

Disclaimer

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 Universal Registration Document (which is available on www.se.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.

Annual General Meeting agenda

Ordinary Shareholders' Meeting

FY2020	ŝ
Financial	
statemen	t

- Approval of statutory financial statements for the 2020 fiscal year
- Approval of consolidated financial statements for the 2020 fiscal year
- 3 Appropriation of profit for the fiscal year and setting the dividend
- 4 Approval of regulated agreements governed by Article L. 225-38 et seq. of the French Commercial Code

Say on Pay ex-post

- 5 Approval of the information on the Directors and Corporate officers' compensation paid or granted for the fiscal year ending December 31, 2020 mentioned in Article L. 22-10-9 of the French Commercial Code
- 6 Approval of the components of the total compensation and benefits of all types paid during the 2020 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire

Say on Pay ex-ante

- 7 Approval of the Chairman and Chief executive officer's compensation policy
- 8 Approval of the Directors' compensation policy

Renewal/ Appointment of Directors

- 9 Renewal of the term of office of Mr. Jean-Pascal Tricoire
- 10 Appointment of Mrs. Anna Ohlsson-Leijon as a Director

Appointment of the Director representing the employee shareholders

- 11 Appointment of Mr. Thierry Jacquet as Director representing the employee shareholders
- 12 Appointment of Mrs. Zennia Csikos as Director representing the employee shareholders
- 13 Renewal of the term of office of Mrs. Xiaoyun Ma as Director representing the employee shareholders
- 14 Appointment of Mrs. Malene Kvist Kristensen as Director representing the employee shareholders

Share buy-back

15 Authorization granted to the Board of Directors to buy back Company shares

Annual General Meeting agenda

Extraordinary Shareholders' Meeting

Capital increase 16 with Preferential subscription right

Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company with shareholders' preferential subscription right

Capital increase w/o Preferential subscription right

- 7 Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through a public offering other than those referred to in Article L. 411-21° of the French Monetary and Financial Code
- Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through an offering in accordance with Article L. 411-21° of the French Monetary and Financial Code
- 19 Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without shareholders' preferential subscription (Greenshoe)
- 20 Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription in consideration for contributions in kind to the Company

Capital increase by capitalizing reserves

21 Delegation of authority to the Board of Directors to increase the capital by capitalizing additional paid-in capital, reserves, earnings or other

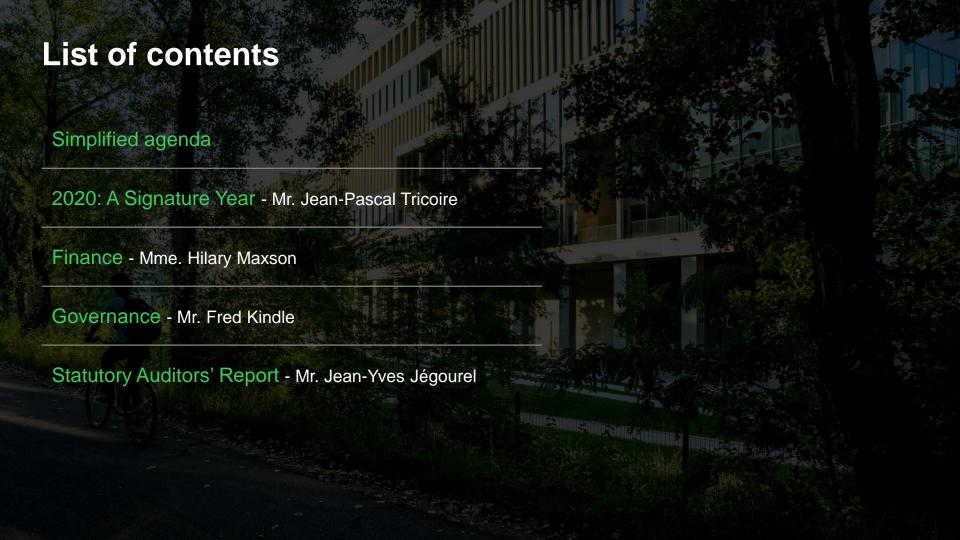
Capital increase 22 reserved to employees

- Delegation of authority to the Board of Directors to undertake capital increases reserved for participants in a company savings plan without shareholders' preferential subscription right
- 23 Delegation of authority to the Board of Directors to undertake capital increases reserved for employees of certain non-French subsidiaries of the Group, directly or via entities acting to offer those employees benefits comparable to those offered to participants in a company savings plan without shareholders' preferential subscription right

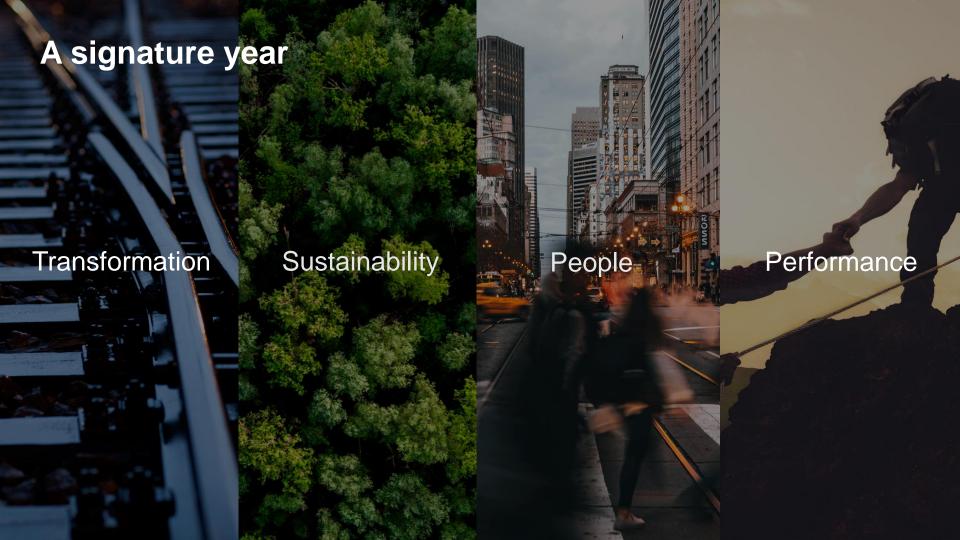
Cancellation of shares

- 24 Authorization to the Board of Directors to cancel shares of the Company bought back by the Company under the share buyback programs
- 25 Amendment of the Article 13 of the Articles of Association to correct a material error

26 Powers for formalities

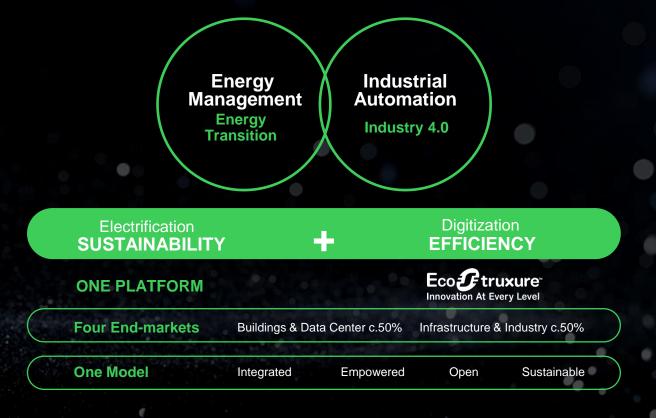






Our purpose is to empower all to make the most of our energy and resources bridging progress and sustainability for all. At Schneider, we call this Life Is On. Our mission is to be your digital partner for Sustainability and Efficiency.

