2020 General meeting
Presentation of the resolutions

March 2020
<table>
<thead>
<tr>
<th></th>
<th>1</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>Exhibits</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2019 in brief</td>
<td>Update on Covid-19 and AGM</td>
<td>Governance highlights and proposals</td>
<td>Compensation</td>
<td>Others</td>
<td></td>
</tr>
</tbody>
</table>
Schneider Electric pursued the successful execution of its strategy and as a result achieved in 2019 record performance:

- Revenue €27.2bn, organic growth +4.2%
- Adj. EBITA €4.2bn and Adj. EBITA margin of 15.6%, up +9%, +70bps org.
- Adj. Net Income of €2.9bn, up +14%
- Free cash flow of €3.5bn, up +65%
- ROCE at 12.5%, up +70bps

Schneider Electric successfully pursued its portfolio optimization:

- Disposal of Pelco, of business of US panels and Converse
- Closed the transaction to establish a JV with the Russian Direct Investment Fund (RDIF) to strengthen the business of Electroshield Samara – JV structure deconsolidated in 2020

=> Adj. EBITA margin impact in 2020 : around +20bps

Share price overperformed the market: TSR +50% since 01.01.2019, ranking #2 vs. 11 competitors

Proposed divided: €2.55, +8.5% vs. 2018

For approval of the accounts and dividend (1\textsuperscript{st} to 3\textsuperscript{rd} resolutions)
2019 General meeting: all resolutions were approved at very high rates

No change in shareholding structure
- >80% institutional, out of which ~40% North America
- Two shareholders >5%: #1 MFS - #2 BlackRock
- No shareholder acting alone or in concert >10%

Strong Sustainability & Development focus reaffirmed:
- At the Climate Week in September 2019, Schneider Electric released a roadmap towards a carbon neutral world
- In April 2019, Schneider Electric raised 9 out of the 21 objectives included in the Schneider Sustainability Impact index

The 2019 Board assessment confirmed the robustness of the Board’s culture, the openness and transparency of the debates and the alignment of the Board composition with the Group strategy (more details in Exhibits, page 44)

Board composition: Schneider Electric lost two women directors elected at the 2019 GM
A new Executive Committee
as of June 1st 2020

Jean-Pascal Tricoire
Chairman & CEO

Annette Clayton
North America Operations

Philippe Delorme
Energy Management

Olivier Blum
Strategy & Sustainability

Hillary Maxson
Finance & Control

Yin Zheng
China Operations

Peter Herweck
Industrial Automation

Emmanuel Lagarrigue
Innovation

Charise Le
Human Resources

Barbara Frei
Europe Operations

Frédéric Abbal
Services

Peter Weckesser
Digital

Hervé Coureil
Governance & Secretary General

Christel Heydemann
France Operations

Mourad Tamoud
Global Supply Chain

Chris Leong
Marketing

Luc Remont
International Operations
<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>2019 in brief</td>
</tr>
<tr>
<td>2</td>
<td>Update on Covid-19 and AGM</td>
</tr>
<tr>
<td>3</td>
<td>Governance highlights and proposals</td>
</tr>
<tr>
<td>4</td>
<td>Compensation</td>
</tr>
<tr>
<td>5</td>
<td>Others</td>
</tr>
</tbody>
</table>

Exhibits
Schneider Electric is closely monitoring and reacting to the unprecedented and rapidly evolving global health and economic crisis due to Covid-19 (Novel coronavirus).

The Group is coordinating its teams globally, regionally and locally to ensure business continuity and is fully focused on the following key elements:

- Ensuring the health & safety of all its employees worldwide and implementing measures and protocols as per government directives;
- Ensuring that customers’ needs are fulfilled to the best of its abilities and leveraging its global supply chain and service organizations to ensure business continuity and flexibility;
- Continuing to focus on cash generation to further strengthen its strong financial liquidity and balance sheet;
- Implementing strict cost management measures and acceleration of previously announced efficiency plans with further cost actions under review.

At this stage and given the evolving landscape, it is too early to determine the full impacts on Group results, including possible benefits from government actions. Therefore, the 2020 guidance issued on February 20th, 2020 is no longer relevant and therefore suspended. The Group is presently working on analyzing the potential scenarios emanating from this crisis and the resultant actions and impact on Schneider Electric. The Group will share an update as the situation further develops.
The 2020 Annual General meeting is convened on 23 April, 3pm CET with no change.

However, in order to adapt to the health and/or legal imperatives and for the safety of its shareholders, Schneider Electric will use the possibility of holding its Annual General Meeting in closed premises, as and when applicable law will permit.

Shareholders are invited to check any update in this regard on the page dedicated to the AGM: https://www.se.com/ww/en/about-us/investor-relations/individual-shareholders/annual-general-meeting.jsp

In conformity with the AMF press release of March 6, 2020, shareholders are encouraged:

- To vote by correspondence via the voting form, give a voting mandate or vote through Internet via the secure voting platform, according to the instructions specified in the meeting notice,
- To submit their written questions via the dedicated email address: schneiderAGM@se.com attaching evidence of their shareholding,
- To follow the live broadcast of the AGM on the website www.se.com.
<table>
<thead>
<tr>
<th></th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>2019 in brief</td>
</tr>
<tr>
<td>2</td>
<td>Update on Covid-19 and AGM</td>
</tr>
<tr>
<td>3</td>
<td>Governance highlights and proposals</td>
</tr>
<tr>
<td>4</td>
<td>Compensation</td>
</tr>
<tr>
<td>5</td>
<td>Others</td>
</tr>
</tbody>
</table>

Exhibits
Composition of the Board of directors as of December 31, 2019

Leadership

Jean-Pascal TRICOLE Chairman & CEO
Léo APOTHEKER Lead Independent Director
Delphine GIEUX Secretary of the Board of Directors

Directors

12

Women and directors

36%

(1) To the exclusion of the employees’ representative.

Average age of directors

59

Independent directors *

80%

* (To the exclusion of the director representing the employee shareholders and the director representing the employees).

