May 5, 2022
Annual General Meeting
## 1. FY 2021: Financial highlights

<table>
<thead>
<tr>
<th></th>
<th>Sales</th>
<th>Adj. EBITA</th>
<th>Net Income</th>
<th>Adj. EPS</th>
<th>Operating Cash Flow</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>€29bn</td>
<td>€5bn</td>
<td>€3.2bn</td>
<td>€6.13</td>
<td>€4.5bn</td>
</tr>
<tr>
<td>Org. growth</td>
<td>+13%</td>
<td>17.3%</td>
<td>+51%</td>
<td>+30%</td>
<td>+22%</td>
</tr>
<tr>
<td>Adj. EBITA margin</td>
<td></td>
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</tr>
</tbody>
</table>
1. FY 2021: Exceeding pre-pandemic levels vs. 2019

<table>
<thead>
<tr>
<th></th>
<th>Sales</th>
<th>Adj. EBITA</th>
<th>Net Income</th>
</tr>
</thead>
<tbody>
<tr>
<td>Growth vs. FY19</td>
<td>+7%</td>
<td>+19%</td>
<td>+33%</td>
</tr>
</tbody>
</table>

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2. UKRAINE / RUSSIA – Schneider Electric response

1st priority: safety of people in Ukraine

- Schneider Electric employees (c. 180 people) and families (c. 300 people) have relocated outside of the country for 1/3 of them: Schneider Electric arranged for accommodation, schooling, and transport thanks to the mobilization of the local teams in neighboring countries
- For our employees remaining in Ukraine, Schneider is supporting and organizing supplies
- Schneider Electric will donate €4M of energy equipment as part of a WEF initiative to provide humanitarian relief to Ukraine, helping to restore power quickly and safely to affected regions/cities

Update on Business Activities

- In 2021, Ukraine and Russia represented around 2% of the Group’s revenues
- Since February 24, Schneider Electric has put on hold new investments as well as the international delivery of new project orders destined to Russia and Belarus
- Schneider Electric is complying with all applicable sanctions and regulations that are imposed in the various jurisdictions where the Group operates

Tomorrow Rising Ukraine Fund

- Contribution to the Tomorrow Rising Ukraine Fund: over €500k of donation from Schneider Electric employees + €400k of initial contribution from Schneider Foundation + €1M additional contribution from Schneider Electric (Schneider will continue to match euro-for-euro employee’s contributions)
- Proper distribution of funds organized based on specific and concrete needs (housing and settlement / hardship allowances, language lessons, legal and psychological support for those in and out of Ukraine)
- Schneider Electric Foundation is also setting up partnerships with NGOs that will deliver broader support to the affected Ukrainian community, starting with SOS attitude in Moldavia and SOS village d’enfants in Romania, Poland and Lithuania
3. Sustainability in 2021: Schneider Electric confirms its sustainability leadership

- **11th consecutive year in the list**
- **4th in 2022**

- Included in World 120 and Europe 120 indices

- Included in World 120 and Europe 120 indices

- The top 1% (among 50,000 companies)

