

# Information on the Company and its capital

# 7

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## 1. General information on the Company

This chapter includes elements of the board of directors' governance report.

Section 2 (Annual Shareholders' Meetings and voting rights), the table of section 3.3 (pending delegations relating to share capital increase) and section 6 (lock-up period applicable to executive officers), as well as Chapter 4 constitute the board of directors' governance report prepared in accordance with Article L.225-37 of the French Commercial Code. They are indicated with a special mention.

# 1. General information on the Company

As a European Company (*Societas Europaea*) with a board of directors (since June 18, 2014), domiciled in France, Schneider Electric SE is governed by European Council Regulation (EC) No. 2157/2001 of October 8, 2001, governing the statutes of European Companies (SE Regulation). Issues not covered by the SE Regulation are governed by the provisions of the French Commercial Code (*Code de commerce*) applicable to limited-liability companies, as well as by their Articles of Association. The provisions of the French Commercial Code regarding the management and governance of public limited-liability companies are applicable to the European company.

As at December 31, 2018, the Company's share capital was EUR2,316,675,076. Its head office is located at 35, rue Joseph Monier, 92500 Rueil-Malmaison, France, telephone: +33 (0)1 41 29 70 00.

Schneider Electric SE is registered with the commercial court registry of Nanterre under No. 542,048,574, APE code (principal activity code) 7010Z.

The Company was incorporated in 1871. It is due to expire on July 1, 2031. It was first called Spie Batignolles, then changed its name to Schneider SA when it merged with Schneider SA in 1995, and then to Schneider Electric SA in May 1999, before becoming Schneider Electric SE in 2014.

As stated in Article 2 of its Articles of Association, the Company has the following corporate purpose, directly or indirectly, in any form, in France and in all other countries:

- (i) the design, development and sale of products, equipment and solutions related to the metering, management and use of energy in all its forms and delivering reliability, efficiency and productivity, in particular through engaging in, whether by creating, acquiring or otherwise, all activities related to:
  - electrical equipment manufacturing, electrical distribution and secured power supply,
  - building control, automation and safety,
  - industrial control and automation, including software,
  - management of all types of data centers, networks, equipment and other infrastructure;
- (ii) the acquisition, purchase, sale and use of any intellectual and/or industrial property rights relative to these industries;
- (iii) involvement in any way in any enterprise, company or consortium, whatever the type, undertaking activities related to the Company's business or such as to encourage its industry and commerce, and, more generally, all industrial, commercial and financial, asset and real estate operations related directly or indirectly in any way to the above objective.

The Company may enter into any transactions that fall within the scope of its objectives either alone for its own account or on behalf of third parties, either by having an interest in, or by the purchase, subscription, contribution or exchange of company shares, partnership shares and the purchase of any company, irrespective of type, in pursuance of a similar or related purpose, or that promote its expansion or development.

The Articles of Association, minutes of Annual Shareholders' Meetings, statutory auditors' reports and other legal documents concerning the Company are available for consultation at the Company's head office (office of the secretary to the board of directors) located at 35, rue Joseph-Monier – 92500 Rueil-Malmaison, France.

The Articles of Association, regulated information, registration documents, sustainable development reports, notice of the general meeting and other documents are also available on the Company's website (<http://www.schneider-electric.com>).

## 2. Shareholders' rights and obligations

# 2. Shareholders' rights and obligations

### 2.1: Annual Shareholders' Meetings (Article 19 of the Articles of Association)

*This section is part of the board of directors' governance report.*

Annual Shareholders' Meetings are called and run in accordance with the conditions prescribed by law.

The meetings are held at the head office or any other address provided in the call to meeting. The board may decide, when each meeting is called, to organize the public transmission of all or part of the meeting by videoconference and/or using teletransmission techniques.

All shareholders may attend meetings, in person or by proxy, after providing proof of identity and share ownership in accordance with applicable laws and regulations.

When the decision is made to call an Annual Shareholders' Meeting, the board of directors may also decide to allow shareholders to participate or vote at Annual Shareholders' Meetings using videoconferencing facilities and/or any other telecommunication medium allowed under applicable legislation.

Remote voting procedures are governed by the applicable laws and regulations. In particular, shareholders may send proxy and mail ballot forms before Annual Shareholders' Meetings either in paper form or, if approved by the board of directors and stated in the meeting announcement and/or notice, electronically.

When the decision is made to call an Annual Shareholders' Meeting, the board of directors may authorize shareholders to fill out and sign these forms electronically through a secure site set up by the Annual Shareholders' Meeting organizer using a process that complies with applicable laws and regulations (Paragraph 2 of Article 1367 of the French Civil Code) and consisting of a username and password.

Proxies or votes so submitted electronically before the Annual Shareholders' Meeting, as well as the related acknowledgments of receipt, will be considered irrevocable and binding documents. However, in the event that shares are sold before the applicable record date (midnight Paris time 2 business days before the meeting date), the Company will cancel or amend, as appropriate, any related proxy or electronic votes submitted before the Annual Shareholders' Meeting.

Meetings shall be chaired by the Chairman of the board of directors or in his absence by the Vice-Chairman, or in his absence by a member of the board of directors specially appointed for that purpose by the board of directors. In the event that no Chairman has been selected, the Annual Shareholders' Meeting elects its Chairman.

The two shareholders present who hold the largest number of votes and who accept shall act as scrutineers.

The board appoints a secretary, who is not required to be a shareholder.

As required by law, a register of attendance is kept.

Copies or extracts of the meeting's minutes are certified either by the Chairman or Vice-Chairman of the board of directors, or the Annual Shareholders' Meeting's secretary.

### 2.2: Voting rights

*This section is part of the board of directors' governance report.*

#### 1 – Double voting rights (Article 20 of the Articles of Association)

Voting rights attached to shares are proportionate to the equity in the capital they represent, assuming that they all have the same nominal value. Each capital share or dividend share confers the right to one vote except where compulsory legal provisions limit the number of votes a shareholder may have. Notwithstanding the foregoing, double voting rights are attributed to fully paid-up shares registered in the name of the same holder for at least 2 years prior to the end of the calendar year preceding that in which the Annual Shareholders' Meeting takes place, subject to compliance with the provisions of the law. In the case of a bonus share issue paid up by capitalizing reserves, earnings or additional issue premiums, each bonus share allotted in respect of shares carrying double voting rights will also have double voting rights.