Board expertise*

accounting/financial skills (9)
industrial expertise (8)
digital expertise (5)
deep knowledge of NAM market (5)
deep knowledge of Asian market (4)

* Excluding CEO
Clear leadership mandate of the Chairman/CEO in conjunction with independent control from the Board and Vice-Chairman

**INDEPENDENCE**
- 80% independent directors
- 1 single executive director: the Chairman-CEO
- 1 Deputy-CEO appointed by the Board; not member of the Board
- 93% attendance to the Board meetings on average in 2019

**5 STUDY COMMITTEES**
- 5 study committees whose work contributes to increasing the directors’ involvement (see next page)
- All directors participate in one committee or more
- Report to the Board at each meeting

**COMBINATION CHAIRMAN - CEO**
- Combination of the roles of Chairman and CEO reviewed annually by the Board
- Appointment of Vice-Chairman (Lead Independent Director) mandatory as per by-laws
- “Executive sessions” opened at the end of each Board meeting

**LIMITATIONS OF CEO’S POWER**
- Any acquisition or sale of over €250 million to be approved by the Board
## AUDIT & RISKS

<table>
<thead>
<tr>
<th>Independence rate: 75%</th>
</tr>
</thead>
<tbody>
<tr>
<td>5 meetings in 2019</td>
</tr>
<tr>
<td>Attendance rate: 95%</td>
</tr>
<tr>
<td>Main areas of focus:</td>
</tr>
<tr>
<td>✓ Preparation of financials</td>
</tr>
<tr>
<td>✓ Conduct of statutory audit</td>
</tr>
<tr>
<td>✓ Capital allocation &amp; dividend proposal</td>
</tr>
<tr>
<td>✓ Efficiency of internal control and risk management systems</td>
</tr>
<tr>
<td>✓ Risk identification &amp; follow-up</td>
</tr>
</tbody>
</table>

### GOVERNANCE & REMUNERATIONS

<table>
<thead>
<tr>
<th>Independence rate: 80%</th>
</tr>
</thead>
<tbody>
<tr>
<td>5 meetings in 2019 + 1 joint with HR/CSR Comm.</td>
</tr>
<tr>
<td>Attendance rate: 100%</td>
</tr>
<tr>
<td>Main areas of focus:</td>
</tr>
<tr>
<td>✓ Board composition</td>
</tr>
<tr>
<td>✓ Separation/combination of functions of Chairman &amp; CEO</td>
</tr>
<tr>
<td>✓ CEO’s succession</td>
</tr>
<tr>
<td>✓ Board assessment</td>
</tr>
<tr>
<td>✓ Corporate officers’ compensation</td>
</tr>
</tbody>
</table>

### HR & CSR

<table>
<thead>
<tr>
<th>Independence rate: 75%*</th>
</tr>
</thead>
<tbody>
<tr>
<td>4 meetings in 2019 + 1 joint meeting with Gov. &amp; rem. Comm.</td>
</tr>
<tr>
<td>Attendance rate: 100%</td>
</tr>
<tr>
<td>Main areas of focus:</td>
</tr>
<tr>
<td>✓ Remuneration policy of Group’s executives</td>
</tr>
<tr>
<td>✓ Major HR &amp; CSR policies</td>
</tr>
<tr>
<td>✓ Pay-equity ratio</td>
</tr>
<tr>
<td>✓ Sustainability strategy, assessment and performance</td>
</tr>
</tbody>
</table>

### INVESTMENT

<table>
<thead>
<tr>
<th>Independence rate: 100%*</th>
</tr>
</thead>
<tbody>
<tr>
<td>2 meetings in 2019</td>
</tr>
<tr>
<td>Attendance rate: 100%</td>
</tr>
<tr>
<td>Main areas of focus:</td>
</tr>
<tr>
<td>✓ Follow-up of investment projects and opportunities</td>
</tr>
<tr>
<td>✓ Reconfiguration and consolidation scenarii in the sector</td>
</tr>
<tr>
<td>✓ Portfolio review</td>
</tr>
</tbody>
</table>

### DIGITAL

<table>
<thead>
<tr>
<th>Independence rate: 100%</th>
</tr>
</thead>
<tbody>
<tr>
<td>3 meetings in 2019 + 1 joint with Audit comm.</td>
</tr>
<tr>
<td>Attendance rate: 100%</td>
</tr>
<tr>
<td>Summary of activities:</td>
</tr>
<tr>
<td>✓ Digital offerings &amp; initiatives</td>
</tr>
<tr>
<td>✓ Digital-related risks</td>
</tr>
<tr>
<td>✓ Digital performance measurement</td>
</tr>
<tr>
<td>✓ Digital customer experience &amp; sales enablement</td>
</tr>
</tbody>
</table>

* To the exclusion of the director representing the employee shareholders and the director representing the employees as per AFEP-MEDEF Code.
As per Schneider Electric’s Articles of Association, the appointment of a Vice-Chairman Lead Independent Director is compulsory when the Chairman and CEO roles are combined (art. 12.2). The duties of the Vice-Chairman Independent Lead Director are detailed in the Internal Rules of the board of directors. They include the direct engagement with the shareholders on governance issues.

**VICE-CHAIRMAN: INDEPENDENT LEAD DIRECTOR**

- Appointed by the Board
- Chairperson of the Governance and Remunerations committee
- **Role and responsibilities**
  - To prepare the *agenda* for Board meetings with the Chairman and CEO
  - To *chair* “executive sessions” and report thereon to the Chairman
  - To *lead* the Board’s assessment and determination process regarding the Corporate Officers’ compensation
  - To *meet shareholders* and *report* investors’ sentiment and expectations
  - To *report* on his activity at the Shareholders’ General Meeting

**Shareholder engagement in 2019**

- **2 campaigns on Governance:**
  - one before the shareholders’ meeting to present the 2019 GM resolutions;
  - one in the fall semester to exchange views on topical themes of corporate governance that do not materialize in resolutions
- In total, **28** face-to-face or phone meetings covering ~40% of the share capital
- Report to the Board thereon
2019 Board Assessment outcome

- **Overall assessment:**
  - For 85% of respondents (vs. 73% in 2018) and 100% response rate, the Board effectiveness was found to have improved; none is of the opinion that it has deteriorated.

- **Alignment with strategy**
  - The Board members specifically appreciated the quality of the 2019 Strategy session deemed valuable and insightful.

- **Leadership**
  - The Chairman’s leadership is very much appreciated, and his openness and transparency are praised. The tandem Chairman & CEO – Vice-Chairman LID works extremely well and is found to fit perfectly the company’s needs.