- **Platinum medal**

- **A score 11th year in a row**

- 3rd in our industry

- Included in World index

- Performance of 4 rating agencies contribute to 25% of LTIP

- **2021 LTIP contribution**

  - 0% to 100%

  - **87.5%**
## Full year 2021 Results

### Q4 2021 results

<table>
<thead>
<tr>
<th>Objective</th>
<th>Baseline</th>
<th>Q4 2021</th>
<th>2025 Target</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CLIMATE</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Grow Schneider Impact revenues*&lt;sup&gt;2&lt;/sup&gt;</td>
<td>70%</td>
<td>71%</td>
<td>80%</td>
</tr>
<tr>
<td>2. Help our customers save and avoid millions of tonnes of CO&lt;sub&gt;2&lt;/sub&gt; emissions&lt;sup&gt;3&lt;/sup&gt;</td>
<td>263M</td>
<td>347M</td>
<td>800M</td>
</tr>
<tr>
<td>3. Reduce CO&lt;sub&gt;2&lt;/sub&gt; emissions from top 1,000 suppliers’ operations</td>
<td>0%</td>
<td>1%</td>
<td>50%</td>
</tr>
<tr>
<td><strong>RESOURCES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Increase green material content in our products</td>
<td>7%</td>
<td>11%</td>
<td>50%</td>
</tr>
<tr>
<td>5. Primary and secondary packaging free from single-use plastic and using recycled cardboard</td>
<td>13%</td>
<td>21%</td>
<td>100%</td>
</tr>
<tr>
<td><strong>TRUST</strong></td>
<td></td>
<td></td>
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<tr>
<td>6. Strategic suppliers who provide decent work to their employees&lt;sup&gt;4&lt;/sup&gt;</td>
<td>—</td>
<td>In progress</td>
<td>100%</td>
</tr>
<tr>
<td>7. Level of confidence of our employees to report unethical conduct&lt;sup&gt;5&lt;/sup&gt;</td>
<td>81%</td>
<td>+0pts</td>
<td>+10pts</td>
</tr>
<tr>
<td><strong>EQUAL</strong></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>8. Increase gender diversity in hiring (50%), front-line management (40%), and leadership teams (30%)</td>
<td>41/25/24</td>
<td>41/27/26</td>
<td>50/40/30</td>
</tr>
<tr>
<td>9. Provide access to green electricity to 50M people&lt;sup&gt;6&lt;/sup&gt;</td>
<td>30M</td>
<td>+4.2M</td>
<td>50M</td>
</tr>
<tr>
<td><strong>GENERATIONS</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10. Double hiring opportunities for interns, apprentices, and fresh graduates</td>
<td>4,939</td>
<td>x1.25</td>
<td>x2.00</td>
</tr>
<tr>
<td>11. Train people in energy management&lt;sup&gt;7&lt;/sup&gt;</td>
<td>281,737</td>
<td>328,359</td>
<td>1M</td>
</tr>
<tr>
<td><strong>LOCAL</strong></td>
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</tr>
<tr>
<td>+1 Country and Zone Presidents with local commitments that impact their communities</td>
<td>0%</td>
<td>100%</td>
<td>100%</td>
</tr>
</tbody>
</table>

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* Schneider Electric definition and methodology
1. 2021 baseline 3/10, 2025 target 10/10
2. Baseline 2019
3. Cumulated since 2018
4. Program in development
5. Baseline 2021
6. Cumulated since 2008
7. Cumulated since 2009

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3. SSI programs contribute to Schneider’s **Carbon Pledge**

**Carbon Pledge:**

- **Suppliers** (Scope 3 upstream)
- **SE’s Operations** (Scope 1&2)
- **Customers** (Scope 3 downstream)
- **Customers** (Scope 4)

**2025**
- Carbon neutral operations

**2030**
- Net-zero CO₂ operations
- -35% EtE

**2040**
- Carbon neutral value chain and products

**2050**
- Net-zero CO₂ supply chain

**Carbon footprint:**

- **8.2 Mt CO₂** (Suppliers)
- **0.3 Mt CO₂** (SE’s Operations)
- **60.7 Mt CO₂** (Customers)
- Saved & Avoided: **-83.6 Mt CO₂**

- - 58% since 2017

**Accelerating efforts on Scope 3 & 4 decarbonization**

- **SSI #3**
  - +2 emissions from top 1,000 supplier’s operations

- **SSI #2**
  - Save and avoid 800Mt of CO₂ emissions

2030 commitments are aligned with 1.5°C scenario and validated by the Science Based Targets initiative.
4. AGM’s Agenda (1/2) - ORDINARY SHAREHOLDERS’ MEETING

**FY2021 Financial statement**

1. Approval of statutory financial statements for the 2021 fiscal year
2. Approval of consolidated financial statements for the 2021 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
5. Reappointment of Mazars as statutory auditor; no reappointment and no replacement of Mr. Thierry Blanchetier as substitute statutory auditor
6. Appointment of PricewaterhouseCoopers Audit as statutory auditor; no reappointment and no replacement of Auditex as substitute statutory auditor