The shares are stripped of their double voting rights if they are converted into bearer shares or transferred, except in the case of the transfer from one registered holder to another as part of an inheritance or family gift.

Double voting rights may also be stripped by a decision of the Extraordinary Annual Shareholders' Meeting after ratification by a special shareholders' meeting of beneficiaries benefiting from double voting rights.

The minimum holding period to qualify for double voting rights was reduced from 4 to 2 years by decision of the Ordinary and Extraordinary Shareholders' Meeting of June 27, 1995.

## **2. Shareholders' rights and obligations**

### **2 – Ceiling on voting rights (Article 20 of the Articles of Association)**

At the Annual Shareholders' Meeting, no shareholder may exercise, either in person or through a proxy, by virtue of single voting rights conferred by the shares they hold directly and indirectly and by virtue of the proxy votes entrusted to them, more than 10% of the total number of the voting rights conferred by shares in the Company. However, if a shareholder also holds double voting rights directly or indirectly and/or as proxy, the limit set may be exceeded taking into consideration only the resulting additional voting rights, without the total voting rights thereby held exceeding 15% of the total number of the voting rights conferred by the shares in the Company.

To apply these provisions:

- the total number of voting rights allowed are calculated as of the date of the Annual Shareholders' Meeting and announced to the shareholders at the beginning of such Annual Shareholders' Meeting;
- the number of voting rights held directly and indirectly are understood to include those conferred by shares held personally by a shareholder, those conferred by shares held by a legal entity controlled by a shareholder as defined by Article L.233-3 of the French Commercial Code, and those shares that are assimilated to the shares owned, as defined by the provisions of Articles L.233-7 *et seq.* of the Code;
- shareholders' proxies returned to the Company that do not appoint a representative are subject to the above ceilings. However, these ceilings do not apply to the meeting Chairman voting on behalf of such proxies.

The above ceilings will no longer apply, without it being necessary to put the matter to the vote again by the Extraordinary Shareholders' Meeting, if any individual or legal entity, acting alone or jointly with one or other individuals or legal entities, acquires or increases its stake to at least two-thirds of the Company's capital through a public tender offer for all the Company's shares. The board of directors takes note of this nullity and undertakes the formalities necessary to amend the Articles of Association. The ceiling on voting rights was approved by the Ordinary and Extraordinary Shareholders' Meeting of June 27, 1995.

In accordance with Article L.225-96, Paragraph 1 of the French Commercial Code, any amendment to the Articles of Association must be approved by the Extraordinary Shareholders' Meeting, by a majority of at least two-thirds of the voting rights represented by shareholders in attendance or participating by proxy.

### **2.3: Allocation of income (Article 22 of the Articles of Association)**

Net income for the year less any losses brought forward from prior years is appropriated in the following order:

- 5% to the legal reserve (this appropriation is no longer required once the legal reserve represents one-tenth of the capital, provided that further appropriations are made in the case of a capital increase);
- to discretionary reserves, if appropriate, and to retained earnings;
- to the payment of the balance in the form of a dividend.

The General Meeting may decide to offer shareholders the opportunity to receive the dividend in cash or in the form of new shares.

Dividends not claimed within 5 years from the date of payment are forfeited and paid to the government, in accordance with the law.

### **2.4: Holding of shares (Article 7 Paragraph 1 of the Articles of Association)**

Shareholders may elect to hold their shares in registered or bearer form. To establish proof of ownership, the shares must be recorded in the shareholder's account in accordance with the procedures and conditions defined by current legislation and regulations.

### **2.5: Disclosure thresholds (Article 7 Paragraph 2 of the Articles of Association)**

The Articles of Association stipulate that any individual or legal entity that owns or controls (as these terms are defined in Article L.233-9 of the French Commercial Code) directly or indirectly, shares or voting rights representing at least 1% of the total number of shares or voting rights outstanding, or a multiple thereof, is required to disclose the total number of shares, voting rights and share equivalents held directly, indirectly or in concert to the Company by registered letter with return receipt requested, within 5 trading days of the disclosure threshold being crossed. In addition, effective November 1, 2009 the shareholder must notify the Company, in the disclosure letter, of the number of existing shares it is entitled to acquire by virtue of agreements or financial instruments referred to in point b) of the third Paragraph of Article L.233-7 of the French Commercial Code and of the number of existing shares covered by any agreement or financial instrument referred to in point c) of said paragraph. Shareholders are also required to notify the Company if the number of shares or voting rights held falls below one of the thresholds defined above. In the case of failure to comply with these disclosure obligations, the shares in excess of the disclosure threshold will be stripped of voting rights at the request of one or several shareholders owning at least 2.5% of the share capital, subject to compliance with the relevant provisions of the law. These provisions are from the Ordinary and Extraordinary Shareholders' Meetings of June 27, 1995, May 5, 2000 and April 23, 2009.

### **2.6: Identifiable holders of bearer shares (Article 7 Paragraph 3 of the Articles of Association)**

The Company may at any time request Euroclear to identify holders of bearer securities conferring immediate or future voting rights. This provision was adopted by the Ordinary and Extraordinary Shareholders' Meetings of June 30, 1988 and May 5, 2000.

### **2.7: Disposal of shares (Article 8 of the Articles of Association)**

Shares in the Company are freely negotiable and transferable.

### 3. Capital

## 3. Capital

### 3.1: Share capital and voting rights

The Company's share capital at December 31, 2018 amounted to EUR2,316,675,076 represented by 579,168,769 shares with a par value of EUR4, all fully paid up. 608,153,573 voting rights were attached to the 579,168,769 outstanding shares as at December 31, 2018.

### 3.2: Potential capital

At December 31, 2018, the potential capital consisted of:

- 229,922 shares under the stock option plans 31 and 33;
- 8,141,437 shares under the performance shares or stock grant plans 18 to 31 *bis*, excluding plans 23 and 25, relating to shares to be issued and to existing shares or shares to be issued whose type will be determined later;
- together, these plans represent a total of 8,371,359 shares.

The potential maximum dilution in case of issue of all the shares as a result of the exercise of stock options, stock grants, performance shares would be 1.44% of share capital at December 31, 2018.