Digital solutions for sustainability and efficiency



Life Is On: Meeting critical needs in a year like no other

>90 countries where we were recognized as Mission Critical

Hospitals



Water and Wastewater



Data Centers



Life at Home



Grid for Electrical Distribution



Cold Chain





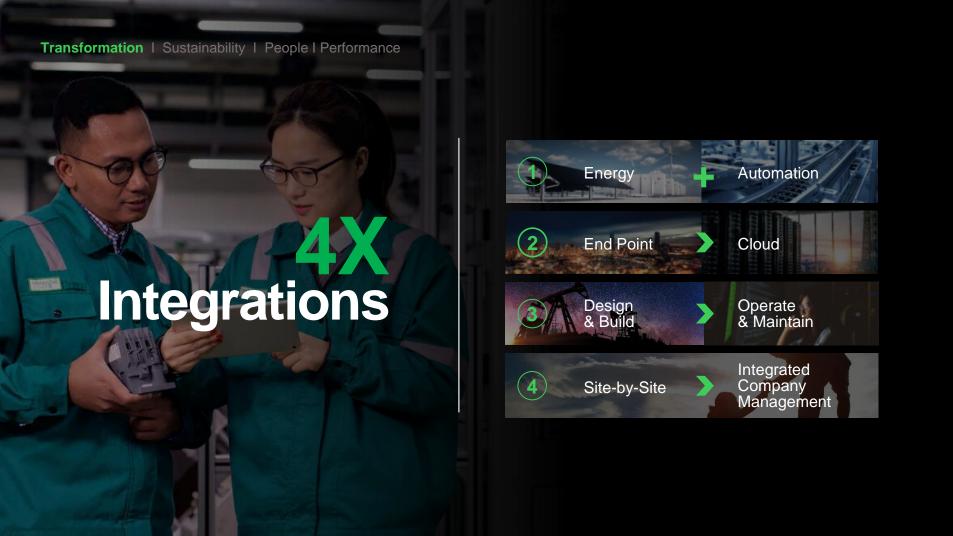
Remote Everything

Resilience

Sustainability

Efficiency





We are digital partners of our customers

Transformation | Sustainability | People | Performance



Schneider Electric Exchange

76,000+ registered users

450+ new digital offerings

500+ service providers listed

Digital & Services combined for a unique efficiency value proposition down to the shop floor

Our expanding Software & Services portfolio is delivering

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C.17% of FY 2020 revenues

FY+1%
Q4+6%

Org. growth

Resilience vs Group's performance

Margin Accretive

Catalyst for growth in controls & connected products

Proportion set to increase in 2021 due to recent transactions

Acquisitions to prepare for the future...

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JAN

ACQUISITIONS

LARSEN & TOUBRO

Combine Low Voltage & Industrial Automation business in India ProLei.T.

Accelerate industrial digital transformation and differentiate in CPG



Leader of 5D BIM cloudbased building & construction software



World-leading industrial & real-time operational data software



Digitally transform buildings into healthy & sustainable workplaces etap

Spearhead smart & green electrification

DEC

Building our India presence

Building our digital capability

The ETAP acquisition is pending regulatory approval and not closed

We drive efficiency & sustainability through lifecycle digitalization

with our strong agnostic software portfolio and world-leading independent software partners

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AVEVA and the AVEVA logo are a trademark or registered trademark of AVEVA Group plc in the U.S. and other countries. The ETAP acquisition is pending regulatory approval and not closed

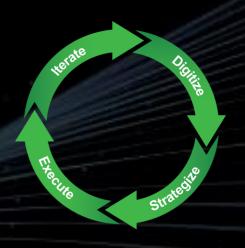


Sustainability Our Purpose and Way

- 1 Business
- 2 Journey
- 3 Ecosystem
- 4 Governance

Digital partner for sustainability & efficiency

faurecia 57 NOKIA



Energy Purchasing

€30B

energy managed

Monitoring

4.2M

assets under management

Savings

~100Mt/y

metric tons of CO₂ saved yearly on our customers' end by 2025

SF6-free

75% SGreen Premium





the world's most sustainable company

Efficiency brings quick returns

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Smart Building

42% increase in energy efficiency



Consumer Goods

50% less CO₂ used



Real Estate I Banking

15% re

reduction of CO₂

Blackstone USA

Retail

- 40% CO₂ emissions



Data Center

30%

increase in perational efficiency



Retail and E-mobility

Future-ready

integrated connectivity solution & EV



Smart city

100k

connected assets



1bn tons of emissions to be avoided by 2030



Sustainable Industries – Integrated & Circular

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Digital Twin

Life Cycle Management

Services

EcoStruxure Machine Expert



Design 3D – Plant & Process

Asset life cycle management AVEVA™ E3D Design AVEVA™ ENGAGE



Sustainability Energy & Process management

Sustainability: resource & energy efficiency, waste management Green Supply Chain





Process

Plant Management & Control Room

Asset Performance: AVEVA™ Enterprise Asset Management, AVEVA™ Predictive Analytics. EcoStruxure Machine Advisor

Planning & Control: AVEVA™ Unified Supply Chain, AVEVA™ System Platform Simulation & Optimization: AVEVA™ Process Simulation, AVEVA™ XR for

Operations and Maintenance, PI System

Al – EcoStruxure Plant Advisor . EcoStruxure Automation Expert Operations:



EcoStruxure Plant & Machine SCADA



EcoStruxure Automation Expert



Modicon PLCs



EcoStruxure Foxboro DCS



EcoStruxure Triconex Safety Systems

Energy

Power & Microgrid



Substation Operation



Galaxy UPS



MasterPact



Smart power & Motor Control

Security & Safety

Cybersecurity: EcoStruxure Secure Connect Operator Safety: EcoStruxure Augmented Advisor



Sustainable Buildings – People-Centric, Resilient, Hyper-Efficient

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Wellbeing



EcoStruxure

Connected Room Solutions



EcoStruxure

Building Engage



Planon Universe

Smart Workplace Analytics & IWMS

Space & Comfort

Management & Apps

Occupant control & productivity
Add-on value added occupant services
Flexible floor space rezoning





Efficiency



EcoStruxure

Microgrid Operation

Microgrid Management & Analytics

Renewable power sources

Onsite generation and load management



EcoStruxure

Power Monitoring Expert

Power Management & Analytics

Energy efficiency

Power reliability and safety



EcoStruxure

Building Operation



EcoStruxureBuilding Advisor

Building Management & Analytics

HVAC control and efficiency

Security and access control

Digital backbone for more services and analytics

Building and sustainability reporting

Sustainable Homes – Grid to Plug

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Our Sustainability journey

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Commitments

Carbon-neutral

in our operations by 2025

Carbon-neutral

on full end-to-end footprint (scope 1, 2, 3) by 2040

Net zero biodiversity loss

in our operations by 2030

Practitioner

-10% energy consumption every 3 years

80% renewable energy

206 sites zero waste to landfill

best supply chain worldwide Gal

Gartner

Change management over 15 years

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3 year plans

Long term vision & short term goals

2005-2008

2009-2011

2012-2014

2015-2017

2018-2020



Indicators & objectives 2020 - selection		Results end 2020
CLIMATE	120 million metric tons CO ₂ saved on our customers' end thanks to our EcoStruxure offers	134
CIRCULAR ECONOMY	120,000 metric tons of avoided primary resource consumption through ECOFIT™, recycling and take-back programs	157 000+
HEALTH & EQUITY	100% Workers received at least 15 hours of learning, and 30% of workers' learning hours are done digitally	90%
ETHICS	350 suppliers under Human Rights & Environment vigilance received specific on-site assessment	374
DEVELOPMENT	15,000 volunteering days thanks to our VolunteerIn global platform	18 400+



- 1. Act for a **climate** positive world
- 2. Be efficient with **resources**
- 3. Live up to our Principles of **trust**
- 4. Create **equal** opportunities
- 5. Harness the power of all **generations**
- **6.** Empower **local** communities

by continuously investing in and developing innovative solutions that deliver immediate and lasting decarbonization in line with our Carbon pledge.

by behaving responsibly and making the most of digital technology to preserve our planet.

by upholding ourselves and all around us to high social, governance and ethical standards.

