%	5 015 323	-
Résolution	14	extr.	Authorization to the board of directors to increase the nominal share capital by up to EUR800 million, i.e., approximately 34% of capital at December 31, 2014, by issuing ordinary shares or securities convertible into shares of the Company of any of its subsidiaries with shareholders' preemptive rights maintained	375 845 904	94,74%	20 884 328	5,26%	5 965 011	-
Résolution	15	extr.	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)	398 366 028	99,49%	2 013 480	0,51%	2 315 735	-
Résolution	16	extr.	Authorization to the board of directors to increase the share capital within the limit of EUR230 million in nominal i.e., 9,8% of capital at December 31, 2014, by issuing ordinary shares or any securities convertible into shares of the Company or one of its subsidiaries with cancellation of shareholders' preemptive subscription rights through a public offering. This authorization may be used to pay for contributions of securities in connection with a public exchange offer initiated by the Company.	383 480 951	95,62%	17 567 746	4,38%	1 646 546	-
Résolution	17	extr.	Authorization to the board of directors to increase the amount of an initial issue, as approved pursuant to the Fourteenth or Sixteenth Resolutions, with or without shareholders' preferential subscription rights	368 682 841	92,08%	31 714 975	7,92%	2 297 427	-

Résolution	18	extr.	Authorization to the board of directors to increase the share capital within a limit of 9.8% of the share capital for the purpose of paying for contributions in kind)	380 091 214	94,92%	20 329 691	5,08%	2 274 338	-
Résolution	19	extr.	Authorization to the board of directors to undertake, through an offering as set forth in Section II of article L.411-2 of the French Monetary and Financial Code, with cancellation of shareholders' preferential subscription rights, a capital increase up to a nominal amount of EUR115 million (i.e., 4.9% of capital) by issuing ordinary shares or any and all securities convertible into shares of the Company or any of its subsidiaries, the issue price of which shall be decided by the board of directors in accordance with terms and conditions determined by the Shareholders' Meeting	375 675 717	93,80%	24 819 743	6,20%	2 199 763	-
Résolution	20	extr.	Authorization to the board of directors to undertake capital increases reserved to participants in a Company Investment Plan up to a limit of 2% of the share capital, without shareholders' preferential subscription rights)	387 959 916	96,88%	12 475 646	3,12%	2 259 681	-
Résolution	21	extr.	Authorization to the board of directors to undertake capital increases reserved to a class of beneficiaries or recipients: in favor of employees of foreign companies of the Group, either directly, or via entities acting on behalf thereof to offer to employees of foreign companies of the Group benefits comparable to those offered to participants in the Company Investment Plan up to a limit of 1% of the share capital, without the shareholders' preferential subscription rights	387 649 782	96,81%	12 782 813	3,19%	2 262 648	-
Résolution	22	extr.	Authorization to the board of directors to cancel shares of the Company bought back on the terms and conditions approved at the Shareholders' Meeting, if any, up to a maximum of 10% of the share capital	399 417 509	99,77%	939 128	0,23%	2 338 606	-
Résolution	23	extr.	Amendment to article 13 of the Company's by-laws	395 434 160	98,84%	4 639 794	1,16%	2 621 289	-
Résolution	24	ord.	Powers for formalities	400 091 072	99,99%	19 025	0,01%	2 485 893	-

For the resolution 5 : exclusion of Mr Jean-Pascal Tricoire

For the resolution 6 : exclusion of Mr Emmanuel Babeau