- **Knowledge of the business and on-boarding programme**
  - Given the relatively significant number of recent joiners (4 in 2 years), the individual level of knowledge of the business and the industry differs between the members but the robust on-boarding programme is addressing the issue.

- **Assessment of Board members’ individual contribution:**
  - In conformity with revised AFEP-MEDEF Code, the assessment included a 360° individual assessment of each Board member in his/her capacity (chairman, vice-chairman LID, committee chair, director).
  - Individual feedback was provided by the Vice-chairman LID. The Chairs of the committees are found committed and efficient and no noticeable issue was brought to light.

- **2020 Board assessment:** will be performed with the assistance of an independent & external expert.
Board composition perspectives for the 2020 AGM

- **Vice-chairman lead independent director**
  - Leo Apotheker's third term comes for renewal in April 2020. He is a candidate to pursue as a non-independent director (12th resolution).
  - Member of the Board since 2008 and Vice-chairman lead independent director and Chair of the Governance and remunerations committee since 2014, Leo Apotheker is also a member of the Digital committee. He has strong skills in digital and specially software (ex CEO of SAP) and recognized financial expertise. The Board would like him to chair the Investment committee when Fred Kindle becomes the Vice-chairman. In 2019, his attendance rate to the Board meetings is 86% (only 1 absence, excused).
  - Proposed successor as Lead independent director: Fred Kindle, whose term is proposed to be renewed – see biography next page (14th resolution).
  - His attendance rate to the Board meetings in 2019 is 100%.

- **2 other candidates whose term comes for renewal are supported by the Board of directors:**
  - **Cecile Cabanis** (13th resolution): Cecile was elected at Schneider Electric's Board in 2016 and chairs the Audit and risks committee since 2017. She has a strong financial and industrial expertise (CFO of Danone). Her attendance rate to the Board meetings in 2019 is 86% attendance (only 1 absence, excused). She is an independent director.
  - **Willy Kissling** (15th resolution): member of the Board since 2001, no longer independent as per the AFEP-MEDEF Code but with a strong independent mindset, Willy Kissling participates actively to the works of the Audit and risks committee, the Governance and remunerations committee and the Human resources & CSR committee. He has an in-depth knowledge of all the Group’s businesses and contributes to the Board diversity in terms of tenure. He attended 100% of the Board meetings in 2019.
New Vice-chairman lead independent director: Fred Kindle

Location  Liechtenstein
Education  Graduate of the Swiss Federal Institute of Technology (ETH), Zurich, Switzerland
           Master of Business Administration (MBA), Northwestern University, Evanston, USA
Nationality  Swiss
Age  61
Term of office  First appointed in 2016
Committee memberships  Member of the Audit & risks committee since 2016; member of the Strategy committee in 2016-2017; Chair of the Investment committee since 2018; member of the Governance & remunerations committee since 2018

Career Summary
He then joined Sulzer AG in Switzerland, where he held various management positions. In 1999, he was appointed Chief Executive Officer of Sulzer Industries and in 2001, he became CEO of Sulzer AG.
After joining ABB Ltd in 2004, Fred Kindle was appointed Chief Executive Officer of the ABB Group, a position which he held until 2008. He then became a partner at Clayton, Dubilier & Rice LLP, a private equity fund based in London and New York. He is now an independent consultant and director in several companies.
One new candidate: Jill Lee

Location: Switzerland (Winterthur)

Education: Master of Business Administration (MBA), Nanyang Business School, Nanyang Technological University (Singapore)
Bachelor of Business Administration, National University of Singapore

Nationality: Singaporean
Age: 56

Career Summary
Ms. Lee began her career in finance in 1986 at AT&T and Tyco Electronics in Singapore. In 1990, she joined Siemens where she held various operational and financial positions, including Regional Chief Financial Officer for China and North-East Asia in 2004 (Beijing). Then as global Chief Diversity Officer from 2008 to 2010, based in Munich, she led a strategic CEO-initiative to foster talent diversity and international leadership. In 2012, she joined ABB as Regional Chief Financial Officer responsible for China and North-Asia until 2014 (Beijing) before leading the company’s strategic transformation program from 2015 to 2017 at ABB’s Swiss headquarters. Ms. Lee has been the Group Chief Financial Officer of Sulzer Ltd since April 2018. Ms. Lee is also a member of the Supervisory Board of the Dutch leading lighting company Signify Ltd (formerly Philips Lighting) till 2021 at the latest.

In addition to her strong financial skills, Jill Lee brings to the board her perfect knowledge of the Group’s businesses and a great practice of Asian markets. She has joined the as non voting member on 1st January 2020 and is expected to contribute to the works of the audit and risks committee.
Board diversity after the GM, should the proposals be approved

<table>
<thead>
<tr>
<th>Directors</th>
<th>Independent directors</th>
<th>Women directors*(1)</th>
<th>Employee directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>13</td>
<td>8</td>
<td>42%</td>
<td>2</td>
</tr>
</tbody>
</table>

(73%)

Average age of directors: 59

Board members spread across all geographies:
- North America (3)
- Europe (5)
- France (3)
- Asia (2)

Board expertise:
- Accounting/financial skills (10)
- Industrial expertise (8)
- Digital expertise (5)
- Deep knowledge of NAM market (5)
- Deep knowledge of Asian market (5)

* To the exclusion of the director representing the employee shareholders and the director representing the employees.
** Excluding CEO.
(1) To the exclusion of the employees' representative.
Compensation policy applicable to non-executive directors
(including Vice-Chairman Independent Lead Director’s special compensation)  

Maximum amount: €2,500,000

Note: total awarded for 2019: €1.8mln

Proposal: no change from 2019

Allocation rules:

- for members of the Board and incoming non-voting members:
  - a fixed sum of €25,000 (prorated, where appropriate, for any term that starts or ends during the year);
  - for the Chairperson of the Audit & risks committee, an additional fixed amount of €20,000;
  - for the Chair of the HR & CSR committee, for the Chair of the Investment committee and for the Chair of the Digital committee, an additional fixed amount of €15,000 on a full year basis
  - for the Vice-chairman Lead Independent director, an additional special amount of €250,000;
  - an additional amount of €7,000 per meeting of the Board and €4,000 per meeting of a committee;
- for exiting non-voting members, a fixed fee of €20,000 (prorated where appropriate);
- a compensation for travel time fixed at €5,000 per session for inter-continental travel and €3,000 per session for intra-continental travel.
<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>2019 in brief</td>
</tr>
<tr>
<td>2</td>
<td>Update on Covid-19 and AGM</td>
</tr>
<tr>
<td>3</td>
<td>Governance highlights and proposals</td>
</tr>
<tr>
<td>4</td>
<td>Compensation</td>
</tr>
<tr>
<td>5</td>
<td>Others</td>
</tr>
</tbody>
</table>

Exhibits
EU Shareholders’ Right Directive (SRD) has been incorporated into French law. The scope of shareholders’ control on compensation is strengthened, beyond the prescriptions of the SRD.