### 3.3: Authorizations to issue shares

The Ordinary and Extraordinary Shareholders' Meetings of April 25, 2016 authorized the board of directors:

- 1) to grant existing or shares to be issued to employees and corporate officers of the Company and its affiliates under the provisions of Article L.225-197-1 *et seq.* of the French Commercial Code, within a limit of 2% of the Company's issued share capital as of April 25, 2016;
- 2) to grant stock options or share purchase options to employees and corporate officers of the Company and its affiliates under the provisions of articles L.225-177 and L.225-180 of the French Commercial Code, within a limit of 0.5% of the issued share capital as of April 25, 2016;

In addition, the Ordinary and Extraordinary Shareholders' Meetings of April 25, 2017 authorized the board of directors:

- 1) to increase the Company's capital by capitalizing reserves, earnings or additional paid-in-capital;
- 2) to increase the share capital by a maximum nominal value of EUR800 million (200 million shares) by issuing shares or share equivalents with a ceiling of:
  - in the case of an issue with preferential subscription rights, the ceiling stands at a nominal value of EUR800 million (200 million shares),
  - in the case of an issue without preferential subscription rights, the ceiling stands at a nominal value of EUR230 million (57.5 million shares) through public offering with the possibility of:
    - (i) proceeding to issue by private placements of shares subject to a ceiling with a nominal value of EUR115 million (28.7 million shares),
    - (ii) to pay for securities contributed to the Company in connection with a public exchange offer initiated by the Company,
    - (iii) within the limit of 9.7% of capital, making payment for contributions in kind of shares or share equivalents of unlisted companies.

These authorizations include, in case of oversubscription, the power to increase the nominal amount of the issues within the limit set on the ceiling on the number of shares or share equivalents to be issued.

Lastly, the Ordinary and Extraordinary Shareholders' Meetings of April 24, 2018 authorized the board of directors:

- 1) to issue new shares to members of the Company Savings Plan, within a limit of 2% of the issued capital on the date of the implementation of the authorization;
- 2) to issue new shares under programs to promote share ownership among employees in non-French companies of the Group, within a limit of 1% of the Company's share capital as of April 24, 2018 to be applied to the ceiling for the authorization given in 1 above.

At its meeting of December 12, 2018, the board of directors authorized the issue of new shares to employees, within a limit of 0.64% of the capital. These capital increases reserved for employees, whether part of the Company Savings Plan or not, will take place in June 2019; the subscription prices will be set on that date.

The Annual Shareholders' Meeting to be held on April 25, 2019 (see pages 380 to 395) will be requested to renew all of the authorizations for share capital increase, the authorizations for granting free or performance shares to corporate officers and employees of the Company and its affiliates as well as the authorization for share capital increase reserved for employees.

### 3. Capital

This table is part of the board of directors' governance report.

	Maximum par value of authorized capital increases	Number of shares (millions)	Authorization date/ authorization expires	Amount used at Dec. 31, 2018 (in millions of shares)
<b>I – Issues with preferential subscription rights for shares or warrants</b>				
or other securities, giving access immediately or in the future to the capital	800 million <sup>(1)</sup>	200	Apr. 25, 2017	6.1 <sup>(3)</sup>
			June 24, 2019	
<b>II – Issues without preferential subscription rights</b>				
a) for the issue, in cash or in compensation of listed securities, of shares, warrants and other securities giving access immediately or in the future to the capital	230 million <sup>(1)</sup>	57.5	Apr. 25, 2017	6.1 <sup>(3)</sup>
			June 24, 2019	
b) to make private placements of shares	115 million <sup>(1)(2)</sup>	28.75	Apr. 25, 2017	
			June 24, 2019	
c) to issue new shares as consideration for unlisted securities	9.7% of the capital <sup>(1)(2)</sup>	57.5	Apr. 25, 2017	
			June 24, 2019	
<b>III – Employee share issues</b>				
Company Savings Plan	2% of the capital <sup>(6)</sup>	11.50	Apr. 24, 2018	3.7 <sup>(3)</sup>
			June 23, 2020	
Share issues to promote share ownership among employees in foreign companies of the Group	1% of the capital <sup>(4)(6)</sup>	5.75	Apr. 24, 2018	– <sup>(3)</sup>
			Oct. 23, 2019	
Stock options	0.5% of the capital <sup>(7)</sup>	2.9	Apr. 25, 2016	–
			June 24, 2019	
Free shares or performance shares	2% of the capital <sup>(7)</sup>	11.78	Apr. 25, 2016	4.9 <sup>(5)</sup>
			June 24, 2019	

(1) The overall ceiling for issues is capped at EUR800 million in aggregate.

(2) Within the limit of the common ceiling for all issues of EUR230 million as mentioned under II°, a) + b) + c) being limited to EUR230 million.

(3) At its meeting of December 12, 2018, the board of directors authorized capital increases reserved for employees, within a limit of a global amount of 3.7 million shares, i.e. 0.64% of the capital. These capital increases reserved for employees, whether part of the Company Savings Plan or not, under a non-leveraged stock ownership plan, will take place in June 2019. The subscription prices will be set on that date. The capital increase reserved for employees participating in the Company Savings Plan will be deducted from the amount of the authorizations referred to in I and II a). In addition, capital increases reserved for employees issued in 2018 are counted towards these amounts, and resulted in the issue of 2.4 million shares. However, capital increases reserved for employees issued in 2017, resulting in the issue of 2.4 million shares, are not counted towards these amounts, which were implemented in pursuance of the 21<sup>st</sup> resolution of the Annual Shareholders' Meeting of April 25, 2016 but canceled by the new authorization granted by the Annual Shareholders' Meeting of April 25, 2017 (25<sup>th</sup> resolution).

(4) Issuances of shares reserved for employees in non-French subsidiaries will be deducted from the ceiling for capital increases reserved for employees participating in a Company Savings Plan.

(5) At the board of directors' meeting of October 26, 2016, 35,700 shares were granted under the 2016 long-term incentive plan. At the board of directors' meeting of March 24 and October 25, 2017, 2.4 million and 32,400 shares were granted respectively under the 2017 long-term incentive plan. At the board of directors' meeting of March 26 and October 24, 2018, 2.3 million and 28,000 shares were granted respectively under the 2018 long-term incentive plan. In addition, at the board of directors' meeting of February 13, 2019, the principle was agreed that a maximum of 2.4 million shares would be granted under the 2019 long-term incentive plan.

