

## NOTICE OF MEETINGS

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### SHAREHOLDERS AND UNITHOLDERS MEETINGS

#### SCHNEIDER ELECTRIC SE

A European Company with a board of directors and capital of 2,328,274,220 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 23, 2020 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 2019 financial year;
- Approval of corporate financial statements for the 2019 financial year;
- Approval of consolidated financial statements for the 2019 financial year;
- Appropriation of profit for the financial year and setting the dividend;
- Information regarding regulated agreements executed during previous financial years;
- Approval of a new regulated agreement in relation to the terms and conditions of the departure of the Deputy CEO Mr. Emmanuel Babeau;
- Approval of the compensation report in relation to the last financial year;
- Approval of the components of the total compensation and benefits of all types paid during the 2019 financial year or awarded for the said financial year to Mr. Jean-Pascal Tricoire;
- Approval of the components of the total compensation and benefits of all types paid during the 2019 financial year or awarded for the said financial year to Mr. Emmanuel Babeau;
- Approval of the Chairman and Chief Executive Officer's compensation policy;
- Approval of (i) the compensation policy specifically applicable to Mr. Emmanuel Babeau, Deputy Chief Executive Officer, in pursuance of his departure and (ii) the components of the compensation and benefits of all types paid to him during the 2020 financial year or awarded to him in respect of the said financial year;
- Approval of the board members' compensation policy;
- Renewal of directorships: Mr. Léo Apotheker, Ms. Cécile Cabanis, Mr. Fred Kindle, Mr. Willy Kissling;
- Appointment of a director: Ms. Jill Lee;
- Authorization granted to the board of directors to buy back Company shares – maximum purchase price per share EUR150;

**Within the material jurisdiction of the extraordinary general assembly:**

- Amendment of the Article 11.4 of the Articles of Association to make it consistent with the amended laws and provide for the appointment of the second director representing employees by the European Works Council;
- Amendment of Articles 13 and 16 of the Articles of Association to reflect the amended laws and correct a material error;
- 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 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;
- Powers for formalities.

## Draft Resolutions

### Ordinary Meeting

#### FIRST RESOLUTION

##### (Approval of corporate financial statements for the 2019 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 2019 financial year as presented, as well as the transactions reflected in these statements or summarized in such reports showing a net profit of EUR57,108,197.35.

#### SECOND RESOLUTION

##### (Approval of consolidated financial statements for the 2019 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 2019 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, upon proposal of the board of directors:

- (i) after taking into account that the retained earnings amount to EUR3,246,040,431.39 and the total distributable earnings to EUR3,303,148,628.74;
- (ii) decides on the distribution to the 582,068,555 shares with a par value of EUR4 comprising the share capital on December 31, 2019, and dividend rights on January 1, 2020, at EUR2.55 per share, and as a result sets at EUR1,484,274,815.25 the amount to withhold on distributable earnings to carry out this distribution.

<b>Net profit</b>	<b>EUR57,108,197.35</b>
Retained earnings	EUR3,246,040,431.39
Distributable earnings	EUR3,303,148,628.74
<b>Total amount of the distribution</b>	<b>EUR1,484,274,815.25</b>
Amount of the retained earnings after withholding from the distribution	EUR1,818,873,813.49

With regard to taxation, it is specified that this distribution of EUR2.55 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 2021, 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 2021 for income earned in 2020.

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

	2016	2017	2018
Net dividend paid per share in EUR	2.04	2.20	2.35

#### FOURTH RESOLUTION

##### (Information regarding regulated agreements executed 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 executed during previous financial years and approved by the Annual Shareholders' Meeting.

## **FIFTH RESOLUTION**

### **(Approval of a new regulated agreement in relation to the terms and conditions of the departure of the Deputy CEO Mr. Emmanuel Babeau)**

The Annual Shareholders' Meeting, acting in accordance with the quorum and majority requirements for Ordinary Meetings, having heard the board of directors' report and the statutory auditors' special report presented in accordance with the provisions of Article L. 225-40 of the French Commercial Code on the agreements referred to in Article L. 225-38 of the said Code, and subject to the condition precedent of the approval of the 10th resolution by the Annual Shareholders' Meeting, approves the agreement relating to the departure of the Deputy CEO Mr. Emmanuel Babeau presented in these reports.