- **Double annual binding vote**, maintained:
  - *Ex-ante*: on the compensation policy
  - *Ex-post*: on the compensation awarded for the financial year (“SoP”)

- **Holding of variable cash compensation payment till approval by the shareholders**, maintained

- **Application of former policy in case of shareholders’ dissent**, maintained

### Changes for the 2020 AGM

- **Incorporation in the compensation policy of all components of the corporate officers’ remuneration**, including the severance package, so far also separately subject to shareholders’ approval under the regulated agreements

- **Scope extended to directors**, whose attendance fees will be subject to annual binding vote from shareholders (*Note: share-based fees to directors are prohibited in France*)

- **Ex-post** vote to also include compensation paid during the financial year, which includes the variable compensation awarded for the former financial year

- In addition to compensation policy and SOP, shareholders to vote on the compensation report

- Payment of attendance fees to directors to be **suspended** in case the compensation report is rejected; **forfeited** in case next report, including a revised policy, is rejected
## List of resolutions relating to compensation

<table>
<thead>
<tr>
<th>Resolution</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Auditors’ report on previous regulated agreements</td>
<td>4th</td>
</tr>
<tr>
<td>Auditors’ report on new regulated agreement relating to the E. Babeau’s departure</td>
<td>5th (linked to 10th resolution)</td>
</tr>
<tr>
<td>Ex-post vote for JP. Tricoire, Chairman and CEO</td>
<td>7th</td>
</tr>
<tr>
<td>Ex-post vote for E. Babeau, Deputy CEO</td>
<td>8th</td>
</tr>
<tr>
<td>2020 Compensation policy for JP. Tricoire</td>
<td>9th</td>
</tr>
<tr>
<td>2020 Compensation policy and compensation awarded for E. Babeau</td>
<td>10th</td>
</tr>
<tr>
<td>2020 compensation policy for the non executive directors</td>
<td>11th</td>
</tr>
<tr>
<td>Compensation report</td>
<td>6th</td>
</tr>
</tbody>
</table>
Since the PACTE law, exclusion of the regulated “commitments” from the perimeter of the special report: only regulated “agreements” are subject to this procedure and shall be reported in the auditors’ special report.

In 2019, there was no amendment of the regulated agreements previously approved.

These regulated agreements have not been implemented during the year.

Proposal of a new regulated agreement concerning the departure of Mr. Babeau, Deputy CEO, also submitted to the shareholders’ approval under the 10th resolution on his compensation for 2020 (presented in more details page 36).

For approval of the special report of the statutory auditors
PAY FOR PERFORMANCE: To reward individual and collective performance by aligning the levels of compensation with the Group’s results

1. **PRINCIPLE 1**

   Prevalence of variable components: circa 80% for CEO and 75% for Deputy-CEO (at target)

2. **PRINCIPLE 2**

   Performance evaluated via economic and measurable criteria

3. **PRINCIPLE 3**

   Financial and sustainability & transformational objectives fairly balanced and distributed between short term (Annual Incentive) and medium term (Performance Shares) components

ALIGNMENT WITH SHAREHOLDERS’ INTERESTS, via

4. **PRINCIPLE 4**

   Significant proportion of the total compensation delivered in shares

5. **PRINCIPLE 5**

   Performance conditions support Schneider Electric’s strategic priorities and are aligned with shareholders’ expectations

COMPETITIVENESS: To motivate and retain executives in a competitive international market

6. **PRINCIPLE 6**

   To benchmark the Corporate Officers’ compensation package ‘at target’ in the median range of the Company’s updated peer group (see details page 49)

7. **PRINCIPLE 7**

   To reference the CAC40 3rd quartile and the Stoxx Europe 50 median
OVERWEIGHTING OF SHARES

- 75% to 80% of the target compensation package is variable and based on performance

- Of which two thirds is delivered in the form of performance shares (around 50% of the whole package)

- Since 2016, performance period for acquisition of shares extended to 3 years

- Relative TSR kept as key external financial performance criteria

PERFORMANCE CONDITIONS IN LINE WITH SHAREHOLDERS’ EXPECTATIONS

- Performance conditions balanced between:
  - Group financial performance (Revenues, Adj. EBITA margin, EPS, cash conversion, Relative TSR) and extra-financial performance (SSI, SSERI)
  - Internal and external criteria

- Targets for Group performance criteria aligned with the KPIs communicated to the market

- Board discretion to adjust the formulaic outcome to reflect the corporate officers’ actual performance

Direct link between corporate officers’ compensation and shareholders’ interests.
## Corporate officers’ compensation – 2019 compensation policy approved at the GM

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>-</td>
<td>-</td>
<td>59.99% and 59.98%</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

**ex-post**

**Resolutions 5 (JPT) and 6 (EB): Compensation due to the Corporate Officers**

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>91.88% and 95.51%</td>
<td>88.73% and 91.65%</td>
<td>86.52% and 89.10%</td>
<td>2.21 – 2.55 points</td>
</tr>
</tbody>
</table>

**ex-ante**

**Resolutions 7 (JPT) et 8 (EB): Compensation policy of the Corporate Officers**

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>91.28% and 94.67%</td>
<td>71.67% and 73.67%</td>
<td>86.13% and 88.82%</td>
<td>14.46 – 15.15 points</td>
</tr>
</tbody>
</table>

**Improvement of 14.86 & 15.43 points from the 2018 policy vote**
The Annual Incentive for the financial year 2018 was paid in 2019 after approval by the shareholders at the Annual Shareholders’ Meeting of 25 April 2019 of the 5th resolution relating to the compensation paid, due or awarded to Jean-Pascal Tricoire in respect of the 2018 financial year. Hence, the total compensation in cash actually paid in the financial year 2019 to Jean-Pascal Tricoire amounts to €2,966,846 (Base salary 2019 + Annual incentive 2018 + Fixed portion of pension benefit for 2019 + Variable portion of pension benefit for 2018). Likewise, in accordance with article L225-100 III of the French Commercial Code, the variable elements in cash awarded to Jean-Pascal Tricoire for the financial year 2019 will only be paid in 2020, subject to their prior approval by the shareholders at the Annual Shareholders’ Meeting of 23 April 2020 under the 7th resolution.

