

## SCHNEIDER ELECTRIC PUBLISHES OFFER DOCUMENT FOR VOLUNTARY PUBLIC TENDER OFFER FOR RIB SOFTWARE – ACCEPTANCE PERIOD STARTS TODAY

- Offer document published following BaFin approval
- Acceptance period runs from 20 March 2020 to 22 April 2020
- Cash offer of €29.00 per RIB Software share, representing a 40.6% premium on the last closing price at announcement and a 37.6% premium on the last three months volume-weighted average price at announcement
- Transaction subject to regulatory approvals and a minimum acceptance threshold of 50% plus 1 share

**Rueil-Malmaison (France), March 20, 2020** – Schneider Electric, the global leader in digital transformation of energy management and automation, today published the offer document for its voluntary public tender offer for all outstanding shares (ISIN: DE000A0Z2XN6) of RIB Software SE (“RIB”) following approval by the German Federal Financial Supervisory Authority (“BaFin”).

Starting today, RIB shareholders can accept the offer and tender their shares at a price of €29.00 per share, which represents a premium of 40.6 percent to the closing price of €20.62 per share on 12 February 2020, and a 37.6% premium on the last three months volume-weighted average price (€21.08 per share) at announcement. To tender their shares, shareholders must issue a written declaration to their respective custodian bank.

“Our offer of €29.00 comes at a significant premium and offers immediate, certain and full value to shareholders of RIB Software. Given the current macro-economic and market environment, our offer has become even more attractive”, said Jean-Pascal Tricoire, Chairman and CEO of Schneider Electric. “We are excited to build a leader in digital and sustainable smart buildings solutions together with the RIB management, who fully supports the transaction.”

The acceptance period will end at midnight (CET) on 22 April 2020. Shareholders should inquire with their custodian banks for any relevant deadlines set by custodian banks which may require actions prior to this date. The public takeover offer is subject to a minimum acceptance rate of 50% plus 1 share of the entire issued share capital (i.e. including treasury shares) and obtaining of regulatory approvals by antitrust authorities and the Committee on Foreign Investment in the United States. Subject to the fulfilment of the offer conditions, closing of the transaction is expected toward the end of Q2 2020.

Subject to their review of the offer document, the Managing Directors and the Administrative Board of RIB intend to recommend RIB shareholders to accept the offer.

Following the successful completion of the takeover offer, Schneider Electric has no intention to enter into a domination agreement and/or profit and loss transfer agreement.

At the time of the publication of the offer document, Schneider Electric has secured 15.79% of the share capital (including 6.65% treasury shares) in RIB through irrevocable undertakings. At the request of Schneider Electric, the RIB management team will retain 9.13% of the share capital in RIB and not tender this stake into the takeover offer, to align their commitment and ensure continuity.

With the transaction, announced on 13 February 2020, Schneider Electric and RIB aim to build a global leader in digital and sustainable smart building solutions combining the strengths of both companies. The transaction

enhances Schneider Electric's capabilities in building life cycle digitization and will bring significant benefits to the company's customers. RIB will benefit from Schneider Electric's design and maintenance capabilities in the buildings industry as well as its strong global customer base, while Schneider Electric will cover the entire building lifecycle with RIB's innovative solutions in the construction phase.

The offer document is now available at [www.se-offer.com](http://www.se-offer.com). A copy of this document can also be obtained free of charge at Deutsche Bank Aktiengesellschaft, Post IPO Services, Taunusanlage 12, 60325 Frankfurt am Main, Germany (orders per telefax: +49 69 9103 8794 or via email: [dct.tender-offers@db.com](mailto:dct.tender-offers@db.com) indicating a valid mailing address or email address).

## About Schneider Electric

At Schneider, we believe **access to energy and digital** is a basic human right. We empower all to **make the most of their energy and resources**, ensuring **Life Is On** everywhere, for everyone, at every moment.

We provide energy and automation digital solutions for efficiency and sustainability. We combine world-leading energy technologies, real-time automation, software and services into integrated solutions for Homes, Buildings, Data Centers, Infrastructure and Industries.

We are committed to unleash the infinite possibilities of an open, global, innovative community that is passionate about our **Meaningful Purpose, Inclusive and Empowered** values.

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