## **SIXTH RESOLUTION**

### **(Approval of the compensation report in relation to the last financial year)**

The Annual Shareholders' Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, after perusal of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L.225-100 II of the said Code, the information mentioned in Article L. 225 -37-3 I of the French Commercial Code as presented therein.

## **SEVENTH RESOLUTION**

### **(Approval of the components of the total compensation and benefits of all types paid during the 2019 financial year or awarded in respect of the said financial year to Mr. Jean-Pascal Tricoire)**

The Annual Shareholders' Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, after perusal of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 225-100 III of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of all types paid during the 2019 financial year or awarded in respect of the 2019 financial year to the Chairman and CEO Mr. Jean-Pascal Tricoire as presented therein.

## **EIGHTH RESOLUTION**

### **(Approval of the components of the total compensation and benefits of all types paid during the 2019 financial year or awarded in respect of the said financial year to Mr. Emmanuel Babeau)**

The Annual Shareholders' Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, after perusal of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 225-100 III of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of all types paid during the 2019 financial year or awarded in respect of the 2019 financial year to the Deputy CEO Mr. Emmanuel Babeau as presented therein.

## **NINTH RESOLUTION**

### **(Approval of the Chairman and Chief Executive Officer's compensation policy)**

The Annual Shareholders' Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, after perusal of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code which describes the features of the corporate officers' compensation policy, approves, in pursuance of Article L. 225-37-2 II of the French Commercial Code, the compensation policy of the Chairman and Chief Executive Officer as presented therein.

## **TENTH RESOLUTION**

### **(Approval of (i) the compensation policy specifically applicable to Mr. Emmanuel Babeau, Deputy Chief Executive Officer, in pursuance of his departure and (ii) the components of the compensation and benefits of all types paid to him during the 2020 financial year or awarded to him in respect of the said financial year)**

The Annual Shareholders' Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, after perusal of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, subject to the condition precedent of the approval by the Annual Shareholders' Meeting of the fifth resolution:

- (i) in pursuance of Article L. 225-37-2 of the French Commercial Code, the compensation policy specifically applicable to Mr. Emmanuel Babeau, Deputy Chief Executive Officer, until April 30, 2020, as described in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code; and
- (ii) in pursuance of Article L. 225-100 of the French Commercial Code and considering that Mr. Emmanuel Babeau will step down from his functions as Deputy Chief Executive Officer after this Annual Shareholders' Meeting, the fixed, variable and exceptional components of the total compensation and benefits of all types paid during the 2020 financial year or awarded in respect of the 2020 financial year

to Mr. Emmanuel Babeau, Deputy Chief Executive Officer until April 30, 2020 as described in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code.

#### **ELEVENTH RESOLUTION**

##### **(Approval of the board members' compensation policy)**

The Annual Shareholders' Meeting, acting in accordance with the quorum and majority requirements for ordinary meetings, after perusal of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code which describes the features of the corporate officers' compensation policy, approves, in pursuance of Article L. 225-37-2 II of the French Commercial Code, the compensation policy of the members of the board of directors as presented therein.

#### **TWELFTH RESOLUTION**

##### **(Renewal of a directorship: Mr. Léo Apotheker)**

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. Léo Apotheker as a director for a three-year term, due to the statutory provisions relating to the age of the directors, 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**

##### **(Renewal of a directorship: Ms. Cécile Cabanis)**

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 Ms. Cécile Cabanis as a director for a four-year term expiring at the close of the Annual Shareholders' Meeting to be held in 2024 to approve the financial statements for the financial year ending December 31, 2023.

#### **FOURTEENTH RESOLUTION**

##### **(Renewal of a directorship: Mr. Fred Kindle)**

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. Fred Kindle as a director for a four-year term expiring at the close of the Annual Shareholders' Meeting to be held in 2024 to approve the financial statements for the financial year ending December 31, 2023.

#### **FIFTEENTH RESOLUTION**

##### **(Renewal of a directorship: Mr. Willy Kissling)**

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. Willy Kissling as a director for a two-year term expiring at the close of the Annual Shareholders' Meeting to be held in 2022 to approve the financial statements for the financial year ending December 31, 2021.