(1) The Annual Incentive for the financial year 2018 was paid in 2019 after approval by the shareholders at the Annual Shareholders’ Meeting of 25 April 2019 of the 5th resolution relating to the compensation paid, due or awarded to Jean-Pascal Tricoire in respect in respect of the 2018 financial year. Hence, the total compensation in cash actually paid in the financial year 2019 to Jean-Pascal Tricoire amounts to €2,966,846 (Base salary 2019 + Annual incentive 2018 + Fixed portion of pension benefit for 2019 + Variable portion of pension benefit for 2018). Likewise, in accordance with article L225-100 III of the French Commercial Code, the variable elements in cash awarded to Jean-Pascal Tricoire for the financial year 2019 will only be paid in 2020, subject to their prior approval by the shareholders at the Annual Shareholders’ Meeting of 23 April 2020 under the 7th resolution.

(2) Value of performance shares granted during financial year – as per AFEP/MEDEF Code methodology, compensation is presented on a reported basis. Benefits of all kind for the financial year include performance shares granted during the financial year, the performance period of which has not elapsed. The value of performance shares corresponds to the number of shares granted, before reduction on account of performance, multiplied by the share price determined in line with IFRS 2 accounting standards.

(3) Value of performance shares deemed vested during the financial year – In order to facilitate the analyses, the benefits of all kind are also presented on realized value basis, where the value of performance shares corresponds to the actual number of shares (granted in previous years) deemed vested at the end of the financial year, after reduction for performance conditions, multiplied by the share price on December 31, 2019.

### Outcome of the 2019 compensation policy:

**Compensation granted to J.-P. Tricoire, Chairman & CEO**

(7th resolution)

#### Key points:

- **No salary increase in 2019, as per policy approved at the 2019 AGM**
- **2019 Annual Incentive – 171.7% of salary, based on an achievement rate of 132.1%**
- **60,000 performance shares granted in 2019, as approved – unchanged from 2018**
- **99.54% realized on performance shares granted in 2017 – a reduction of 0.46%**

### Jean-Pascal Tricoire
Chairman & Chief Executive Officer

<table>
<thead>
<tr>
<th></th>
<th>Compensation &amp; Benefits awarded for financial year</th>
<th>Euro</th>
<th>2019</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>A. CASH COMPENSATION</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Base salary</td>
<td>1,000,000</td>
<td></td>
<td>1,000,000</td>
<td>1,000,000</td>
<td></td>
</tr>
<tr>
<td>Annual Incentive (1)</td>
<td>1,717,300</td>
<td></td>
<td>1,489,800</td>
<td>1,717,300</td>
<td></td>
</tr>
<tr>
<td>Compensation in relation to the director’s office</td>
<td>0</td>
<td></td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td><strong>SUBTOTAL (A) CASH</strong></td>
<td></td>
<td></td>
<td>2,717,300</td>
<td>2,489,800</td>
<td>2,717,300</td>
</tr>
<tr>
<td><strong>B. BENEFITS OF ALL KIND</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Valuation of performance shares</td>
<td>3,230,340 (2)</td>
<td></td>
<td>3,281,280 (2)</td>
<td>5,464,836 (3)</td>
<td></td>
</tr>
<tr>
<td>Other benefits</td>
<td>36,218</td>
<td></td>
<td>11,772</td>
<td>36,218</td>
<td></td>
</tr>
<tr>
<td><strong>SUBTOTAL (B) BENEFITS OF ALL KIND</strong></td>
<td></td>
<td></td>
<td>3,266,558</td>
<td>3,293,052</td>
<td>5,501,058</td>
</tr>
<tr>
<td><strong>C. PENSION CASH BENEFIT</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Complementary payment for pension building (fixed)</td>
<td>191,600</td>
<td></td>
<td>191,600</td>
<td>191,600</td>
<td></td>
</tr>
<tr>
<td>Complementary payment for pension building (variable)</td>
<td>329,036</td>
<td></td>
<td>285,446</td>
<td>329,036</td>
<td></td>
</tr>
<tr>
<td><strong>SUBTOTAL (C) PENSION CASH BENEFIT</strong></td>
<td></td>
<td></td>
<td>520,635</td>
<td>477,046</td>
<td>520,635</td>
</tr>
<tr>
<td><strong>D. EXCEPTIONAL COMPENSATION</strong></td>
<td></td>
<td></td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>TOTAL COMPENSATION &amp; BENEFITS</strong></td>
<td></td>
<td></td>
<td>6,504,493</td>
<td>6,259,898</td>
<td>8,738,991</td>
</tr>
</tbody>
</table>

(1) The Annual Incentive for the financial year 2018 was paid in 2019 after approval by the shareholders at the Annual Shareholders’ Meeting of 25 April 2019 of the 5th resolution relating to the compensation paid, due or awarded to Jean-Pascal Tricoire in respect in respect of the 2018 financial year. Hence, the total compensation in cash actually paid in the financial year 2019 to Jean-Pascal Tricoire amounts to €2,966,846 (Base salary 2019 + Annual incentive 2018 + Fixed portion of pension benefit for 2019 + Variable portion of pension benefit for 2018). Likewise, in accordance with article L225-100 III of the French Commercial Code, the variable elements in cash awarded to Jean-Pascal Tricoire for the financial year 2019 will only be paid in 2020, subject to their prior approval by the shareholders at the Annual Shareholders’ Meeting of 23 April 2020 under the 7th resolution.