**Appointment of a new board of statutory auditors**

7. Approval of the information on the Directors’ and the Corporate officer’s compensation paid or granted for the fiscal year ending December 31, 2021 mentioned in Article L. 22-10-9 of the French Commercial Code
8. Approval of the components of the total compensation and benefits of all types paid during the 2021 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire
9. Approval of the Corporate Officer (Chairman and Chief executive officer)’s compensation policy
10. Approval of the Directors’ compensation policy
11. Renewal of the term of office of Mrs. Linda Knoll
12. Renewal of the term of office of Mr. Anders Runevad
13. Appointment of Mrs. Nivedita Krishnamurthy (Nive) Bhagat as a Director
14. Authorization granted to the Board of Directors to buy back Company shares

**Say on Pay ex-post**

- Approval of the information on the Directors’ and the Corporate officer’s compensation paid or granted for the fiscal year ending December 31, 2021 mentioned in Article L. 22-10-9 of the French Commercial Code
- Approval of the components of the total compensation and benefits of all types paid during the 2021 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire

**Say on Pay ex-ante**

- Approval of the Corporate Officer (Chairman and Chief executive officer)’s compensation policy
- Approval of the Directors’ compensation policy
- Renewal of the term of office of Mrs. Linda Knoll
- Renewal of the term of office of Mr. Anders Runevad
- Appointment of Mrs. Nivedita Krishnamurthy (Nive) Bhagat as a Director
- Authorization granted to the Board of Directors to buy back Company shares
4. AGM’s Agenda (2/2) - EXTRAORDINARY SHAREHOLDERS’ MEETING

Long Term Incentive Plan

15 Authorization granted to the Board of Directors to freely allocate shares to the employees or to a category of employees and/or the Corporate Officers of the Company or of companies affiliated therewith as part of the Long-Term Incentive Plan up to a limit of 2% of the share capital

Capital increase reserved to employees

16 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

17 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

Merger IGE+XOA

18 Review and approval of the plan to merge IGE+XAO into Schneider Electric

19 Powers for formalities
Total Shareholder Return SE #1 over a 3-year period*

1-YEAR TSR
c. +50%

3-YEAR TSR
c. +210%

* SE performance among 11 peers as considered for long-term incentive plan (base 100: January 1, 2019)
** Proposed dividend subject to Shareholder approval on May 5, 2022

€2.90**
Dividend per share
+12% vs. 2020

Progressive Dividend** for 12th year in a row

Payout ratio of c.50% of Adj. Net Income

x2.8

Schneider
Reappointment of Mazars and appointment of PricewaterhouseCoopers Audit

- Terms of office of Mazars and Ernst & Young et Autres as statutory auditors, and of Mr. Thierry Blanchetier and Auditex as substitute auditors expiring at the closing of the Annual Shareholders’ Meeting

- Selection process through a competitive process conducted by the Audit & Risks Committee which carefully examined the situation of the statutory auditors, in particular with regard to the quality of work carried out, the regular rotation of the two firms in the Group’s entities and the robust quality control procedures

- Upon recommendation of the Audit & Risks Committee, the Board of Directors proposes to the Annual Shareholders’ Meeting to:
  - renew the term of office of Mazars (first appointment in May 2004) as statutory auditor considering the quality and efficiency of its contribution, especially on a technical level, and its in-depth knowledge of the Group
  - appoint PricewaterhouseCoopers Audit (in replacement of Ernst & Young et Autres), whose teams have demonstrated their capacity to undertake the audit of the accounts of Schneider Electric’s Group according to international best practices
  - neither renew nor replace the statutory auditors namely Auditex and Mr. Thierry Blanchetier as permitted by Article L. 823-1 of the French Commercial Code
7. Board composition (1/6)

Composition of the Board of Directors after the 2022 AGM
(if the resolutions recommended by the Board are approved)