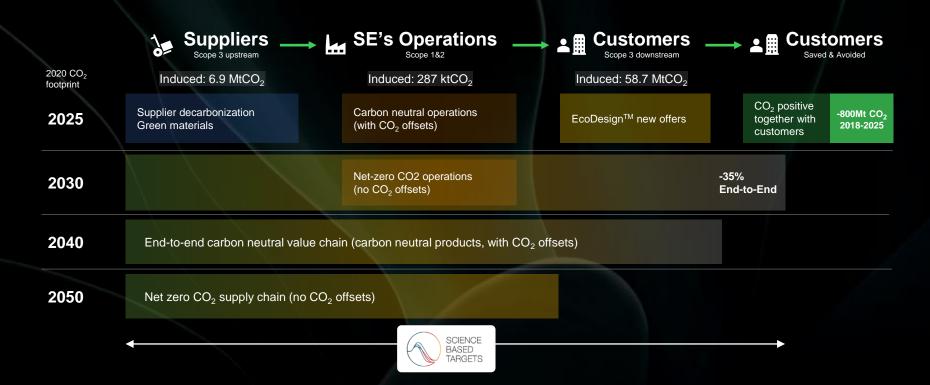
by ensuring all employees are uniquely valued and work in an inclusive environment to develop and contribute their best.

by fostering learning, upskilling and development for each generation, paving the way for the next.

by promoting local initiatives and enabling individuals and partners to make sustainability a reality for all.

Carbon Pledge - leading the way towards 1.5°C climate objective

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Board

HR and CSR committee

ExCom

Strategy and sustainability

Stakeholder committee

Stakeholder view

Yearly audits

Independent

Benchmark

Rankings and ratings

Empower all to make the most of our energy and resources, bridging progress and sustainability for all.

Leading by example in our ecosystem



Be your digital partner for Sustainability and Efficiency



Our distinctive DNA is externally recognized

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MEANINGFUL



















INCLUSIVE









Bloomberg Gender-Equality Index

EMPOWERED





























2020 BEST

PLACES WORK









Strengthening our Multi-hub operating model with India as 4th hub

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Merger with L&T creates tremendous value for all stakeholders

Transformation | Sustainability | People | Performance



Embracing Remote Everything

Transformation | Sustainability | People | Performance

Remote Operations

Unmanned Operations Unified Operations Center





E-Commerce



Augmented reality

Automation



Digital Training



E-Collaboration





E3D Design

Collaborative design





Strong 2020 performance margin up, record free cash flow

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Energy Management Energy efficiency €25bn

-4.7% Group FY 2020 revenues, org. growth

Industrial Automation
Process efficiency

18.8% adj. EBITA margin

€19bn

-4.5% Org.

€6bn

-5.3% Org.

17.1%

adj. EBITA margin

Adj. EBITA margin **C.+20bps org.** 15.6%

Record Free Cash Flow € 3.7bn

Strong rebound in H2

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Energy Management Energy efficiency

c. +120bps

org. improvement adj. EBITA margin €14bn

+1%

Group H2 2020 revenues, org. growth

€11bn

+1.8% Org.

€3bn

-1.6% Org.

Industrial Automation Process efficiency

c. +120bps

org. improvement adj. EBITA margin

Adj. EBITA margin c.+140bps org. improvement

Total organic growth by region

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NORTH AMERICA





REST OF THE WORLD

15%



WESTERN EUROPE





















ASIA PACIFIC

30%













% Group revenues

FY20 Org. growth

Resilience in execution across strategic pillars

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More Products More Software & Services

Better Systems

-4%

FY'20 org. growth

59% of Group

+1%

FY'20 org. growth

17% of Group

+10bps

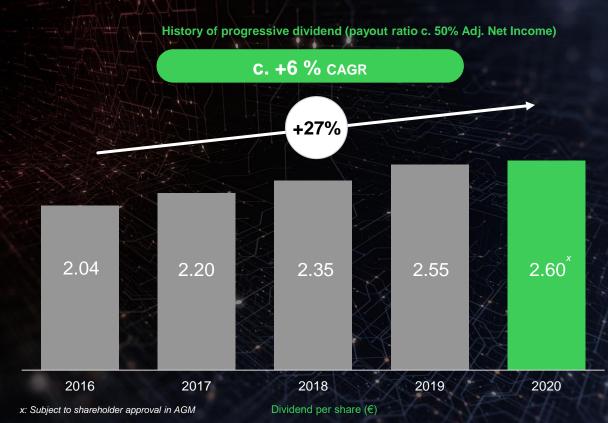
FY'20 GM expansion

On **-9%** FY'20 organic growth

24% of Group

Proposed dividend: €2.60 per share, up +2%

Transformation | Sustainability | People | Performance



We remain focused on generating shareholder value

Transformation | Sustainability | People | Performance

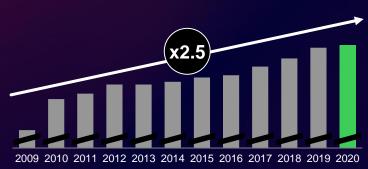






^{*} SE performance among 11 peers as considered for long-term incentive plan (base 100: Jan 1st, 2018)

Progressive Dividend for 11 years**



Progressive dividend (payout ratio of c.50% of adj. net income)

^{**} Proposed dividend subject to Shareholder approval on April 28, 2021

Working with great clients

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20M+

people provided with electricity

faurecia

300

locations with innovative digital solutions for efficiency and heat recovery



~\$28M

in guaranteed energy savings (over 20 years)



Strong 2020 performance margin up, record free cash flow

Energy Management Energy efficiency

> 18.8% adj. EBITA margin

€19bn

-4.5% Org.

€25bn

-4.7% Group FY 2020 revenues, org. growth Industrial Automation Process efficiency

€6bn

-5.3% Org.

17.1%

adj. EBITA margin

Adj. EBITA margin c.+20bps org. 15.6%

Record Free Cash Flow € 3.7bn

Further progress on our journey

Gross Margin

+60bps org.

Demonstrating discipline on pricing, and move towards Software

Free Cashflow

159% conversion¹

Strong contribution from working capital movements

Adj. EBITA Margin

+20bps org.

Cost containment through crisis while still preparing the future

ROCE²

12.0%, -10bps

Showing good resilience notwithstanding lower EBITA

Adj. Net Income

€2.6bn, -4.4% org.