(2) Value of performance shares granted during financial year – as per AFEP/MEDEF Code methodology, compensation is presented on a reported basis. Benefits of all kind for the financial year include performance shares granted during the financial year, the performance period of which has not elapsed. The value of performance shares corresponds to the number of shares granted, before reduction on account of performance, multiplied by the share price determined in line with IFRS 2 accounting standards.

(3) Value of performance shares deemed vested during the financial year – In order to facilitate the analyses, the benefits of all kind are also presented on realized value basis, where the value of performance shares corresponds to the actual number of shares (granted in previous years) deemed vested at the end of the financial year, after reduction for performance conditions, multiplied by the share price on December 31, 2019.
The annual incentive achievement rate reflects the very good performance realized in 2019

<table>
<thead>
<tr>
<th>2019 performance criteria</th>
<th>Weight (%)</th>
<th>Threshold 0%</th>
<th>Target 100%</th>
<th>Maximum 200%</th>
<th>Achievement rate (weighted)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Group financial indicators (80%)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Organic Sales growth, %</td>
<td>40%</td>
<td>1.6%</td>
<td>4.6%</td>
<td>7.6%</td>
<td>34.7%</td>
</tr>
<tr>
<td>Adjusted EBITA margin improvement (org.)</td>
<td>30%</td>
<td>+0pts</td>
<td>+0.5pts</td>
<td>+1.0pts</td>
<td>42.0%</td>
</tr>
<tr>
<td>Cash Conversion rate, %</td>
<td>10%</td>
<td>80%</td>
<td>95%</td>
<td>110%</td>
<td>20.0%</td>
</tr>
<tr>
<td><strong>Sustainability (6%)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Schneider Sustainability Impact (score)</td>
<td>20%</td>
<td>6</td>
<td>7</td>
<td>8</td>
<td>35.4%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>100%</td>
<td></td>
<td></td>
<td></td>
<td>132.1%</td>
</tr>
</tbody>
</table>

As a result, the 2019 Annual Incentive pay-out for the corporate officers stands as follows:

<table>
<thead>
<tr>
<th>Corporate officer</th>
<th>Target Pay-out as a % of salary</th>
<th>Achievement rate as a % of target</th>
<th>2019 Actual Pay-out as a % of salary</th>
<th>Amount (€)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jean-Pascal Tricoire</td>
<td>130%</td>
<td>132.1%</td>
<td>171.7%</td>
<td>€ 1,717,300</td>
</tr>
<tr>
<td>Emmanuel Babeau</td>
<td>100%</td>
<td>132.1%</td>
<td>132.1%</td>
<td>€ 898,280</td>
</tr>
</tbody>
</table>
Outcome of the 2019 compensation policy:
Compensation granted to E. Babeau, Deputy CEO

<p>| Emmanuel Babeau | Compensation &amp; Benefits awarded for financial year |  |</p>
<table>
<thead>
<tr>
<th>Deputy Chief Executive Officer</th>
<th>Reported</th>
<th>2019</th>
<th>2018</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>A. CASH COMPENSATION</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Base salary</td>
<td>€680,000</td>
<td>€680,000</td>
<td>€680,000</td>
<td></td>
</tr>
<tr>
<td>Annual incentive (1)</td>
<td>€868,280</td>
<td>€779,280</td>
<td>€898,280</td>
<td></td>
</tr>
<tr>
<td>Compensation in relation to the director’s office</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td><strong>SUBTOTAL (A) CASH</strong></td>
<td>€1,578,280</td>
<td>€1,459,280</td>
<td>€1,578,280</td>
<td></td>
</tr>
<tr>
<td><strong>B. BENEFITS OF ALL KIND</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Valuation of performance shares</td>
<td>€1,399,814(2)</td>
<td>€1,421,888(2)</td>
<td>€2,368,203(2)</td>
<td></td>
</tr>
<tr>
<td>Other benefits (3)</td>
<td>€13,544</td>
<td>€8,598</td>
<td>€13,944</td>
<td></td>
</tr>
<tr>
<td><strong>SUBTOTAL (B) BENEFITS OF ALL KIND</strong></td>
<td>€1,413,358</td>
<td>€1,430,476</td>
<td>€2,382,147</td>
<td></td>
</tr>
<tr>
<td><strong>C. PENSION CASH BENEFIT</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Complementary payment for pension building (fixed)</td>
<td>€153,300</td>
<td>€153,300</td>
<td>€153,300</td>
<td></td>
</tr>
<tr>
<td>Complementary payment for pension building (variable)</td>
<td>€202,509</td>
<td>€175,682</td>
<td>€202,509</td>
<td></td>
</tr>
<tr>
<td><strong>SUBTOTAL (C) PENSION CASH BENEFIT</strong></td>
<td>€355,809</td>
<td>€329,982</td>
<td>€355,809</td>
<td></td>
</tr>
<tr>
<td><strong>D. EXCEPTIONAL COMPENSATION</strong></td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL COMPENSATION &amp; BENEFITS</strong></td>
<td>€3,347,847</td>
<td>€3,210,748</td>
<td>€4,316,236</td>
<td></td>
</tr>
</tbody>
</table>

(1) The Annual Incentive for the financial year 2018 was paid in 2019 after approval by the shareholders at the Annual Shareholders’ Meeting of 25 April 2019 of the 6th resolution relating to the compensation paid, due or awarded to Emmanuel Babeau in respect of the 2018 financial year. Hence, the total compensation in cash actually paid in the financial year 2019 to Emmanuel Babeau amounts to €1,788,262 (Base salary 2019 + Annual incentive 2018 + Fixed portion of pension benefit for 2019 + Variable portion of pension benefit for 2018). Likewise, in accordance with article L225-100 III of the French Commercial Code, the variable elements in cash awarded to Emmanuel Babeau for the financial year 2019 will only be paid in 2020, subject to their prior approval by the shareholders at the Annual Shareholders’ Meeting of 23 April 2020 under the 8th resolution.