45% female directors*, 82% independence*, 10 different nationalities

Jean-Pascal Tricoire
Chairman & CEO

Fred Kindle
Vice-Chairman & Lead Independent Director

Léo Apotheker
Director

Nive Bhagat
Independent Director

Cécile Cabanis
Independent Director

Rita Felix
Employee Director

Linda Knoll
Independent Director

Jill Lee
Independent Director

Xiaoyun Ma
Director representing the employee shareholders

Anna Ohlsson-Leijon
Independent Director

Anders Runevad
Independent Director

Greg Spierkel
Independent Director

Lip-Bu Tan
Independent Director

Bruno Turchet
Employee Director

Audit & Risks Committee
Chaired by Jill Lee

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
7. Board composition (2/6) – Board practices

A highly engaged Board of Directors

- Frequency of the Board meetings coming back to normal: 7 meetings since the beginning of 2021 (97% attendance rate)
- Interactive Board meetings: 4 meetings held digitally, and 2 meetings held physically in 3 Hubs linked via a telepresence system
- “Strategy session”: 4 half-days in September in 2 Hubs with a 100% attendance (external speakers, 1 to 1 meetings with Schneider leaders, Board dinners)
- Ongoing induction and training programs on key topics (in 2021, 3 optional dedicated session organized on Climate, Supply Chain and Talents)
- Continuous dialogue between Chairman and Vice-Chairman to ensure the Board receives all appropriate information

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 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
7. Board composition (3/6) - Responsibilities

**Audit & Risks Committee**
- Review financial statements
- Make recommendations for appointment/renewal of statutory auditors
- Ensure the independence of statutory auditors
- Review the efficiency of internal control, risk management and compliance program

**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 financial statements and propose of allocation of the result
- Appoint / revoke the Corporate Officers and set their compensation
- Call AGM

**Vice-Chairman & Lead Independent Director**
- Prepare the agenda of Board meetings with the Chairman & CEO
- Chair “executive sessions” and report thereon to the Chairman
- Lead the Board’s assessment
- Meet with shareholders

**HR & CSR Committee**
- Make recommendations relating to:
  - Major human resources policies
  - Risks related to human resources
  - Employee shareholding scheme
  - Remuneration of Group’s executives
  - Succession plan for key Group executives
- Review the Group’s sustainability strategy and performance

**Governance & Remunerations Committee**
- Make recommendations relating to:
  - the composition of the Board
  - the separation/combination of the Chairman and CEO roles
  - the CEO’s succession
- Make recommendations on compensation of the Corporate officers and Directors
- Ensure that the Board operates appropriately

**Digital Committee**
- Help the Board in digital matters to guide and support the Group on its digitization initiatives
- Review and evaluate the Group’s digital strategy (business model, digital offer, digital M&A)
- Assess digital-related risks
- Provide relevant insight on the evolution of the digital landscape

**Investment Committee**
- Prepare Board deliberations on investment policy and portfolio
- Advise the management team on capital deployment strategies
- Keep the Board well informed on reconfiguration or consolidation scenarios happening in the sector
Resolution n° 11: Renewal of Linda Knoll

- Age: 61 years
- Nationality: American
- Other directorship: Iveco Group N.V.
- Currently independent Director of Schneider Electric SE since 2014
- Formerly Chief Human Resources Officer of Fiat Chrysler Automobiles
- Contribution to the Board: experience in senior Human Resources executive roles with international groups
- If renewed, will qualify as an independent Director, chair the HR & CSR Committee and serve on the Governance & Remunerations Committee

Resolution n° 12: Renewal of Anders Runevad

- Age: 62 years
- Nationality: Swedish
- Other directorship: Vestas Wind Systems A/S et Peab AB
- Currently independent Director of Schneider Electric SE since 2018
- Formerly CEO of Vestas Wind Systems A/S
- Contribution to the Board: experience as the former CEO of Vestas Wind Systems A/S and strong profile on sustainability matters
- If renewed, will qualify as an independent Director, and serve on the Governance & Remunerations and Investment Committees
Process of recruitment:
- Board of Directors asked the Governance & Remunerations Committee to work on the search for candidates
- **Committee identified the skills** required to diversify and strengthen the Board composition and hired an external recruitment firm (Heidrick & Struggles)
- Committee preselected a short-list and the members of the Committee **interviewed the short-listed candidates**
- Committee recommended a candidate to the Board of Directors, Mrs. Nive Bhagat