Down year-on-year due to impacts of pandemic

Sustainability Index (2018-2020)

9.32/10

surpassing target of 9/10

- 1. Conversion of FCF / Net Income without impacts of IFRS 16
- 2. Adjusted for recent large M&A

Energy Management: Rebound in all regions

€11 bn

78% of Group H2 2020 revenues

Organic growth

+1.8%

Adj. EBITA margin

20.2 % / c. +120 bps org. (+100 bps reported)



Industrial Automation: Balanced, software driven & resilient industrial automation portfolio

€3 bn

22% of Group H2 2020 revenues

Organic growth

-1.6%

Adj. EBITA margin

18.8 % / c. +120 bps org. (+30 bps reported)



Increased portfolio quality - demonstrated by GM trajectory

Main drivers

Consistent delivery on industrial productivity - ambitious target set

Track record of RMI recovery over the cycle

Consistent improvement on Systems margin



Continued focus on adj. EBITA margin expansion

in €million	2019	2020	Variation	Organic variation
Revenues	27,158	25,159	-7.4 %	-4.7 %
Gross Profit	10,735	10,156	-5.4%	-3.2 %
Gross profit margin (%)	39.5 %	40.4 %	+90 bps	+60 bps
SFC	(6,497)	(6,230)	-4.1 %	-2.9 %
Adj. EBITA	4,238	3,926	- 7.4%	-3.6 %
Adj. EBITA margin (%)	15.6 %	15.6 %	flat	+20 bps

Consistent organic Adj. EBITA margin expansion in both lower growth and higher growth environments



On track for adj. EBITA margin

c. 17%

by 2022, which is not the end of the journey

^(*) assuming current 2021 FX rates for 2021 and 2022

Adj. Net Income of €2.6bn

In €m	2019	2020	% change
Adjusted EBITA	4,238	3,926	-7%
Other income and expenses	(411)	(210)	
Restructuring	(255)	(421)	
Amortization & imp. of purchase accounting intangibles	(173)	(207)	
EBIT	3,399	3,088	-9%
Financial costs	(261)	(278)	
Income tax	(690)	(638)	
Discontinued operations	(3)		
Equity investment & Minorities	(32)	(46)	
Net income (Group share)	2,413	2,126	-12%
Adjusted Net income ¹	2,933	2,614	-11%
Adjusted Earning per share ¹	5.32	4.72	-11%

Mainly M&A / integration costs. 2019 included loss on disposal of Pelco

Increased restructuring costs due to Group's ongoing structural savings and cost efficiency plan. As announced at H1 Group expects €1.15 - €1.25bn in aggregate 2020-2022

Increase mainly due to FY20 acquisitions: including RIB Software (for 6 months) and L&T E&A division (for 4 months)

^{1:} Adjusted net income and EPS calculation in appendix

All 2020 targets have been surpassed

Revenues Org. growth

Adj. EBITA margin Org. improvement

€25.2 bn

15.6 %

-20 to +10 bps**

Target Q3

-5 to -7 %*

+20 bps

Schneider Sustainability Impact

9/10

9.32/10

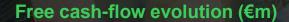
FY 2020

-4.7%

^{*} Targets reviewed from "-7 to -10%" (July 2020) to "-5 to -7%" in Q3

^{**} Targets reviewed from "-90 to -50bps" (July 2020) to "-20 to +10bps" in Q3

Record Free cash flow at €3.7 billion





FY20 FCF €3.7bn with strong contribution from working capital typical of low growth environment

Also benefitted by certain timing impacts specific to COVID-19 situation in the year

Resulting in 159% conversion** of Net Income to FCF

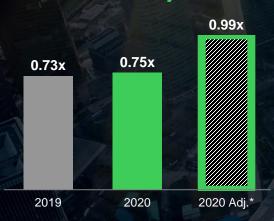
FCF expected to be around €3bn (excluding IFRS16), on average across the cycle

^{* 2015-2018} not restated for impacts of IFRS16 which added €283m to Free cash flow in 2020 and €274m in 2019

^{**} Conversion of FCF / Net Income without impacts of IFRS 16

Balance sheet remains strong - Net Debt impacted by timing of OSIsoft completion

Net Debt / Adj. EBITDA



Timing impacts on Dec. 31 balance sheet

- The Group benefits from holding at Dec. 31, the cash contribution from 3rd parties of the AVEVA rights issue
- As the acquisition of OSIsoft had not been completed at Dec. 31, payment of the c. \$5bn consideration had not been made

Notwithstanding the impacts from the completed transaction, the Group intends to retain its current strong Investment Grade credit rating

^{*} Net Debt as of Dec. 31, adjusted for 3rd party cash contribution, as a proportion of Adj. EBITDA for FY20

First ever sustainability-linked convertible bond

€650 million in H2 2020

linked to



3 key performance indicators selected

(50/40/30)

Climate

Deliver 800 million tons of saved and avoided CO2 emissions to our customers

Equal

Generations

Train 1 million underprivileged people in energy management

Increase gender diversity, from hiring to

front-line managers and leadership teams

vigeeiris





Strong growth in Q1

Energy Management
Energy Efficiency

+13.7%
Q1 org. sales growth

€6.5bn, +13.5% Group Q1 2021 revenues org.



Industrial Automation
Process Efficiency

+12.9%
Q1 org. sales growth

End Markets

Buildings | Data Center | Industry | Infrastructure

c.50%

c.50%

2021 Target upgraded

Taking into account the strong demand witnessed in Q1 while also factoring the current view of the ongoing uncertainties linked to the COVID-19 pandemic, potential global supply-chain pressures and increased input costs, the Group targets:

2021 Adjusted EBITA growth of between +14% and +20% organic

The target would be achieved through a combination of organic revenue growth and margin improvement, currently expected to be:

- Revenue growth of +8% to +11% organic
- Adjusted EBITA margin up +90bps to +130bps organic

This implies Adjusted EBITA margin of around 16.7% to 17.1% (including scope based on transactions completed to-date and FX based on current estimation)

Capital allocation: priorities unchanged

Strong Investment Grade Credit Ratings Continued focus on Dividends

Portfolio optimization

Share buyback*

Near-term focus:

Successful integration of recent acquisitions and deliver associated synergies

Renewed progress expected on disposal program starting in H1 2021

Small bolt-ons or partnerships linked to long-term strategy

* on hold in the near-term



TSR & Progressive dividend

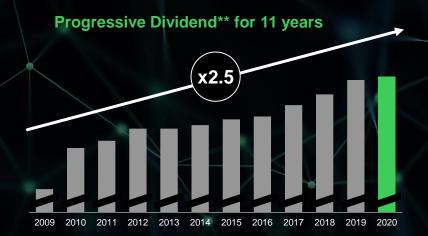
Resolution n° 3

We remain focused on generating shareholder value

1-YEAR TSR c. +33% 3-YEAR TSR c. +85%

€2.60**

Dividend per share +2% vs. 2019



Progressive dividend (payout ratio of c.50% of adj. net income)

^{*} SE performance among 11 peers as considered for long-term incentive plan (base 100: Jan 1st, 2018)

^{**} Proposed dividend subject to Shareholder approval on April 28, 2021

Board composition (1/5)

Composition of the Board of Directors after the 2021 AGM

(if resolutions recommended by the Board are approved)