(6) On the date of the 2018 annual shareholder's meeting, the share capital was EUR2,300 million.

(7) On the date of the 2016 annual shareholder's meeting, the share capital was EUR2,355 million.

### 3.4: Three-year summary of changes in capital

The following table shows changes in Schneider Electric SE's share capital and additional paid-in-capital since December 31, 2015 through capital increases/decrease and the exercise of stock options:

	Number of shares issued or canceled	Cumulative number of shares	Total
Employee share issue	2,413,939		
Exercise of stock options, warrants and performance shares issued	1,629,391		
<b>Capital as of Dec. 31, 2015<sup>(1)</sup></b>		<b>588,734,472</b>	<b>EUR2,354,937,888</b>
Employee share issue	2,842,752		
Exercise of stock options, warrants and performance shares issued	921,535		
<b>Capital as of Dec. 31, 2016<sup>(2)</sup></b>		<b>592,498,759</b>	<b>EUR2,369,995,036</b>
Employee share issue	2,413,368		
Exercise of stock options and performance shares issued	2,004,115		
<b>Capital as of Dec. 31, 2017<sup>(3)</sup></b>		<b>596,916,242</b>	<b>EUR2,387,664,968</b>
Decrease in capital	22,000,000		
Employee share issue	2,406,585		
Exercise of stock options and performance shares issued	1,845,942		
<b>CAPITAL AS OF DEC. 31, 2018<sup>(4)</sup></b>		<b>579,168,769</b>	<b>EUR2,316,675,076</b>

(1) Increase in share capital (EUR16.2 million), increase in additional paid-in-capital (EUR141.02 million).

(2) Increase in share capital (EUR15.1 million), increase in additional paid-in-capital (EUR148 million).

(3) Increase in share capital (EUR17.7 million), increase in additional paid-in-capital (EUR149 million).

(4) Decrease in share capital (EUR71 million) and in additional paid-in-capital (EUR2,171 million).

### 3.5: Share buybacks

The Annual Shareholders' Meeting of April 25, 2017 authorized the Company to buy back shares. This authorization was renewed by the Annual Shareholders' Meeting of April 24, 2018.

Pursuant to these authorizations, the Company bought back 12,352,342 of its own shares during the year.

At its meeting of February 14, 2018, the board of directors decided to proceed with the cancellation of 22,000,000 treasury shares, representing 3.69% of the share capital as of December 31, 2017, in pursuance with the authorization granted to it at the Annual Shareholders' Meeting of April 25, 2017 in its twenty-seventh resolution. Further to this cancellation, the Company held 17,349,507 of treasury shares, representing 3.02% of the share capital as of December 31, 2017 after capital reduction.

Details of the share buyback program to be submitted for approval to the Annual Shareholders' Meeting of April 25, 2019 are as follows:

- number of shares and percentage of share capital held directly and indirectly by Schneider Electric SE (as of January 31, 2019):
  - own shares: 29,689,958 shares, *i.e.* 5.13% of share capital,
  - treasury shares: 1,058 shares,
  - total: 29,691,016 shares, *i.e.* 5.13% of share capital;
- overview of purposes for which shares have been held:
  - the 29,689,958 shares held in own shares as at January 31, 2019 are held for allocation on the exercise of stock options or performance shares;
- share buyback program objectives:
  - reduce the capital by canceling shares,
  - hold shares for allocation on the exercise of stock option plans or performance shares plans or to permit the conversion of convertible debt securities,
  - undertaking (for exchange, payment or other purposes) external growth transactions, mergers, spin-offs or contributions,
  - market making under a liquidity agreement;
- maximum number of shares that may be acquired:
  - 10% of the issued share capital as of the date of the Annual Shareholders' Meeting, representing, on the basis of the issued share capital as of January 31, 2019, a total of 57,918,647 Schneider Electric SE shares with a nominal value of EUR4,
  - taking into account treasury stock and own shares at January 31, 2019 (29,691,016 shares), the number of shares that could be bought back under the authorization is 28,227,631 or 4.87% of the capital as of January 31, 2019;
- maximum purchase price and maximum aggregate amount of share purchases the fund may enter into:
  - the maximum purchase price is set at EUR90 per share,
  - EUR5,212,678,230;
- duration of the buyback program:
  - 18 months maximum, expiring on October 24, 2020;
- transactions carried out pursuant to the program authorized by the Annual Shareholders' Meeting 2018 between April 25, 2018 and February 13, 2019:
  - transactions carried out by the Company:
    - number of shares acquired: 10,683,700,
    - number of shares transferred: 850.

## 4. Ownership structure

# 4. Ownership structure

### 4.1: Three-year summary of changes in capital<sup>(1)</sup>

	Dec. 31, 2018				Dec. 31, 2017		Dec. 31, 2016	
	Capital	Number of shares	Voting rights	Number of voting rights	Capital	Voting rights	Capital	Voting rights
	%		%		%	%	%	%
Sun Life Financial, Inc.	8.6	49,850,465	8.2	49,850,465	5.9	5.6	5.8	5.4
BlackRock, Inc.	5.8	33,426,904	5.5	33,426,904	5.5	5.2	5.2	4.8
Employees	4.3	25,144,027	7.2	43,750,917	4.1	7.4	4.5	7.1
Treasury shares	5.1	29,691,016	–	–	6.6	–	6.3	–
Public	76.2	441,056,357	79.1	481,125,287	77.9	81.8	78.2	82.7
<b>TOTAL</b>	<b>100.0</b>	<b>579,168,769</b>	<b>100.0</b>	<b>608,153,573<sup>(2)</sup></b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

(1) Table lists ownership stakes that have breached 5% ownership voting rights threshold in the previous 3 years, to the best of the company's knowledge.

(2) Number of voting rights as defined in article 223-11 of the AMF General Regulation, which includes shares deprived of voting rights.

#### Disclosure thresholds

To the best of the company's knowledge, no shareholders other than Sun Life Financial, Inc. and BlackRock Inc., both listed above, hold, either directly or indirectly, more than 5% of Schneider Electric's capital or voting rights.