(2) Value of performance shares granted during financial year – as per AFEP/MEDEF Code methodology, compensation is presented on a reported basis. Benefits of all kind for the financial year include performance shares granted during the financial year, the performance period of which has not elapsed. The value of performance shares corresponds to the number of shares granted, before reduction on account of performance, multiplied by the share price determined in line with IFRS 2 accounting standards

(3) Value of performance shares deemed vested during the financial year – In order to facilitate the analyses, the benefits of all kind are also presented on realized value basis, where the value of performance shares corresponds to the actual number of shares (granted in previous years) deemed vested at the end of the financial year, after reduction for performance conditions, multiplied by the share price on December 31, 2019.

Key points:

- No salary increase in 2019, as per policy approved at the 2019 AGM
- 2019 Annual Incentive – 132.1% of salary, based on an achievement rate of 132.1%
- 26,000 performance shares granted in 2019, as approved – unchanged
- 99.54% realized on performance shares granted in 2017 – a reduction of 0.46%
The corporate officers’ compensation is strongly aligned with the returns to shareholders.

Share price and enterprise value growth over 10 years (re-based to 100)

Jean-Pascal Tricoire

Emmanuel Babeau

Note: Total comp. for 2018 and 2019 are presented “at target” for long-term variable compensation.
The ‘at target’ compensation packages granted to corporate officers are in line with Company’s peer group target pay mix while more geared towards variable compensation.
The 3 executive compensation pillars (Pay-for-Performance, Alignment with shareholders’ interest and Competitiveness) and 7 principles applied in 2019 continue to provide market competitive pay, ensuring altogether a strong link between pay and performance, strong alignment with shareholders’ interest and long-term focus.

Integration of the concerns raised by certain shareholders:

- Reiteration of the 3 pillars and 7 principles
- No change in the structure and quantum:
  - No salary increase
  - No increase to Annual Incentive % at target
  - No increase to the maximum share award
  - Prohibition of one-off awards

- First implementation of the LTIP new performance criteria: no redundancy with the STIP and stretching acquisition scales
- Ambition for excellence and leadership in sustainability (SSERI)
- Removal of the pension benefits from the calculation of severance indemnity
Annual Incentive  (no change)

- 4 Performance criteria
  - 40% Group Sales growth (org.)
  - 30% Adj. EBITA margin improvement (org.)
  - 20% Schneider Sustainability Impact
  - 10% Group Cash conversion

- All measurable and audited

- Focus on the execution of the Group’s strategic goals: delivering growth and increase the profitability while ensuring more sustainability and enabling returns to shareholders in cash

- Maintaining a good proportion of financial and Sustainability objectives

- Target setting strengthened, with 100% of award to be earned only for stretching performance

- Board’s discretion subject to shareholders’ control

Performance Shares  (new structure < 2019 AGM)

- 3Y performance period + 1Y additional holding period for the shares granted to the Corporate Officers in consideration for their office (30% of total)

- New performance criteria from 2020 within the scope of the authorization granted in 2019:
  - 40% Adj. EPS improvement
  - 35% Relative TSR: vs. peer group of 12 companies for 50% and vs. CAC40 for 50%
  - 25% Schneider Sustainability External and Relative Index (see details page 50)

- All measurable and audited

- 60% of external relative criteria (TSR and SSERI)

- TSR Pay-out scale made more stringent: no payment below rank 7 against the panel and no payment below median against the CAC40
KEY TERMS OF THE PROPOSED NEW AGREEMENT:

- Non-compete commitment extended to **2 years** and to companies from the **technology and engineering sectors** – covers all forms of executive and non-executive positions

- **Additional restrictive covenants** for 2 years, incl. the obligation to cooperate to administrative and judicial proceedings

- **No payment of non-compete indemnity** *(cost and cash savings: €1.5mln social charges included)*

- **Right to retain unvested shares granted on a prorated basis**, representing a maximum of 27,445 shares subject to performance conditions assessed over the FY 2020 and 2021
  - Cost impact for the company: accrual expenses at IFRS value: **maximum €1.5mln** if 100% vests - actual number depends upon the attainment rate of the performance conditions
  - Cash impact for the company: **nil**.

- Shares subject to satisfaction of the non-compete and other covenants for 2 years.

- **Annual incentive**: amount prorated for time and at target (100%), payable at his departure after the 2020 AGM, as per the Group practice.

**The proposed agreement represents more protection for the Group, with no additional cost & no cash out**
Approval of the report on executive and non executive compensation including:

- Detailed quantitative and qualitative information on the 2019 compensation, already detailed by Schneider Electric
- How the vote at the last AGM was taken into account, already detailed by Schneider Electric
- Directors’ fees, already detailed by Schneider Electric
- New: the ratios between the compensation of managers and employees of the company and their evolution over 5 years, taking into account the evolution of key indicators

For approval of the report
<table>
<thead>
<tr>
<th>1</th>
<th>2019 in brief</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>Update on Covid-19 and AGM</td>
</tr>
<tr>
<td>3</td>
<td>Governance highlights and proposals</td>
</tr>
<tr>
<td>4</td>
<td>Compensation</td>
</tr>
<tr>
<td>5</td>
<td>Others</td>
</tr>
</tbody>
</table>

Exhibits
Financial authorizations

- Continuation of the share buyback program with a maximum price of €150 per share

- Renewal of authorizations to maintain employee share ownership schemes in France and abroad
Amendments to the Articles of Association

(18th and 19th resolutions)

**Objective:** Compliance with the new legislative provisions, notably as a result of PACTE:

- Reduction to 8 of the threshold triggering the appointment of a second employee representative to the Board; in the case of Schneider Electric (European Company), he/she must be appointed by the European Works Council within 6 months of the change of the Articles of Association

- Other minor statutory amendments to align the wording and the legal references to the new provisions
1 2019 in brief
2 Update on Covid-19 and AGM
3 Governance highlights and proposals
4 Compensation
5 Others

Exhibits
Record financial performance

Setting all-time high levels

Revenues
€27.2 billion
Up +4.2% org.

Adj. EBITA
€4.2 billion
Up +8.7% org.

Adjusted Net Income
€2.9 billion
Up +14%

Free Cash Flow
€3.5 billion
Up +65% *

Proposed dividend**
€2.55 per share +8.5%

Total Shareholder Return
c. +60% in 2019
Rank: #1 among direct peers***

* €3.2bn, up +52% on a like-for-like basis, adjusting for IFRS16
** subject to Shareholder approval on April 23, 2020
*** 11 peers as considered for long-term incentive plan

© 2019 Schneider Electric, All Rights Reserved | Page 42
Both synergetic businesses contributing...