42% female directors*, 75% independence*, 9 different nationalities



Jean-Pascal Tricoire
Chairman & CEO



Willy Kissling
Director



Fleur Pellerin Independent Director



Fred Kindle
Vice-Chairman &
Lead Independent Director



Linda Knoll Independent Director



Anders Runevad Independent Director



Léo Apotheker
Director



JII Lee Independent Director



Gregory Spierkel Independent Director



Cécile Cabanis Independent Director

Rita Felix

Employee Director



Xiaoyun Ma
Director representing the employee shareholders



Lip-Bu Tan Independent Director



Anna Ohlsson-Leijon Independent Director



Bruno Turchet Employee Director

Audit & Risks Committee

Chaired by Cécile Cabanis

Governance &

Remunerations Committee

Chaired by Fred Kindle

HR & CSR Committee

Chaired by Linda Knoll

Investment Committee

Chaired by Léo Apotheker

Digital Committee

Chaired by Gregory Spierkel

^{*} Excluding consideration of the Director representing employee shareholders and the Directors representing the employees

Board composition (2/5) - COVID-19 Crisis: Board's functioning

A highly engaged Board of Directors

Schneider Electric's global footprint enabled it to be one of the first global companies to realize the significance of the COVID-19 Crisis

More Board meetings to oversee the management during these unprecedent circumstances Interactive Board meetings held via video conference with highly committed Board members (97% attendance rate) Continuous dialogue between Chairman and Vice-Chairman to ensure the Board received all appopriate information

A "strategy session" of four half-days was held at the beginning of September with a 100% attendance from Board members





How is Schneider Electric's Board of Directors informed?

- Documents available to Board Members at least 5 days before the meetings
- Every Committee's Chairperson prepares a written report and presents its conclusion at the next Board meeting to enable the whole Board to make the right decision
- A frequent dedicated news flow is shared with the Board Members

Board composition (3/5) - Responsibilities

Audit & Risks Committee

- Financial statements
- · Statutory auditors
- Internal control, risk management and compliance program

HR & CSR Committee

- Human resources policies
- Risks related to human resources
- Employee shareholding scheme
- Remuneration and succession of Group's executives
- Group's sustainability strategy and performance

Board of Directors

- Determine the Company strategic directions and ensure their implementation in accordance with the corporate interest and while taking into account social & environmental matters
- Examine all matters related to the efficient operation of the business and make decisions about any and all issues concerning the Company
- Close the financial statements
- Appoint the Corporate Officers and set their compensation
- Call AGM

Vice-Chairman & Lead Independent Director

- Prepare the agenda of the Board with the Chairman & CEO
- · Chair "executive sessions"
- · Lead the Board's assessment
- · Meet with shareholders

Digital Committee

- Group's digital initiatives and strategy
- · Digital-related risks
- · Evolution of the digital landscape

Governance & Remunerations Committee

- Composition of the Board
- Chairman and CEO's succession
- Compensation of the Corporate officers and directors
- · Board's Governance

Investment Committee

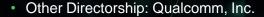
- Investment policy and portfolio
- Capital deployment strategies
- Reconfiguration happening in the sector

Board composition (4/5)

Resolution n° 9: Renewal of Jean-Pascal Tricoire

Age: 57 years

Nationality: French



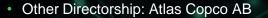
- On February 10, 2021, the Board, upon the recommendation from the Governance & Remunerations Committee, decided to propose to the AGM his renewal as a Director for a four-year term with the intention to renew his office as Chairman & Chief executive officer
- Performance by Jean-Pascal Tricoire of the duties of Chairman and CEO seems particularly appropriate to the Board

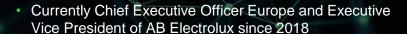


Resolution n° 10: Ms. Anna Ohlsson-Leijon candidate for election as a Director

Age: 52 years

Nationality: Swedish





- Contribution to the Board: professional experience and skills based on her wide-ranging finance and business background, adding to the gender diversity of the Board of Directors
- If appointed, will qualify as an independent Director and join the Audit & Risks Committee



Board composition (5/5)

Resolutions n° 11, 12, 13 and 14: Appointment of the employee shareholders Director



Thierry Jacquet on the proposal of the French FCPE (Resolution n° 11)



Zennia Csikos on the proposal of the International FCPE (*Resolution n° 12*)



Xiaoyun Ma on the proposal of the International FCPE (*Resolution n° 13*)



Malene Kvist Kristensen for the employee shareholders holding their shares directly (*Resolution n°14*)

Vice-Chairman & Lead Independent Director interviewed these four candidates

Upon the report from the Governance & Remunerations Committee, the Board of Directors considered that Xiaoyun Ma's profile fits in with the Group's objectives in terms of experience within the Group and internationalization, as set by the Board of Directors in relation to its composition

Board's recommendations:

- vote for resolution n° 13
- vote against resolutions n° 11, 12 and 14

Compensation paid or awarded to the Chairman & CEO in 2020

Say on pay ex-post - Resolution n° 6

2020 Fixed compensation

- **€875,000** instead of **€**1,000,000
- COVID-19 Pay-cut -25% of his fixed compensation during 6 month (Impact both fixed and variable compensation)

2020 Pension benefit

- Fixed amount: €191,600
- Variable amount: €229,652

2020 Other benefits

- Total = €36,124
- Employer matching contributions, Profit-sharing, Company car

2020 Annual variable compensation

- €1,048,775 for 2020 vs. €1,717,300 for 2019 (-39%)
- 92.2% of achievement rate aligned with employees and with shareholders' experience
- Taking into account the COVID-19 pay-cut, actual achievement rate is 80.7% for 2020 (vs. 132.1% for 2019)

2020 Long-term incentive (Performance Shares)

- 60,000 shares granted in March 2020
- Representing €2,897,700 IFRS value
- To be vested in March 2023 subject to the achievement of stringent Performance Conditions

2021 compensation policy for the Chairman & CEO

Say on pay ex-ante - Resolution n° 7

2020 Fixed Compensation

€1,000,000

Long-term Incentive (Performance Shares)

 To be vested in March 2024 subject to the achievement of stringent Performance Conditions

Pension Benefit

- Fixed amount: €191,600
- Variable amount: between €0 and €498,160 subject to Performance conditions

Other Benefits

 Employer matching contributions, Profit-sharing, Company car

Annual Variable Compensation

Minimum	At Target	Maximum
0% of the fixed compensation	130% of the fixed compensation	260% of the fixed compensation

Subject to Performance Criteria:

- · 40% Group Organic Sales Growth
- 30% Adjusted EBITA operating margin improvement
- 20% Schneider Sustainability Impact
- 10% Group Cash conversion

2020 Director's compensation

Say on pay ex-post and ex-ante - Resolutions n° 5 and 8

2020 Compensation policy as approved at the 2020 AGM
Proposal for 2021: no change (maximum amount remains €2.5 million)

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Fixed fee €25,000 per director

€7,000 per meeting of the Board

Additional fee for travel

Committees

- €20,000 for the Audit & Risks Committee's Chairperson
- €15,000 for the other Committees' Chairperson

