

NOTICE OF MEETINGS

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**. In the current sanitary situation and in accordance with the provisions of Article 4 of Order No. 2020-321 of March 25, 2020, this general meeting will be held at the **company's headquarter, 35 rue Joseph Monier, 92500 Rueil-Malmaison, in closed session, without the physical attendance of shareholders and other persons entitled to attend.**

WARNING – COVID-19: In the current health context and given the ban of collective assembly on the date of publication of this notice, it has been decided, on an exceptional basis and in pursuance of the Order No. 2020-321 of March 25, 2020, to hold the meeting without the physical attendance of shareholders and other persons entitled to attend.

This general meeting in closed session will be held at the company's headquarter, 35 rue Joseph Monier, 92500 Rueil-Malmaison.

We invite you as from now to exercise your shareholder rights by post or electronic means, (i) voting by mail, appointing the Chairman of the meeting as proxy by mail or by Internet and (ii) asking your questions in writing, under the terms and conditions indicated in this notice of meeting.

It is recommended to use Internet to send vote instructions or proxy form to the Chairman considering the potential reduction of postal services.

Voting procedures at the general meeting may change according to legal and regulatory provisions that may be adopted due to the current sanitary situation. Shareholders are invited to refer to the company's website www.se.com, under the Annual General Meeting section, for further information.

The general meeting will be broadcasted in full and in live conditions on www.se.com in the Annual General Meeting section.

The general meeting being held in closed session, it will be neither possible to ask questions nor to propose new resolutions.

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.

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.

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/her 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 vote form to the Chairman.

B) Conditions of attendance at the general meeting

The general meeting being exceptionally held in closed session, shareholders have the ability to participate in this meeting only voting by mail or appointing the Chairman of the meeting as proxy according to the terms outlined below, being specified that the electronic transmission of the instructions of participation in the meeting (see paragraph 2 below) should be preferred.

Voting procedures at the general meeting may change according to legal and regulatory provisions that may be adopted due to the current sanitary situation. Shareholders are invited to refer to the company's website www.se.com, under the Annual General Meeting section, for further information.

It is reminded that for every proxy vote form of a shareholder without a pre-indicated proxy vote, the Chairman of the meeting shall vote in favour of adopting the draft resolutions submitted or approved by the board of directors and vote against the adoption of all other draft resolutions.

1. Voting by post or by postal proxy:

Shareholders may vote by mail or be represented by appointing the Chairman of the meeting as proxy, as follows:

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/her 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.

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 or be represented by appointing the Chairman of the meeting as proxy 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 or give proxy to the Chairman of the meeting.

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/herself on the internet portal of his/her account-holding institution using his/her usual access codes. He/She must then click on the icon on the line corresponding to his/her shares and follow the instructions provided on the screen for accessing the VOTACCESS website and then vote or appoint the Chairman of the meeting as proxy.

The VOTACCESS website will be open as from April 3, 2020.

The possibility of voting or appointing the Chairman of the meeting as proxy 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.

C) Questions in writing

Every shareholder may address any written questions of his/her choice to the Board of directors. 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: schneiderAGM@se.com. They must be sent no later than Monday, April 20, 2020 at 5:00 pm CET accompanied by a certificate of registration in an account.

In conformity with the applicable legal and regulatory provisions, the answers of the Board of directors will be read out during the meeting or published on the company's website: www.se.com in the Annual General Meeting section.

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 from the 21st day preceding the meeting, i.e. April 2, 2020.

The Board of Directors