Nive Bhagat:
- **Currently Global Chief Executive Officer for Global Cloud Infrastructure Services of Capgemini and member of its group executive committee**
- Began her career at PricewaterhouseCoopers, KPMG and then Infosys Technologies
- Joined Capgemini in 2010 where she held senior executive positions (Chief Operating Officer of the Application Business in the UK and European Head of the Cloud Infrastructure Services business)
- Will bring to the Board experience and additional skillset based on her wide-ranging finance and business background especially in the field of digital, strengthen the profile of the Schneider Electric Board through her excellent knowledge of the Asian market
- Will qualify as an independent Director as per the AFEP-MEDEF Corporate Governance Code
- If appointed, will join the Digital Committee
7. Board composition (6/6) – Skill matrix

- Review in 2021 by the Board of Directors of the skills to include in its **skill matrix in order to meet the Company’s strategic needs** and some peer comparisons

- Schneider Electric’s Board, assessed against these skills, appears **strong and balanced, and globally well positioned**: the Board comprises individuals from diverse and complementary professional and cultural backgrounds, true to the Group’s history and values which enables the Board to perform its duties collectively and constructively

<table>
<thead>
<tr>
<th>Benchmarked Skills</th>
<th>Jean-Pascal Tricoire</th>
<th>Fred Knodel</th>
<th>Leop Apotheker</th>
<th>Cécile Cabans</th>
<th>Rita Felix</th>
<th>Willy Kwaal</th>
<th>Linda Knoll</th>
<th>Jill Lee</th>
<th>Xiaoyun Ma</th>
<th>Anna Ohlsson-Leijon</th>
<th>Fleur Pellier</th>
<th>Anders Ruedved</th>
<th>Gregory Sprin</th>
<th>Lip-Bun Tan</th>
<th>Bruno Turchet</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Public Company Management</td>
<td></td>
<td>●</td>
<td>●</td>
<td>●</td>
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<td>Corporate Finance</td>
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<td>Accounting, Audit &amp; Risk</td>
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<td>Employee perspective and Knowledge of the Group</td>
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<td>Digital &amp; Technology</td>
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<tr>
<td>Law, Governance, Ethics &amp; Compliance</td>
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<tr>
<td>Sustainability</td>
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</table>
### 2021 fixed compensation

- €1,000,000

### 2021 Annual variable compensation

<table>
<thead>
<tr>
<th>Weight (%)</th>
<th>Achievement Rate</th>
<th>2021 Actual pay-out</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>As a % of salary</td>
<td>Amount (€)</td>
</tr>
<tr>
<td>2021 performance criteria</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Group financial indicators (80%)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Organic sales growth</td>
<td>40 %</td>
<td>12.7 %</td>
</tr>
<tr>
<td>Adj. EBITA margin improvement</td>
<td>30 %</td>
<td>+1.4 pts</td>
</tr>
<tr>
<td>Cash conversion rate</td>
<td>10 %</td>
<td>87%</td>
</tr>
<tr>
<td>Sustainability (20%)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Schneider Sustainability Impact</td>
<td>20 %</td>
<td>9.32</td>
</tr>
<tr>
<td>Total</td>
<td>100 %</td>
<td>153.1%</td>
</tr>
</tbody>
</table>

Use by the Board in April 2021 of the discretion clause provided in the existing Compensation Policy on annual variable compensation:

- Targets set at the beginning of 2021 did not appear to be applicable anymore due to the much higher market growth than initially anticipated
- Decision to make targets more challenging and ensure a better alignment with the shareholder’s experience by aligning them with the external upgraded guidance disclosed at that time:
  - Revenue growth of +8% to +11% organic
  - Adjusted EBITA margin up +90bps to +130bps organic
2021 Long-term incentive (Performance Shares)

• Considering the continuous increase in the Company’s stock price and in the spirit of maintaining a culture of moderation in an uncertain economic environment, the Board decided to reduce the number of shares granted to Jean-Pascal Tricoire markedly below the maximum allowed by the compensation policy, which was 60,000 Performance Shares.