€4,000 per meeting of the Committees

Special fees

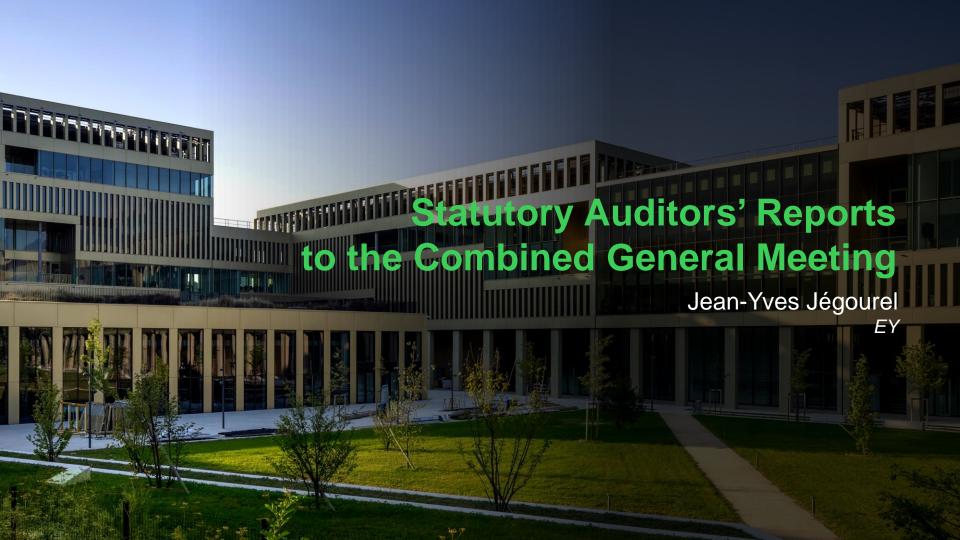
€250,000 for the Vice-chairman & Lead Independent Director

€20,000 fixed fee for non-voting members

Total	2.122.205
JP. Tricoire	C
L. Tan	150,000
G. Spierkel	205,000
A. Runevad	152,000
F. Pellerin	166,000
P. Montier	129,000
X. Ma	C
J. Lee	133,000
L. Knoll	174,000
W. Kissling	192,000
F. Kindle	353,973
R. Felix	47,753
C. Cabanis	147,000
L. Apotheker	272,479

Financial delegations and authorizations Resolutions n° 15 to 24

Financial Delegations	Duration	Max. ceiling in euros or as % of the share capital		
Tilialiciai Delegations	Duration	Individual ceiling	Global ceiling	
Increases in capital with shareholders' preferential subscription right (16th and 21st resolutions)	26 months (June 2023)	€800m (200 million shares) i.e. 35.27% of the share capital	€800m (200 million shares)	
Increases in capital without shareholders' preferential subscription right (17th, 18th and 20th resolutions)	26 months (June 2023)	€224m (56 million shares) i.e. 9.88% of the share capital	i.e. 35.27% of the share capital	
Increases in capital reserved for employees (22 nd and 23 rd resolutions)	18 months (Oct. 2022)	€46m (11.5 million shares) i.e. 2.03% of the share capital		
Authorization granted to the Board of Directors to buy back Company shares (15th resolution)	18 months (Oct. 2022)	10% of the share capital (price max. €150 per share)		
Cancellation of shares bought back by the Company under the share buyback programs (24th resolution)	26 months (June 2023)	€224m (56 million shares) i.e. 9.88% of the share capital		



Statutory auditors' reports

Ordinary Shareholders' Meeting

- 1. Report on the annual financial statements
- 2. Report on the consolidated financial statements
- 3. Report on related party agreements

Extraordinary Shareholders' Meeting

4. Four reports on the issuance of shares and/or securities

1. Statutory
auditors' report
on the annual
financial statements
(1st resolution)

2. Statutory
auditors' report
on the consolidated
financial statements
(2nd resolution)

Statutory auditors' report on the annual financial statements

- Available **page 374** of the Universal Registration Document
- In our opinion, the **financial statements** give a **true and fair view** of the assets and liabilities and of the financial position of the Company as at December 31, 2020 and of the results of its operations for the year then ended in accordance with French accounting principles.

Statutory auditors' report on the consolidated financial statements

- Available page 354 of the Universal Registration Document
- In our opinion, the **consolidated financial statements** give a **true and fair view** of the assets and liabilities and of the financial position of the Group as at December 31, 2020 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

3. Statutory Auditors' report on related-party agreements (4th resolution)

- Available page 262 of the Universal Registration Document
- No new agreement authorized during the year is submitted to the Annual General Meeting for approval
- No agreements previously approved by the Annual General Meeting remained in force during the year
- The agreement approved by the Annual General Meeting of April 23, 2020 related to the departure of Mr. Emmanuel Babeau from the Group had effects during the year:
 - Fixed and variable compensation for fiscal year 2020
 - Additional pension payments (cash benefit)
 - Application of a new non-compete agreement and of additional commitments
 - Legal and tax assistance

4. Statutory auditors' reports on the issuance of shares and/or securities (16th to 20th resolution)

Page 422 of the URD Proposition to authorize your board of directors, for a period of twenty-six months, to decide whether to proceed with an issue of shares or securities giving access to the share capital of your company or of any company in which it owns directly or indirectly more than half of the share capital, with and/or without preferential subscription rights.

These securities could notable be issued in consideration for shares which may be tendered to the company as part of public exchange offers initiated by the company and in consideration for the contributions in kind made to the company.

The overall nominal amount of increases in capital that can be implemented immediately or at a later date may not exceed M€ 800 and the overall nominal amount of debt securities that can be issued may not exceed Bn€ 7.

- Since the final conditions according to which the issues will be realized have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights for the 17th and 18th resolutions.
- We will issue an additional report, if necessary, when your board of directors has exercised these authorizations.

4. Statutory auditors' reports on the issuance of shares and/or securities (22nd and 23rd resolutions)

Page 424 of the URD	22 nd resolution Proposition to authorize your board of directors, for a period of twenty-six months effective August 1, 2021, to decide whether to proceed with an issue of shares or securities giving access to the share capital of your company with cancellation of preferential subscription rights, reserved for participants in a company savings plan of the company and of the French or non-French companies affiliated with it.
Page 425 of the URD	23rd resolution Proposition to authorize your board of directors, for a period of eighteen months effective August 1, 2021, to decide whether to proceed with an issue of shares or securities giving access to the share capital of your company with cancellation of preferential subscription rights reserved for classes of beneficiaries

- As the final conditions for the issue have not yet been determined, we cannot report
 on these conditions and, consequently, on the proposed cancellation of preferential
 subscription rights.
- We will issue a supplementary report, if necessary, when your board of directors has exercised this authorization.