#### Changes in holdings (for stake equal to or greater than 5%)

Date	Company	Capital (%)	Voting rights (%)
January 19, 2018	BlackRock	5.28	5.03
January 22, 2018	BlackRock	5.22	4.98
January 23, 2018	BlackRock	5.25	5.01
January 24, 2018	BlackRock	5.15	4.91
February 12, 2018	BlackRock	5.37	5.12
February 19, 2018	BlackRock	5.22	4.97
February 23, 2018	BlackRock	5.30	5.05
February 26, 2018	BlackRock	5.22	4.97
February 28, 2018	Sun Life Financial	5.26	5.01
April 13, 2018	BlackRock	5.39	5.14
April 30, 2018	BlackRock	5.12	4.88
May 10, 2018	BlackRock	5.27	5.02
September 18, 2018	BlackRock	5.22	4.99
October 10, 2018	BlackRock	5.27	5.03
October 12, 2018	BlackRock	5.21	4.97
October 26, 2018	BlackRock	5.24	5.00
October 29, 2018	BlackRock	5.22	4.98
November 19, 2018	BlackRock	5.26	5.02
November 20, 2018	BlackRock	5.13	4.90
November 23, 2018	BlackRock	5.31	5.07
November 26, 2018	BlackRock	5.22	4.99
November 30, 2018	BlackRock	5.25	5.02
December 3, 2018	BlackRock	5.16	4.92
December 20, 2018	BlackRock	5.26	5.02

#### Pledges on Schneider Electric SE shares

535,688 shares are pledged.

#### Pledges on subsidiaries' shares

Schneider Electric SE has not pledged any shares in significant subsidiaries.

## 5. Employee incentive plans – Employee shareholding

# 5. Employee incentive plans – Employee shareholding

### 5.1: Profit-sharing plans

Most of the Group's French companies have profit-sharing and other profit-based incentive plans.

The amounts paid by the Group's French entities over the last 5 years were:

(in millions of euros)	2018	2017	2016	2015	2014
Profit-based incentive plans and profit-sharing plans	66.9	71.7	65.2	66.4	63.5

In 2018, 54% of the total from incentives and profit-sharing was invested in the Schneider Electric shareholder fund and nearly 17% was received by employees in cash.

### 5.2: The “Schneider Electric” employee shareholding

Schneider Electric employees are the drivers of Company growth, thanks to their knowledge of the business and their involvement in the roll-out of the Group strategy. With the Employee Share Ownership program, Schneider Electric shares with the employees the Company value creation, thus aligning both Company and employees interests. In countries where regulations permit, Schneider Electric offers its employees the opportunity to invest during share capital increases reserved for its employees.

The Group's last employee share issue took place in July 2018. This operation, without leverage effect, was offered to over 80% of employees. 45% of the eligible employees subscribed to the share capital increase and 2.4 million shares were thus subscribed for a total amount of EUR155 million.

On December 31, 2018, Group employees held a total of 25,1 million Schneider Electric SE shares through the corporate mutual funds (FCPE) or directly, or through Performance share plans, representing 4.3% of the capital and 7.2% of the voting rights, taking into account double voting rights.

Voting rights attached to shares held by corporate mutual funds are exercised by the supervisory boards of the corporate mutual funds.

The Group's employee shareholders are spread among nearly 75 countries, with the following breakdown: 25% in France, where they represent 45% of employee shareholding, 13% in China as well as in the United States; 11% in India, and 38% elsewhere. Circa half of all employees are shareholders of the Group.

## 6. Shares and stock option plans

# 6. Shares and stock option plans

*This section is part of the board of directors' governance report.*

### Shares and stock option plans<sup>(1)</sup>

#### Grant policy

As part of its overall staff pay policy, each year Schneider Electric sets up a long-term incentive plan. This plan is based on an annual allocation of performance shares. No stock options or SARs have been granted since 2009.

These plans are granted by the board of directors, based on the report from the Human Resources and CSR committee.

Beneficiaries include members of group Senior Management, top managers, high-potential managers and employees in all countries whose performance was judged remarkable. There were 2,329 beneficiaries in 2017 long-term incentive plan and 2,382 in the 2018 long-term incentive plan.

Allocations to Group Senior Management, including Corporate Officers, represent 12% of the total attributions in the framework of the 2018 long-term incentive plan, similar to the proportion prevalent in the framework of the 2017 long-term incentive plan.

In addition, Schneider Electric exceptionally grants free shares. These grants are decided by the board of directors when it considers that, instead of allocating cash, a payment in shares is preferable to correlate this benefit with Group's long-term development through the evolution of the share price and/or create a retention element.

#### Description of performance shares allocated

For the French plans 17, 17 bis, 21 and 21 bis, the vesting and lock-up periods for stock allocations are at least 2 years each.

For the French plan 25, the vesting period for share allocations is 3 years, followed by a lock-up period of 2 years.

For international plans 18, 18 bis, 22 and 22 bis, 26, the vesting period for share allocations is 4 years. There is no lock-up period.

For plans 27, 29 and 29 bis, 31 and 31bis applicable in France and internationally, the vesting period for share allocations is 3 years. There is no lock-up period.

For plans 28 and 30, applicable to Corporate Officers only, the vesting period is 3 years, followed by a lock-up period of 1 year.

Performance shares vest only if the beneficiary is a Group employee as of the vesting date and if certain performance targets, detailed below, are met (see page 368).

Since January 2009, for Corporate Officers, and since December 2011 for members of the Executive Committee, allocations of performance shares are fully subject to the achievement of performance conditions.

#### Description of the options allocated

The option exercise price was equal to the average closing price of the 20 trading days prior to the date of allocation. No discount is applied.

Since 2006, the options had a 10-year life. They could not be exercised until after the fourth year. However, they could be exercised before maturity in the case of a takeover bid for the company's shares.

Options could only be exercised by Group employees. In addition, the exercise of all or part of the options was dependent on specific targets being met, detailed below (see page 366). All of the options granted to Corporate Officers have been subject to performance criteria since January 2009.

The last options were granted in 2009 and the rights attached to the remaining ones expire by December 12<sup>th</sup>, 2019.

(1) The figures below have been calculated where necessary to take account of the 2-for-1 share split, effective from September 2, 2011.

### Description of Stock Appreciation Rights (SARs)

SARs mirror the mechanism of options. They are subject to conditions, particularly performance criteria. The beneficiary receives the proceeds in cash.