#### **SIXTEENTH RESOLUTION**

##### **(Appointment of a director: Ms. Jill Lee)**

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. Jill Lee as a director for a four-year term expiring at the close of the Annual Shareholders' Meeting to be held in 2024 to approve the financial statements for the financial year ending December 31, 2023.

#### **SEVENTEENTH RESOLUTION**

##### **(Authorization granted to the board of directors to buy back Company shares – maximum purchase price per share EUR150)**

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 share allocations plans 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, 58,206,855 shares on the basis of the share capital as of December 31, 2019).

The maximum share purchase price is set at EUR150 per share without exceeding the maximum price set by applicable laws and regulations.

As a result of the aforesaid limits, the maximum aggregate amount of share buy-backs shall not exceed EUR8,731,028,250.

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

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

Shares acquired may also be canceled, subject to compliance with the provisions of Articles L.225-204 and L.225-205 of the French Commercial Code and in accordance with the twenty-fourth resolution adopted by the Annual Shareholders' Meeting of April 25, 2019.

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 award of shares, in the event of a division of the par value of the shares (stock split) or amalgamation of shares (reverse split), and, more generally, in the event of a transaction involving shareholders' equity, to account for the impact of the consequences of such transactions on the value of the shares, such price then to be adjusted by a multiplier coefficient equal to the ratio between the number of shares constituting the share capital prior to the transaction and such number following such transaction.

Any and all authority is hereby granted to the board of directors with power to grant delegations of authority to implement and carry out this resolution.

This authority shall be valid for a maximum of 18 months from the date of this Annual Shareholders' Meeting.

### **Extraordinary Meeting**

#### **EIGHTEENTH RESOLUTION**

##### **(Amendment of Article 11.4 of the Articles of Association to make it consistent with the amended laws and provide for the appointment of the second director representing employees by the European Works Council)**

The Annual Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after the Group Council's positive opinion and having heard the board of directors' report, decides to amend Article 11.4 of the Articles of Association to make it consistent with the amended laws and provide for the appointment of the second director representing employees by the European Works Council as follows:

- in the second paragraph, the number "twelve" is replaced by the number "eight", twice;
- in the third paragraph, the second sentence is replaced by the following sentence: "When two Directors representing employees are to be appointed, the second is designated, pursuant to Article L.225-27-1, III, 4° of the French Commercial Code, by the European Works Council (employees representative body set up in application of Article L.2352-16 of the French Labor Code).";
- the eighth and last paragraph is replaced by the following one: "This Article shall cease to apply when, at the end of a financial year, the Company no longer meets the prerequisites for the appointment of Directors representing employees, being specified that the office of any Director representing employees will cease at the end of the Annual Shareholders' Meeting ruling upon the accounts of said financial year."

The other provisions of Article 11.4 of the Articles of Association remain unchanged.

#### **NINETEENTH RESOLUTION**

##### **(Amendment of Articles 13 and 16 of the Articles of Association to reflect the amended laws and correct a material error)**

The Annual Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having heard the board of directors' report, decides to amend Articles 13 and 16 of the Articles of Association to correct a material error and make them consistent with the amended laws as follows:

- in Article 13.4, the word "conditions" is replaced by the word "sureties";
- in Article 13.5, the reference to Article "L.225-42-1" is replaced by the reference to "L.225-42";

- in Article 16.1, the portion of the sentence “, as attendance fees” is deleted;
- in Article 16.2, the words “these attendance fees” are replaced by “this remuneration”.

The other provisions of Articles 13 and 16 of the Articles of Association remain unchanged.

A copy of the Articles of Association of Schneider Electric SE is attached to the minutes of this meeting.

## **TWENTIETH 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 adopted by the Annual Shareholders' Meeting of April 25, 2019, and (ii) this authorization may be used only from and after June 30, 2020;
- hereby resolves to set a maximum discount to be offered in connection with Company Savings Plan at 30% 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 deferred access to ordinary share capital, in total or partial substitution for the discount and/or, as the case may be, for the matching contribution, provided that the value of the benefit resulting from this grant on account for the discount or the matching contribution, shall not exceed the limits imposed by applicable law and regulations;
- hereby resolves that the characteristics of the other securities granting access to Company capital shall be decided and determined by the board of directors under the terms and conditions set by applicable law and regulations;
- hereby resolves to waive in favor of the participants in a Company Savings Plan the shareholders' preferential right to subscribe for the shares and securities granting access to capital to be issued under and pursuant to this resolution;
- acknowledges that this authorization entails an automatic waiver to preferential subscription rights to shares of which the securities issued on the basis of this resolution may carry the right to acquire;
- hereby resolves that this authorization cancels, effective June 30, 2020, the authorization given by the Annual Shareholders' Meeting of April 25, 2019, in its twenty-second resolution, for its amounts unused by the board of directors;
- the shareholders hereby take note that the board of directors has all authority, with the power to subdelegate authority, to undertake the transactions set forth in this resolution and to record and complete the capital increases resulting therefrom.