4. Statutory auditors' reports on the issuance of shares and/or securities (24th resolution)

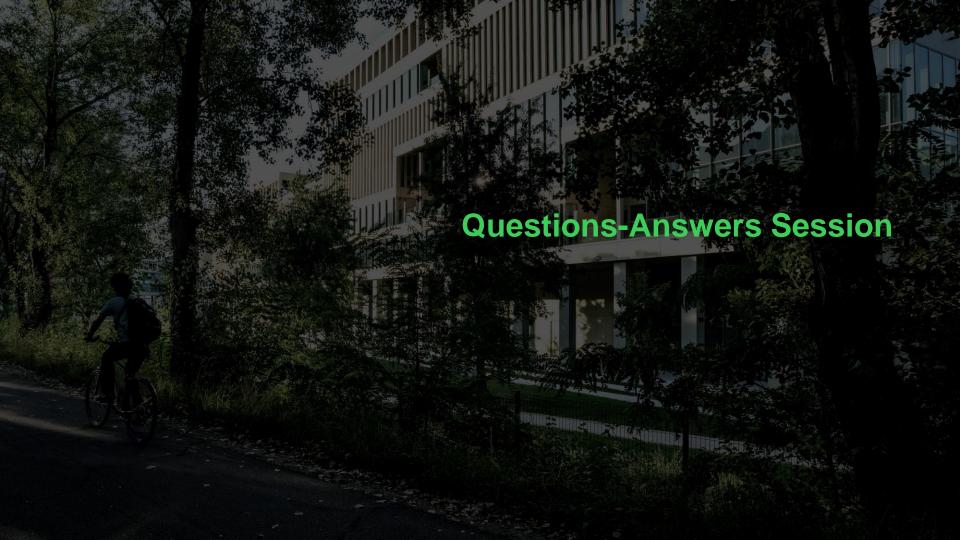
Page 426 of the

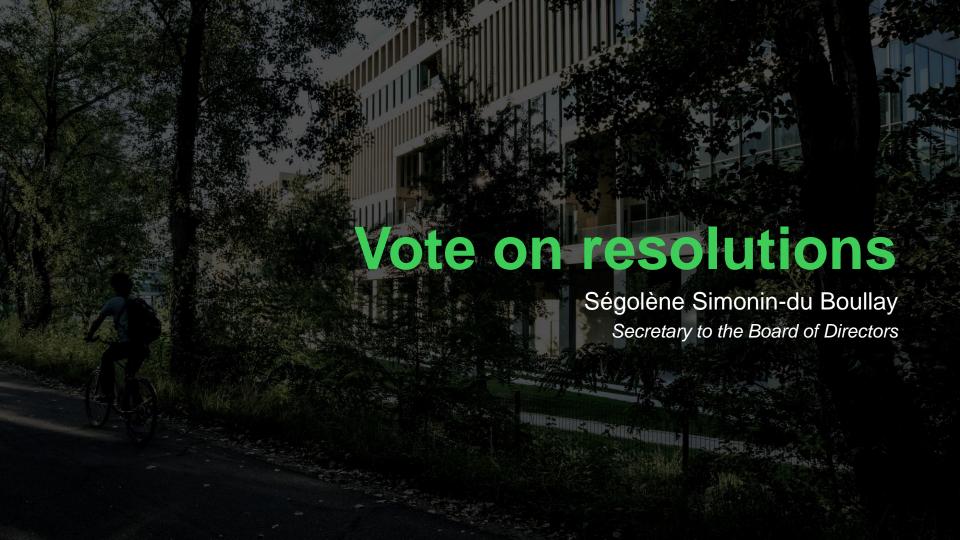
URD

24th resolution

Proposition to delegate your board of directors, for a period of twenty-four months, all powers to cancel, up to 10% of company capital on the date of the transaction, per twenty-four month period, the shares purchased under the implementation of an authorization of purchase by your company of its own shares.

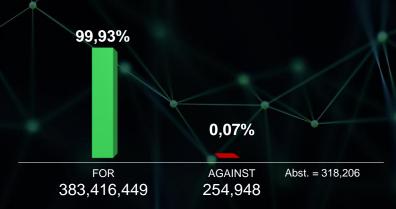
 We have no comment to make on the causes for and the terms and conditions of the proposed capital reduction.





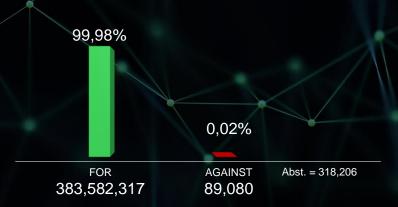
1st resolution

Approval of statutory financial statement for the 2020 fiscal year



2nd resolution

Approval of consolidated financial statement for the 2020 fiscal year



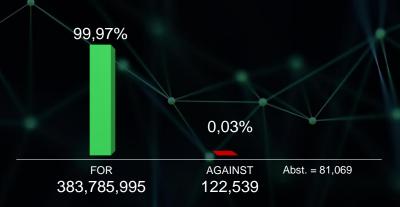
3rd resolution

Appropriation of profit for the fiscal year and setting the dividend



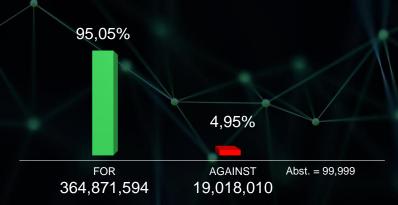
4th resolution

Approval of regulated agreements governed by Article L. 225-38 et seq. of the French Commercial Code



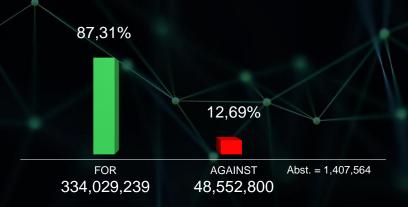
5th resolution

Approval of the information on the Directors and Corporate officers' compensation paid or granted for the fiscal year ending December 31, 2020 mentioned in Article L. 22-10-9 of the French Commercial Code



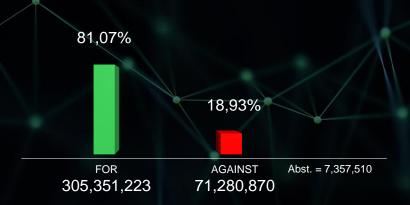
6th resolution

Approval of the components of the total compensation and benefits of all types paid during the 2020 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire



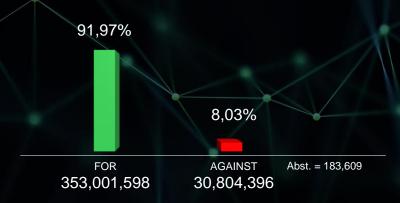
7th resolution

Approval of the Chairman and Chief executive officer's compensation policy



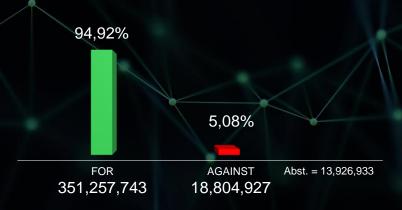
8th resolution

Approval of the Directors' compensation policy



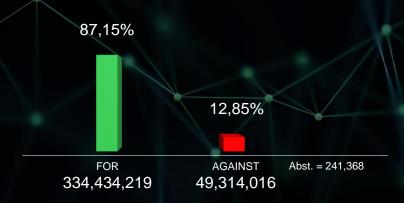
9th resolution

Renewal of the term of office of Mr. Jean-Pascal Tricoire



10th resolution

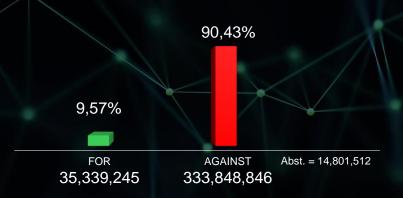
Appointment of Mrs. Anna Ohlsson-Leijon as a Director



11th resolution

Appointment of Mr. Thierry Jacquet as Director representing the employee shareholders