### Lock-up period applicable to Corporate Officers

The board of directors has set:

- a retention target of shares representing 3 years of base salary for Mr. Jean-Pascal Tricoire, and 2 years of base salary for Mr. Emmanuel Babeau. Calculation of the number of shares held is based on Schneider Electric SE shares and the equivalent in shares of the corporate mutual fund units invested in Schneider Electric shares held by the beneficiaries.

In accordance with the provisions of articles L.225-185 and L.225 197 1 of the French Commercial Code and the AFEP/MEDEF guidelines, the board of directors has approved the following:

- a proportion of shares issued from the exercise of options granted under plans 30 *et seq.* must be held in a registered account. This number corresponds to a percentage of the capital gains realized through exercise of the options, net of taxes, mandatory contributions and the sums necessary to fund the purchase of such shares. The percentage is set at 25% for Mr. Jean-Pascal Tricoire and 15% for Mr. Emmanuel Babeau;
- mandatory retention beyond the lock-up period of a percentage of the shares acquired under plans 3 *et seq.* The percentage is set at 25% for Jean-Pascal Tricoire and 15% for Emmanuel Babeau;
- mandatory investment in Schneider Electric SE shares of 10% of the selling price (net of taxes and contributions) of performance share grants acquired through plans set up since 2009.

These obligations are suspended once the shareholding targets described above are met.

Corporate Officers formally undertake, for each grant of shares since 2014, not to engage in hedging transactions in respect of their own risks on the shares until the end of their duties as executive officers.

The Board verified that the Corporate Officers were complying with the lock-up obligations presented above and was satisfied therewith.

### Stock options and shares held by Corporate Officers and Directors

	STOCK OPTIONS		PERFORMANCE SHARES			OTHER SHARES
	Stock Options*	Shares issued from stock options	Shares granted, in the process of being acquired	Acquired but not yet available for sale	Acquired and available for sale	including through FCPE Funds
<b>Jean-Pascal Tricoire</b>	–	420,257	219,120	42,480	123,690	37,096
		under plans 20, 24, 28, 30, 31 and 33	under plans 20c, 22, 25, 26, 28, 29; 30; 31	under plans 19a and b and 20 a and b (available February 18, 2020 for 29,700 shares), and 21 (March 27, 2020, 12,780 shares)	under plans 3, 5, 8, 10, 15 and 17	
<b>Emmanuel Babeau</b>	–	–	90,922	13,288	–	21,220
			under plans 22, 25, 26, 28, 29; 30; 31	under plans 19a and b and 20 a and b (available February 18, 2020 for 7,750 shares), and 21 (March 27, 2020, 5,538 shares)		

\* All stock options granted to Corporate Officers in such capacity and which remained outstanding as at December 31, 2017 were exercised in 2018.

## 6. Shares and stock option plans

### Shares held by Directors other than Corporate Officers

Directors not employed in Schneider Electric operations do not benefit from Shares and Stock Options plans.

	Shares acquired as performance shares	Other shares including through FCPE Funds
Léo Apotheker	N/A	3,093
Betsy Atkins	N/A	1,000
Cécile Cabanis	N/A	1,000
Antoine Gosset-Grainville	N/A	1,000
Fred Kindle	N/A	40,000
Willy Kissling	N/A	1,600
Linda Knoll	N/A	1,000
Xiaoyun Ma*	8,450	9,134
Patrick Montier*	–	4,140
Fleur Pellerin	N/A	1,000
Anders Runevad	N/A	1,000
Greg Spierkel	N/A	1,000
Lip-Bu Tan	N/A	0

\* Directors employed in Schneider Electric Operations.

### 6.1: Past stock option plans\*

Plan	Plan date	Number of beneficiaries at grant	Number of options at grant	Exercise price (in euros)	Performance criteria	% of targets reached	Options canceled by performance criteria	Options outstanding as at December 31, 2018 <sup>(1)</sup>
31	01/05/2009	328	1,358,000	22.99	50% of options/100% for the management board – 2011 operating margin <sup>(2)</sup> and 2009 to 2011 EPS compared to a benchmark selection <sup>(3)</sup>	80	133,760	19,566
33	12/21/2009	391	1,652,686	33.48	50% of options/100% for the management board – 2010 and 2011 operating margin <sup>(2)</sup> and 2011 share of revenue generated in the new economies	100		210,356
			<b>3,010,686</b>			<b>–</b>	<b>133,760</b>	<b>229,922</b>

\* The data above are adjusted of the 2-for-1 share split, effective September 2, 2011 and the adjustment for dividends paid out of distributable earnings from 2014 to 2018 included.

(1) Number of options remaining to be exercised after deduction of all cancellations and exercises since plan implementation.

(2) Excluding restructuring costs.

(3) On the basis of a pre-defined and fixed list of 11 competitors.

## 6.2: Details on outstanding options (2018)\*

Plan	Plan date	Type of plan <sup>(1)</sup>	Expiration date	Exercise price (in euros) <sup>(2)</sup>	Plans as at December 31, 2017	Of which Corporate Officers	Number of options exercised during the financial year	Number of options canceled during the financial year	Options outstanding as at December 31, 2018
31	01/05/2009	S	01/04/2019	22.99	156,633	78,852	(137,718)	651	19,566
33	12/21/2009	S	12/20/2019	33.48	400,350	109,504	(196,956)	6,962	210,356
					<b>556,983</b>	<b>188,356</b>	<b>(334,674)</b>	<b>(7,613)</b>	<b>229,922</b>

\* The data above are adjusted for the 2-for-1 share split, effective September 2, 2011 and for the adjustment for dividends paid in distributable earnings from 2014 to 2018 included.

(1) S = Subscription stock option plan.

(2) Average of the 20 quotations preceding the grant, with no discount or premium.

## 6.3: Situation of Corporate Officers<sup>(1)</sup>, broken down by plan (at December 31, 2018)

All stock options outstanding as at December 31, 2017 were exercised in 2018.

31	Jean-Pascal Tricoire	0
33	Jean-Pascal Tricoire	0

(1) In the role as Corporate Officer at the date of grant.