## **TWENTY-FIRST 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 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 and 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 twentieth 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 adopted by the Annual Shareholders' meeting of April 25, 2019, and (ii) this authorization may be used only from and after August 1, 2020;
- hereby resolves to waive the shareholders' preferential right to subscribe for shares or other securities granting access to the share capital pursuant to this resolution and to reserve the right to subscribe to one and/or another class of beneficiaries or recipients having the following characteristics: (i) employees and officers of companies of Schneider Electric Group affiliated with the Company under the terms and conditions set forth in Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code and the head office of which is located outside France; (ii) and/or OPCVM mutual investment funds or other entities, with or without legal personality, of employee shareholders invested in equity securities of the Company, the unit holders or shareholders of which consist of persons described in (i) of this paragraph; (iii) and/or any banking institution or affiliate or subsidiary of such institution acting at the Company's request for purposes of implementing and giving effect to a shareholder incentive or investment or savings plan for the benefit of the persons described in (i) of this paragraph, to the extent that subscription of the person authorized in accordance with this resolution would make it possible for employees of subsidiaries located outside France to benefit from and take advantage of forms of shareholder incentive or investment or savings plans equivalent in terms of economic benefit to those from which the other employees of the Group benefit;
- hereby takes note that this authorization shall constitute automatically and by law an express waiver by the shareholders, in favor of the holders of securities granting access to Company capital, of their preferential right to subscribe for ordinary shares of the Company which such securities carry the right to acquire;
- hereby resolves that the 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 this resolution or setting the issue price under the twentieth resolution of this Annual Shareholders' Meeting; the board of directors may set the issue price by applying a maximum discount of 30% of the trading price of the Company's shares determined in accordance with either of the two 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, 2020, the authority given by the Annual Shareholders' Meeting of April 25, 2019, in its twenty-third 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.

## Ordinary Meeting

### TWENTY-SECOND 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.

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#### 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 21, 2020, 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.

**Disclaimer:** Physical participation at the general meeting may change according to health and/or legal imperatives. You are invited to regularly consult the section dedicated to the 2020 General Meeting on the company's website [www.se.com](http://www.se.com).

#### 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 17, 2020 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>.

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 three days at the latest before the date on which the annual general meeting is to be held, i.e. April 20, 2020, at 3:00 pm CET at the latest.

Designations or revocations of proxies expressed on paper must be received three calendar days before the date of the assembly at the latest, i.e. by April 20, 2020.

### **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](mailto: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 3, 2020.

The possibility of voting by Internet prior to the general meeting will end on the day before the meeting, i.e. April 22, 2020, 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.

For Information – On the day of the AGM, registration is open for the participants from 2:00pm until 3:30pm CET.

#### **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 either by registered letter with acknowledgment of receipt at the following address: Le Hive - 35 rue Joseph

Monier - 92500 Rueil Malmaison, or by electronic mail at the following address: [schneiderAGM@se.com](mailto:schneiderAGM@se.com), within 20 (calendar) days of the publication of the present information and must be received by the company no later than the 25<sup>th</sup> (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 2<sup>nd</sup> 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 either by registered letter with acknowledgment of receipt to the following address: Le Hive - 35 rue Joseph Monier - 92500 Rueil Malmaison, or by electronic mail at the following address: [schneiderAFM@se.com](mailto:schneiderAFM@se.com). They must be sent no later than the 4<sup>th</sup> working day preceding the date of the general meeting accompanied by a certificate of registration in an account.

#### **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.se.com](http://www.se.com) from the 21<sup>st</sup> day preceding the meeting, i.e. April 2, 2020.

The Board of Directors