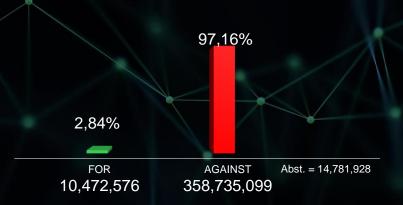
Result: The resolution is rejected



12th resolution

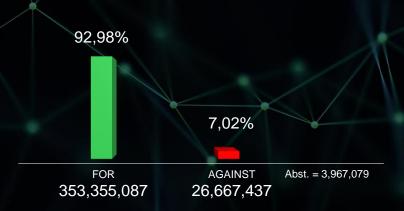
Appointment of Mrs. Zennia Csikos as Director representing the employee shareholders

Result: The resolution is rejected



13th resolution

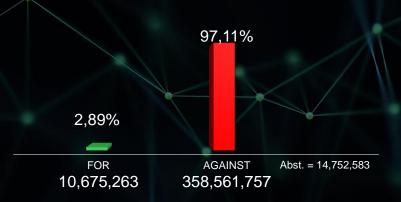
Renewal of the term of office of Mrs. Xiaoyun Ma as Director representing the employee shareholders



14th resolution

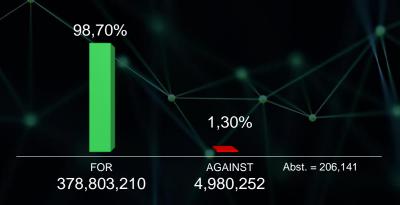
Appointment of Mrs. Malene Kvist Kristensen as Director representing the employee shareholders

Result: The resolution is rejected



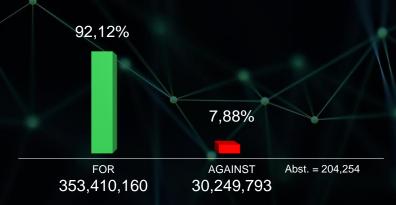
15th resolution

Authorization granted to the Board of Directors to buy back Company shares



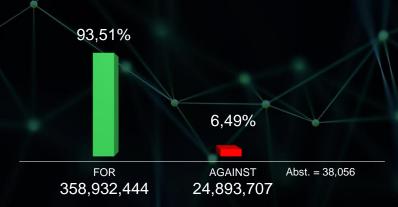
16th resolution

Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company with shareholders' preferential subscription right



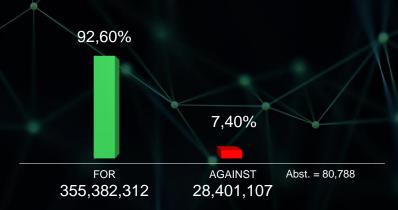
17th resolution

Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through a public offering other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code



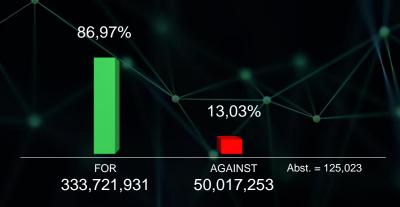
18th resolution

Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through an offering in accordance with Article L. 411-21° of the French Monetary and Financial Code



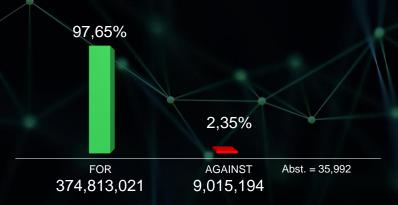
19th resolution

Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without shareholders' preferential subscription



20th resolution

Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription in consideration for contributions in kind to the Company



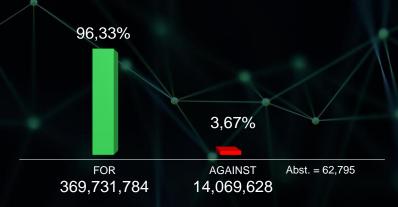
21st resolution

Delegation of authority to the Board of Directors to increase the capital by capitalizing additional paid-in capital, reserves, earnings or other



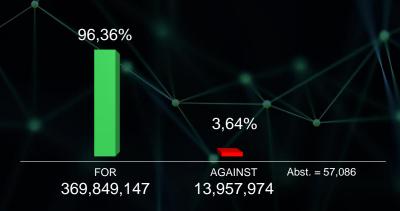
22nd resolution

Delegation of authority to the Board of Directors to undertake capital increases reserved for participants in a company savings plan without shareholders' preferential subscription right



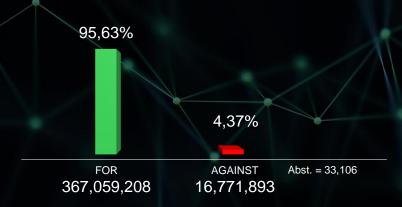
23rd resolution

Delegation of authority to the Board of Directors to undertake capital increases reserved for employees of certain non-French subsidiaries of the Group, directly or via entities acting to offer those employees benefits comparable to those offered to participants in a company savings plan without shareholders' preferential subscription right



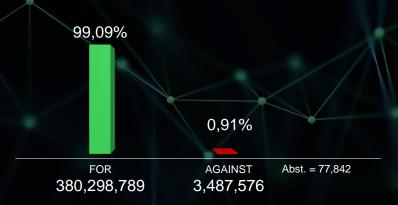
24th resolution

Authorization to the Board of Directors to cancel shares of the Company bought back by the Company under the share buyback programs



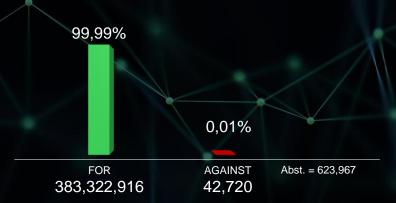
25th resolution

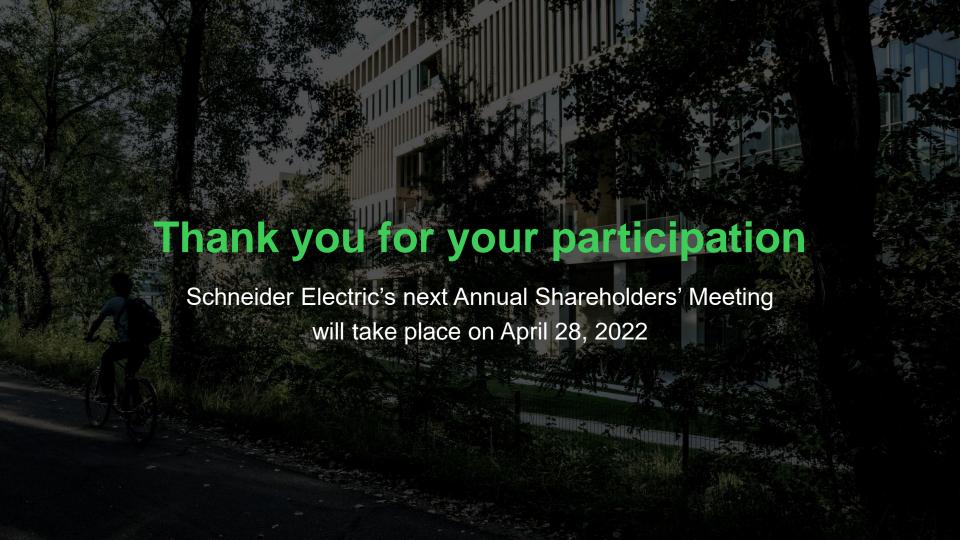
Amendment of the Article 13 of the Articles of Association to correct a material error



26th resolution

Powers for formalities





Life Is On Schneider