• 37,903 Performance Shares granted in March 2021 representing €3,326,329 at IFRS value.

2021 Pension benefit

<table>
<thead>
<tr>
<th>Fixed amount</th>
<th>Target achievement rate</th>
<th>Variable amount</th>
<th>Total due for 2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>€191,600</td>
<td>130%</td>
<td>€381,341</td>
<td>€572,941</td>
</tr>
</tbody>
</table>

Calculated by applying to the fixed compensation above the percentage of target achievement determined for the calculation of the 2021, i.e. 153.1%.

2021 Other benefits

• Total = €56,637
• Employer matching contributions, Profit-sharing, Company car
9. 2022 Compensation policy (Say on pay *ex-ante*) - Resolution n° 9 (1/3)

- Review by the Committee of the existing compensation policy considering the feedback of shareholders received in 2021
- Upon recommendations of the Governance & Remunerations Committee, decision made by the Board to overall maintain the stability of the compensation policy which appears balanced and provides market competitive pay, ensuring a strong link between pay and performance, strong alignment with both employees and shareholders, and long-term focus, while at the same time taking into account the shareholders’ feedbacks
- Therefore, the Board proposes to implement the following changes for the 2022 Compensation policy:

**Stringency of the TSR criterion for the LTIP:**
The vesting scale of the criterion of TSR compared to a bespoke industry panel consisting of 11 companies would be made more stringent
No vesting at ranks 7 and below in the bespoke peer group, no vesting below the median of the group would therefore be allowed

**Disclosure of the targets set for the improvement of the adjusted Earnings per share criterion:**
Commitment by the Board to disclose *ex-post* the targets of improvement of the adjusted Earnings per share set by the Board which will allow shareholders assess their stringency and the link between pay and performance

**Cap of the LTIP granted to the Corporate Officer:**
Proposal by the Board to express the cap of LTIP that could be granted to the Corporate Officer as a percentage of his remuneration: the LTIP valued in accordance with IFRS standards, should not represent more than 200% of the combined fixed and short-term variable compensation at target (instead of the previous cap of 60,000 shares)
### Annual fixed compensation

€1,000,000 € (no modification since 2018)

<table>
<thead>
<tr>
<th>Minimum</th>
<th>At target</th>
<th>Maximum</th>
</tr>
</thead>
<tbody>
<tr>
<td>0% of the fixed compensation</td>
<td>130% of the fixed compensation</td>
<td>260% of the fixed compensation</td>
</tr>
</tbody>
</table>

### Annual variable compensation
(no modification vs. 2021)

#### Performance criteria

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

<table>
<thead>
<tr>
<th>Component</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed portion</td>
<td>€191,600 €</td>
</tr>
<tr>
<td>Variable portion</td>
<td>Minimum • €0 At target • €249,080 Maximum • €498,160</td>
</tr>
</tbody>
</table>

### Post-mandate provisions

<table>
<thead>
<tr>
<th>Component</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Non-compete indemnity</td>
<td>• 60% of the annual and targeted variable compensation (can be waived by the Board)</td>
</tr>
<tr>
<td>Severance indemnity</td>
<td>• Twice the arithmetical average of the annual fixed and annual variable compensation paid over the last 3 years (taking into account the non-compete compensation, if any)</td>
</tr>
<tr>
<td>Impact on unvested LTIP</td>
<td>• Subject to performance conditions based on the average rate of achievement of the Group’s performance criteria used in the annual variable compensation for the last 3 financial years</td>
</tr>
<tr>
<td></td>
<td>• Resignation or removal for wrongful or gross misconduct: forfeited in full</td>
</tr>
<tr>
<td></td>
<td>• Forced departure: retained on a pro-rata basis to the presence</td>
</tr>
<tr>
<td></td>
<td>• Retirement or change of assignment within the Group: right retained</td>
</tr>
</tbody>
</table>