## 6. Shares and stock option plans

### 6.4: Past share plans (at December 31, 2018)\*

Plan Number	Plan 17	Plan 17 bis	Plan 18
<b>Grant date</b>	03/31/14	10/28/14	03/31/14
<b>Nb. of shares at grant</b>	714,480	500	2,177,320
<b>of which</b>			
• J. P. Tricoire	18,000	–	42,000
• E. Babeau	26,000	–	–
<b>Vesting/delivery date</b>	03/31/16	10/28/16	31/31/18
<b>End of holding period</b>	04/02/18	10/29/18	04/02/18
<b>Performance conditions</b>	50% of the shares/100% for the executive officers and Executive Committee – 2014 and 2015 operating margin <sup>(1)</sup> , average ROCE for the years 2014 and 2015 and change in the Planet & Society barometer at the end of 2015	Same as Plan 17	Same as Plan 17
<b>% achievement performance condition</b>	78%	78%	78%
<b>Nb rights outstanding as of Dec. 31, 2017</b>	–	–	1,486,408
<b>Nb rights granted in 2018</b>			
<b>Nb shares delivered in 2018</b>			(1,472,884)
<b>Nb rights canceled<sup>(1)</sup> in 2018</b>			(13,524)
<b>Nb rights outstanding as of Dec. 31, 2018</b>	–	–	–

\* Performance conditions have been validated February 13, 2019 Board meeting post December 31, 2018, c.f. page 257.

(1) Excluding restructuring costs.

Plan 18 bis	Plan 19 a & b	Plan 20 a & b & c	Plan 21	Plan 21 bis
10/28/14	02/18/15	02/18/15	03/27/15	10/28/15
30,900	14,025	32,725	719,970	1,500
–	11,700	27,300	18,000	–
–	2,325	5,425	7,800	–
10/28/18	18/02/2017 18/02/2018	18/02/2017 18/02/2018 18/02/2019	03/27/17	10/28/17
	18/02/2020	18/02/2020	03/27/19	10/30/19
Same as Plan 17	No performance condition	No performance condition	50% of the shares/100% for the executive officers and Executive Committee – 2015 and 2016 operating margin <sup>(4)</sup> , average ROCE for the years 2015 and 2016 and change in the Planet & Society barometer at the end of 2016	Same as plan 21
78%	–	–	71%	71%
25,721	9,100	21,250	–	–
(16,821)	(9,100)	(11,950)		
(8,900)				
–	–	<b>9,300</b>	–	–

## 6. Shares and stock option plans

Plan Number	Plan 22	Plan 22 bis	Plan 22 ter
<b>Grant date</b>	03/27/15	10/28/15	10/28/15
<b>Nb. of shares at grant</b>	2,095,610	32,650	24,570
<b>of which</b>			
• J. P. Tricoire	42,000	–	–
• E. Babeau	18,200	–	–
<b>Vesting/delivery date</b>	03/27/19	10/28/19	10/28/19
<b>End of holding period</b>			
<b>Performance conditions</b>	Same as plan 21	Same as plan 21	No performance condition
<b>% achievement performance condition</b>	71%	71%	–
<b>Nb rights outstanding as of Dec. 31, 2017</b>	1,512,164	27,065	24,570
<b>Nb rights granted in 2018</b>			
<b>Nb shares delivered in 2018</b>	(513)		
<b>Nb rights canceled<sup>(4)</sup> in 2018</b>	(103,033)	(7,268)	
<b>Nb rights outstanding as of Dec. 31, 2018</b>	<b>1,408,618</b>	<b>19,797</b>	<b>24,570</b>

\* Performance conditions have been validated February 13, 2019 Board meeting post December 31, 2018, c.f. page 257.

Plan 23	Plan 24	Plan 25	Plan 26	Plan 27
03/23/16	03/23/16	03/23/16	03/23/16	10/26/16
7,983	27,042	744,540	2,291,200	35,700
–	–	18,000	42,000	–
–	–	7,800	18,200	–
03/23/18	03/23/20	03/30/19	03/23/20	10/26/19
03/23/20	03/23/20	03/31/21	N/A	N/A
No performance condition	No performance condition	50% of the shares/100% for the executive officers and Executive Committee – 2016, 2017, 2018 Adjusted EBITA average achievement rate, 2016, 2017, 2018 Cash conversion rate average, TSR ranking & Planet & Society barometer index at the end of 2018	Same as Plan 25	70% of the shares – 2016, 2017, 2018 Adjusted EBITA average achievement rate, 2016, 2017, 2018 Cash conversion rate average, TSR ranking & Planet & Society barometer index at the end of 2018
–	–	*	*	*
7,983	27,042	737,740	2,120,750	34,700
(7,983)			(850)	
		(23,600)	(157,000)	(1,000)
–	<b>27,042</b>	<b>714,140</b>	<b>1,962,900</b>	<b>33,700</b>

## 6. Shares and stock option plans

Plan Number	Plan 28	Plan 29	Plan 29 bis
<b>Grant date</b>	03/24/17	03/24/17	10/25/17
<b>Nb. of shares at grant</b>	25,800	2,405,220	32,400
<b>of which</b>			
• J. P. Tricoire	18,000	42,000	–
• E. Babeau	7,800	18,200	–
<b>Vesting/delivery date</b>	03/24/20	03/24/20	10/25/20
<b>End of holding period</b>	03/23/21	N/A	N/A
<b>Performance conditions</b>	100% for the executive officers and Executive Committee – 2017, 2018, 2019 Adjusted EBITA average achievement rate, 2017, 2018, 2019 Cash conversion rate average, TSR ranking at end of 2019, & 2017, 2018, 2019 Planet & Society barometer index average achievement rate	70% of the shares/100% for the executive officers and Executive Committee – 2017, 2018, 2019 Adjusted EBITA average achievement rate, 2017, 2018, 2019 Cash conversion rate average, TSR ranking at end of 2019, & 2017, 2018, 2019 Planet & Society barometer index average achievement rate	70% of the shares, 2017, 2018, 2019 Adjusted EBITA average achievement rate, 2017, 2018, 2019 Cash conversion rate average, TSR ranking at end of 2019, & 2017, 2018, 2019 Planet & Society barometer index average achievement rate
<b>% achievement performance condition</b>			
<b>Nb rights outstanding as of Dec. 31, 2017</b>	25,800	2,359,370	32,400
<b>Nb rights granted in 2018</b>			
<b>Nb shares delivered in 2018</b>		(2,000)	
<b>Nb rights canceled<sup>(1)</sup> in 2018</b>		(98,200)	(600)
<b>Nb rights outstanding as of Dec. 31, 2018</b>	<b>25,800</b>	<b>2,259,170</b>	<b>31,800</b>

\* Performance conditions have been validated February 13, 2019 Board meeting post December 31, 2018, c.f. page 257.