- Energy Management:
  - €27bn, +4.2%
  - Group FY 2019 revenues org.
  - +5.2% FY org. sales growth
  - C.+80bps org.
  - 18.4%
  - Adj. EBITA margin

- Industrial Automation:
  - €6 billion
  - +1.1% FY org. sales growth
  - C.+30bps org.
  - 18.1%
  - Adj. EBITA margin

* +0.8% org. without adjusting for US Panels impact
Developing a differentiated DNA
Measuring our progress in sustainability, social responsibility, innovation & performance

Our Employer Value Proposition

MEANINGFUL

Sustainability

INCLUSIVE

People

EMPOWERED

Innovation

Our External Recognitions

Extract from FY Presentation
Proving our sustainability technologies and commitments at Schneider

Schneider Sustainability Impact: 7.7/10 in Q4
(against December 2019 target of 7 / 10)

Carbon commitments

- Carbon neutrality in 2025 in our extended ecosystem
- Net Zero operational emissions by 2030
- Net Zero supply chain by 2050

Trusted & committed partners

- Suppliers’ Human Rights & Environment commitment
  +3.7 pts /100 in avg. score of ISO26000 assessment for strategic suppliers (target of +5.5 pts/100 by 2020)

- Impact on our communities
  246,268 underprivileged people trained in energy management (target of 400,000 by 2020)
We have consistently delivered on our financial commitments Exceeding the targets set in 2016

**What we committed to (2017-2019)**

<table>
<thead>
<tr>
<th>Metric</th>
<th>Target</th>
</tr>
</thead>
<tbody>
<tr>
<td>Organic revenues</td>
<td>+3% on average&lt;sup&gt;1&lt;/sup&gt;</td>
</tr>
<tr>
<td>Organic Adj. EBITA</td>
<td>+20bps to +50bps on average</td>
</tr>
<tr>
<td>Organic growth Adj. EBITA</td>
<td>+4% to +7% yearly average</td>
</tr>
</tbody>
</table>

**What we delivered**

- +4.7% org.<sup>2</sup>
- c. +70bps
- +9.4%

---

1. Excluding MV
2. Including MV

On track for c. +200 bps margin expansion 2019-2021 (pre-FX)
Progressive dividend policy (payout ratio c. 50%)

Proposed dividend: €2.55 per share, up +8.5%

Dividend per share (€)

- 2016: 2.04
- 2017: 2.20
- 2018: 2.35
- 2019\(^1\): 2.55

C. +7.7% CAGR

Subject to shareholder approval in AGM
Total Shareholder Return +69% ; SE #1 over a 3-year period (from Jan 2017 to Feb 20, 2020)

**SE Ranking among 11 competitors, base 100: January 2017**

- **TSR over 1 year (2017):** +10%
- **TSR over 2 years (2017 and 18):** -4%
- **TSR over 3 years (2017 to 19):** +50%
- **TSR over 3 years (2017 to Feb 20):** +69%

**c. +69% from Jan 1, 2017 to Feb 20, 2020**

```
Jan 17  Jan 18  Jan 19  Dec 19
Feb 20, 2020
```

```
100
```

Investor Relations - Schneider Electric

Factset: from Jan 1, 2017 to February 20, 2020
## 2019 International Peer Group

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>ABB</td>
<td>ACS</td>
<td>Dassault Systèmes</td>
<td>Airbus Group</td>
<td>Eaton</td>
<td>Autodesk</td>
</tr>
<tr>
<td>Atlas Copco</td>
<td>Lafarge Holcim</td>
<td>Hexagon</td>
<td>Air Liquide</td>
<td>Emerson</td>
<td>PTC</td>
</tr>
<tr>
<td>Legrand</td>
<td>Saint-Gobain</td>
<td>SAP</td>
<td>Bayer</td>
<td>Honeywell</td>
<td></td>
</tr>
<tr>
<td>Siemens</td>
<td>Vinci</td>
<td>TE Connectivity</td>
<td>Thyssenkrupp</td>
<td>Johnson Controls</td>
<td></td>
</tr>
<tr>
<td>CNH Industrial</td>
<td></td>
<td></td>
<td></td>
<td>Rockwell Automation</td>
<td></td>
</tr>
</tbody>
</table>
## 2020 LTIP Targets | SSERI

<table>
<thead>
<tr>
<th>Criteria</th>
<th>Weight (%)</th>
<th>Sustainability Index</th>
<th>Threshold</th>
<th>Mid-point</th>
<th>Target/Maximum</th>
</tr>
</thead>
<tbody>
<tr>
<td>Pay-out %</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Relative Sustainability Index (25%)</td>
<td>25%</td>
<td>DJSIW</td>
<td>0%</td>
<td>50%</td>
<td>100% Sector Leader (#1)</td>
</tr>
<tr>
<td></td>
<td>25%</td>
<td>Euronext Vigeo</td>
<td>Not in World</td>
<td>Included in World</td>
<td>Included in World 120 OR Europe 120 index</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Included in World 120 &amp; Europe 120 index</td>
</tr>
<tr>
<td></td>
<td></td>
<td>FTSE4GOOD</td>
<td>Out</td>
<td>Included in Developed OR Environmental Leaders Europe 40 indexes</td>
<td>Included in Developed and Environmental Leaders Europe 40 indexes</td>
</tr>
<tr>
<td></td>
<td></td>
<td>CDP Climate Change</td>
<td>≤ C score</td>
<td>B score (25% payout at B-score)</td>
<td>A score (75% payout at A-score)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>DJSI</th>
<th>Euronext Vigeo</th>
<th>FTSE4GOOD</th>
<th>CDP Climate Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Covers 3 dimensions: economic, environmental and social.</td>
<td>Covers environment, community involvement, business behaviour, human rights, corporate governance, human resources.</td>
<td>Covers the complete range of E (Environment), S (Social), and G (Governance).</td>
<td>Covers climate change, water, forests and represents a major reference for climate change leadership globally.</td>
</tr>
<tr>
<td>3,400 companies assessed.</td>
<td>4,000 companies assessed.</td>
<td>4,700 companies assessed.</td>
<td>5,500 companies assessed.</td>
</tr>
</tbody>
</table>