### Other Benefits

- Employer matching contribution & Profit sharing
- Company car & Travel Expenses
- Health, Life and Disability schemes

### LTIP (Performance shares)

- Vesting period: 3 years
- Holding period: 1 year (for 30% shares granted)
- Permanent presence condition within the Group
- Performance conditions

### 9. 2022 Compensation policy (Say on pay ex-ante) - Resolution n° 9 (3/3)

(no modification vs. 2021)
### 10. LTIP Long-term incentive plan - Resolution n° 15

**Long-term incentive plan (Performance shares)**

<table>
<thead>
<tr>
<th>Indicator</th>
<th>Targets</th>
<th>Commitment to disclose the targets ex-post</th>
</tr>
</thead>
</table>
| 40% Improvement of adjusted Earnings Per Share (EPS) | • 0% below the minimum threshold  
• 75% at the intermediary  
• 100% at the target  
**Vesting linear between these points** | |
| 17.5% vs. CAC 40 | • 0% below median  
• 50% at median (rank 20)  
• 100% at rank 10  
• 120% at ranks 1 to 4  
**Vesting linear between these points** | |
| 17.5% vs. a panel of 11 companies (ABB, Legrand, Siemens, Eaton, Emerson, Honeywell, Johnson Controls, Rockwell Automation, Fuji Electric, Mitsubishi Electric and Yokogawa) | • 0% at rank 7 and below (vs. at rank 8 in 2021)  
• 50% at median (rank 6)  
• 100% at rank 4  
• 150% at ranks 1 to 3  
**Vesting linear between these points** | |
| 25% Schneider Sustainability External & Relative Index | 6.25% DJSIW | • 0%: not in World  
• 50%: included in World  
• 100%: sector leader | |
| 6.25% Euronext Vigeo | • 0%: out  
• 50%: included in World 120 or Europe 120  
• 100%: included in World 120 & Europe 120 | |
| 6.25% Ecovadis | • 0%: Silver Medal or less  
• 50%: Gold Medal (top 5%)  
• 100%: Platinum Medal (top 1%) | |
| 6.25% CDP Climate Change | • 0%: C score  
• 50%: B score (25% at B-)  
• 100%: A score (75% at A-) | |

**LTIP** is a tool enabling Schneider to mobilize its management in order to carry out its 2022-2024 Strategic Plan upon which the development of the Group relies.

- **More than 3,500 beneficiaries** in the Group
- **Vesting period**: 3 years
- **Holding period**: 1 year (for 30% shares granted to the Chairman & CEO)
- **Cap of LTIP for the CEO**: the LTIP valued in accordance with IFRS standards, should not represent more than 200% of the combined fixed and short-term variable compensation at target
- **Maximum amount**: 2% of the Company’s share capital

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### 2021 Compensation policy as approved at the 2021 AGM – Proposal for 2022

#### Board
- **Fixed fee**
  - €25,000 per Director
- **Attendance fee**
  - €7,000 per meeting of the Board
- **Additional fee for travel**
  - €5,000 for inter-continental travel
  - €3,000 for intra-continental travel
- **Special fees**
  - €20,000 for the Strategy week (new vs. 2021)

#### Committees
- **Fixed fee**
  - €20,000 for the Audit & Risks Committee’s Chairperson
  - €15,000 for the other Committees’ Chairperson
- **Attendance fee**
  - €4,000 per meeting of the Committees

#### Special fees
- **Fixed fee**
  - €250,000 for the Vice-chairman & Lead Independent Director (and Chairman of the Governance & Remunerations Committee)
- **Fixed fee**
  - €20,000 fixed fee for non-voting members (Director’s fee as other Directors in case of appointment as Director in the course of the year)