Plan 30	Plan 31	Plan 31 bis	Total
03/26/18	03/26/18	10/24/18	
25,800	2,318,140	28,000	13,786,075
18,000	42,000	–	339,000
7,800	18,200	–	137,750
03/26/21	03/26/21	10/25/21	
03/26/22	N/A	N/A	
100% for the executive officers and Executive Committee – 2018, 2019, 2020 Adjusted EBITA average achievement rate, 2018, 2019, 2020 Cash conversion rate average, TSR ranking at the end of 2020, & 2018, 2019, 2020 Sustainability impact barometer average achievement rate	70% of the shares/100% for the executive officers and Executive Committee – 2018, 2019, 2020 Adjusted EBITA average achievement rate, 2018, 2019, 2020 Cash conversion rate average, TSR ranking at the end of 2020, & 2018, 2019, 2020 Sustainability impact barometer average achievement rate	70% of the shares, 2018, 2019, 2020 Adjusted EBITA average achievement rate, 2018, 2019, 2020 Cash conversion rate average, TSR ranking at the end of 2020, & 2018, 2019, 2020 Schneider Sustainability Impact barometer index average achievement rate	
			8,452,063
25,800	2,318,140	28,000	2,371,940
			(1,522,101)
	(33,200)		(446,325)
<b>25,800</b>	<b>2,284,940</b>	<b>28,000</b>	<b>8,855,577</b>

## 6. Shares and stock option plans

### 6.5: Options granted and exercised and stock grants made to the top 10 employee grantees during the year

The data below are adjusted for the 2-for-1 share split, effective September 2, 2011.

#### Stock options or share purchase options granted or exercised by the 10 highest beneficiaries among employees (excluding Corporate Officers)

	Number	Exercise price/ Average weighted price	Plan
Options exercised in 2018 for which the number of shares bought or subscribed is the highest	56,291	EUR30.53	31-33

No option was granted in 2018.

#### Shares awarded to the 10 most highly paid employees (excluding Corporate Officers)

	Number	Plan
2018 Performance share grant (annual plan allocation of March 26, 2018)	200,000	31

## 7. Stock market data

## 7. Stock market data

In France, Schneider Electric is listed on Euronext Paris (sub-fund A), where it is traded on a per-share basis under ISIN code FR0000121972. Schneider Electric SE shares are included on the CAC 40 index established by Euronext.

## 18-month trading data in Paris

Year	Month	Number of securities traded (in thousands of shares)	Value (in millions of euros)	High <sup>(1)</sup>	Low <sup>(1)</sup>	Number of trading sessions
2017	August	26,707	1,807	70.26	65.00	23
	September	28,295	2,018	73.63	67.83	21
	October	24,964	1,839	75.70	72.41	22
	November	27,557	1,990	75.94	70.04	22
	December	22,258	1,587	72.66	69.75	19
2018	January	26,797	1,991	76.34	69.54	22
	February	34,487	2,454	75.84	68.30	20
	March	33,628	2,374	72.72	68.18	21
	April	28,908	2,088	76.10	68.38	20
	May	33,735	2,542	78.56	73.02	22
	June	35,242	2,583	76.66	69.22	21
	July	34,385	2,399	72.16	67.08	22
	August	32,875	2,262	71.58	66.54	23
	September	37,194	2,543	70.62	64.02	20
	October	45,264	2,835	69.58	57.66	23
	November	34,897	2,227	66.06	61.92	22
	December	32,730	2,002	67.00	57.54	19
	<b>Total 2018</b>	<b>410,142</b>	<b>28,300</b>	<b>78.56</b>	<b>57.54</b>	<b>255</b>
2019	January	33,398	1,995	62.80	57.58	22

(1) The data corresponds to trading volumes on NYSE Euronext.

## Five-year trading summary

	2018	2017	2016	2015	2014
Average daily trading volume on the Paris stock exchanges (NYSE Euronext):					
• Number of shares (in thousands)	1,608.40	1,317.91	1,689.00	2,107.54	1,672.33
• in million of euros	110.98	91.37	94.56	130.16	106.20
High and low share prices (in euros)					
• high	78.56	75.94	66.63	75.29	72.22
• low	57.54	63.36	45.32	48.57	52.59
Year-End closing price (in euros)	59.72	70.86	66.11	52.56	60.61
Yield (%)	3.94	3.10	3.09	3.81	3.17

## 7. Stock market data

The Schneider Electric SE share results versus the CAC 40 index (rebased) over five years



### Monep

Schneider Electric SE shares have been traded on the MONEP market since December 20, 1996.

### 7.1: Ordinary bonds

The information is disclosed in note 9 of the company financial statements (page 342).

## 8. Investor relations

# 8. Investor relations

### 8.1: Person responsible for financial information

Emmanuel Babeau  
 Deputy CEO, in charge of Finance and Legal Affairs  
 35, rue Joseph Monier – CS30323  
 92506 Rueil-Malmaison Cedex – France  
 Tel: +33 (0)1 41 29 71 19

### 8.2: Contacts

Any information or document may be requested from:  
 Amit Bhalla – Senior Vice-President, Investor Relations  
 For institutional investors and financial analysts: Tel: +44 (0)207 592 8747  
 For individual investors:

- email: [actionnaires@schneider-electric.com](mailto:actionnaires@schneider-electric.com) via the contact form accessible on line on the corporate website: [www.schneider-electric.com](http://www.schneider-electric.com)

### 8.3: Shareholders' Advisory Committee

The committee is the voice of Schneider Electric's individual shareholders. The committee consists of 8 to 10 independent volunteers appointed by Schneider Electric.

The Advisory Committee meets 4 to 5 times a year to discuss various topics with a strong emphasis on the company's strategy towards individual shareholders (enhancing communication material and defining dedicated events). The committee also plays a role in the Annual Shareholders Meeting as one of its members opens up the Q&A session with the Chairman and CEO.

#### Shareholder documents

The company provides the following documents to its shareholders:

- the annual report;
- the integrated report;
- Newsletters to shareholders;
- information on financial results, corporate governance and strategic updates through specific press releases, videos and presentations available in a dedicated section on the corporate website:  
[www.schneider-electric.com/finance](http://www.schneider-electric.com/finance)