#### Total 2021 (€)

<table>
<thead>
<tr>
<th>Director</th>
<th>Total 2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>L. Apotheker</td>
<td>155,000</td>
</tr>
<tr>
<td>C. Cabanis</td>
<td>118,000</td>
</tr>
<tr>
<td>R. Felix</td>
<td>90,000</td>
</tr>
<tr>
<td>F. Kindle</td>
<td>368,000</td>
</tr>
<tr>
<td>W. Kissling</td>
<td>144,000</td>
</tr>
<tr>
<td>L. Knoll</td>
<td>121,000</td>
</tr>
<tr>
<td>J. Lee</td>
<td>104,000</td>
</tr>
<tr>
<td>P. Montier</td>
<td>33,082</td>
</tr>
<tr>
<td>A. Olhsson-Leijon</td>
<td>100,000</td>
</tr>
<tr>
<td>F. Pellerin</td>
<td>112,000</td>
</tr>
<tr>
<td>A. Runevad</td>
<td>120,000</td>
</tr>
<tr>
<td>G. Spierkel</td>
<td>152,000</td>
</tr>
<tr>
<td>L. Tan</td>
<td>106,000</td>
</tr>
<tr>
<td>B. Turchet</td>
<td>52,986</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>1,776,068</strong></td>
</tr>
</tbody>
</table>

Reminder - Maximal amount decided by 2019 AGM: €2,500,000 – No Director’s fees for the CEO
11. Share buyback - Resolution n° 14

Recent Share Buyback Programs (€bn)

- Share buyback program
  - Maximum price: raise the cap to €250
  - Maximum legal amount: 10% of the share capital
  - Amount spent since the beginning of the program in 2019: €577M corresponding to 5.9M of buyback shares

*Subject to approval at the Annual Shareholders’ meeting on May 5, 2022*
### 13. Capital increase reserved for employees – Resolutions n° 16 et 17

<table>
<thead>
<tr>
<th>Financial delegations</th>
<th>Duration</th>
<th>Possibility of use during a takeover period</th>
<th>Individual ceiling</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Issuances reserved for employees</strong></td>
<td>26 months (May 2025)</td>
<td>No</td>
<td>€45.5M (11.4 million shares) i.e. 2% of the share capital</td>
</tr>
<tr>
<td><strong>Issuances reserved for employees</strong></td>
<td>18 months (Nov. 2025)</td>
<td>Non</td>
<td>€22.8M (5.7 million shares) i.e. 1% of the share capital</td>
</tr>
</tbody>
</table>

### Financial delegations

- **16th**: 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.
- **17th**: Delegation of authority to the Board of Directors to undertake capital increases reserved for employees of certain non-French subsidiaries (outside of a group savings plan), without shareholders' preferential subscription right.

### Results of the WESOP 2021 campaign

- More than 62,800 participants in 40 countries
- 58.6% total subscription rate (76% in France)
- Exceptional decision not to reduce the subscription in order to thank the employees for their commitment and their trust over the COVID-19 crisis (the matching cost has thus been increased from €53.6M initially planned up to €60.2M)
14. Merger by absorption of the company IGE+XAO by Schneider Electric  – Resolution n° 18

Reminder

**November 2017** : Schneider Electric acquired 61.90% of IGE+XAO’s share capital after a public tender offer

**November 2021** : To proceed with the integration plan of IGE+XAO into the Schneider Electric Group, Schneider initiated a second simplified public tender offer at the end of which it owns 83.93% of the capital

At this occasion, Schneider Electric announced its intent to proceed with:
- a squeeze-out in the event that it holds at least 90% of IGE+XAO’s capital and voting rights; or
- the merger-absorption of IGE+XAO into Schneider Electric SE

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**Reasons for the merger:**

- To Position IGE+XAO as a purely operational entity of Schneider Electric’s Energy Management Software Division
- To extend the IGE+XAO Group’s remit to pull together software activities that are currently dispersed within the Schneider Electric Group and gradually become a center of excellence for R&D

**Legal process:**

- Resolution submitted to the Extraordinary General Meetings of both companies concerned
- Merger appraisers certifying the fairness of the exchange ratio
- Issuance of 342,023 Schneider Electric shares representing an increase of the share capital of 0.06% (5 Schneider Electric share for 3 IGE+XAO shares)