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## Information on the Company and its capital

<b>1. General information on the Company</b>	<b>384</b>	<b>3. Capital</b>	<b>388</b>
<b>2. Shareholders' rights and obligations</b>	<b>385</b>	3.1 Share capital and voting rights	388
2.1 Annual Shareholders' Meetings (Article 19 of the Articles of Association)	385	3.2 Potential capital	388
2.2 Voting rights	386	3.3 Authorizations to issue and cancel shares	388
2.3 Allocation of income (Article 22 of the Articles of Association)	386	3.4 Three-year summary of changes in capital	392
2.4 Holding of shares (Article 7 Paragraph 1 of the Articles of Association)	387	3.5 Share buybacks	392
2.5 Disclosure thresholds (Article 7 Paragraph 2 of the Articles of Association)	387	<b>4. Ownership structure</b>	<b>394</b>
2.6 Identifiable holders of bearer shares (Article 7 Paragraph 3 of the Articles of Association)	387	<b>5. Employee incentive plans – Employee shareholding</b>	<b>395</b>
2.7 Disposal of shares (Article 8 of the Articles of Association)	387	5.1 Profit-sharing plans	395
2.8 Publication of information of Article L.22-10-11 of the French Commercial Code	387	5.2 The "Schneider Electric" employee shareholding	395
		<b>6. Stock market data</b>	<b>396</b>
		<b>7. Investor relations</b>	<b>397</b>
		7.1 Person responsible for financial information	397
		7.2 Contacts	397
		7.3 Shareholders' Advisory Committee	397

## 1. General information on the Company

This chapter includes elements of the Board of Directors' Governance Report.

Sections 2.1 (Annual Shareholders' Meetings), 2.2 (Voting rights), 2.3 (Publication of information of Article L.22-10-11 of the French Commercial Code), the table of section 3.3 (pending delegations relating to share capital increase and decrease) and Chapter 3 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 status 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 (*société anonyme*), as well as by their Articles of Association. The provisions of the French Commercial Code regarding the management and governance of limited-liability companies are applicable to the European Company.

As of December 31, 2020, the Company's share capital was EUR2,268,274,220. 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, Legal Entity Identifier (LEI) 969500A1YF1XUYYS284.

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 ([www.se.com](http://www.se.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 video conference 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 video conferencing 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 two 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. Shareholders' rights and obligations

### 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 two 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 four to two years by decision of the Ordinary and Extraordinary Shareholders' Meeting of June 27, 1995.

#### 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' Meetings 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 five 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 five trading days of the disclosure threshold being crossed. In addition, effective November 1, 2009 the shareholder must notify the Company, in the disclosure letter, 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.

## 2.8 Publication of information of Article L.22-10-11 of the French Commercial Code

*This section is part of the Board of Directors' governance report.*

Items that could have an impact in the event of a public tender offer include:

- agreements calling for payments to the Chairman and Chief Executive Officer (see see pages 289 *et seq.*) or to employees if they resign or are terminated without real cause or if their employment ends due to a public tender offer;
- certain loans with conditional provisions of anticipated reimbursement in the event of change of control. Under these provisions, the debt holders may request for repayment if a shareholder or shareholders acting together hold more than 50% of the Company's shares, and for the majority of contracts, this event triggers a downgrading of the Company's rating. As of December 31, 2020, EUR8.8 billion of the Group's financing and lines of credit had these type of provisions; and
- statutory restrictions in the Articles of Association on the exercise of voting rights (see page 386) relating to the non-application of the ceiling on voting rights when a public tender offer is successfully completed.

### 3. Capital

## 3. Capital

### 3.1 Share capital and voting rights

The Company's share capital at December 31, 2020 amounted to EUR2,268,274,220 represented by 567,068,555 shares with a par value of EUR4, all fully paid up. 593,189,057 voting rights were attached to the 567,068,555 outstanding shares as at December 31, 2020.

### 3.2 Potential capital

At December 31, 2020, the potential capital consisted of 259,175 shares under the Performance Shares or stock grant plans 30, 31bis, 32, 34 and 37bis relating to existing shares or shares to be issued, as may be determined later and 3,683,972 OCEANEs.

The potential maximum dilution in case of issue of all the shares resulting from the stock grants and Performance Shares would be 0.04% of share capital at December 31, 2020 and the one that could result from the conversion of the OCEANEs is 0.65% of the share capital.

### 3.3 Authorizations to issue and cancel shares

#### 3.3.1 Authorizations granted by the Annual Shareholders' Meeting

The Ordinary and Extraordinary Shareholders' Meetings of April 25, 2019 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 (28.75 million shares),
    - (ii) paying for securities contributed to the Company in connection with a public exchange offer initiated by the Company,
    - (iii) within the limit of 9.93% of capital, making payment for contributions in kind of shares or share equivalents of unlisted companies;
- 3) to grant existing shares 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, 2019.

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.

- 4) to cancel the Company's own shares up to a maximum of 10% of the capital over a 24-month period.

In addition, the Ordinary and Extraordinary Shareholders' Meetings of April 23, 2020 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 25, 2019 to be applied to the ceiling for the authorization given in 1) above.

At its meeting of December 14, 2020, the Board of Directors authorized the issue of new shares to employees, within a limit of 0.65% of the capital. These capital increases reserved for employees, whether part of the Company Savings Plan or not, will take place in June 2021 and the subscription prices will be set by that date, before the subscription period.

The Annual Shareholders' Meeting to be held on April 28, 2021 (see pages 401 to 421) will be requested to renew all the authorizations for share capital increase including the authorizations for share capital increase reserved for employees.

#### 3.3.2 Use of authorizations granted by the Annual Shareholders' Meeting: issuance of OCEANEs

This section constitutes the complementary report referred to in Articles L.225-129-5 and R.225-116 of the French Commercial Code. It has been drawn up by the Board of Directors at its meeting of February 10, 2021.

## Legal framework of the issuance of the OCEANES

The Annual Shareholders' Meeting of Schneider Electric SE (the "Company") held on April 25, 2019 (the "General Meeting") has, pursuant to its twentieth resolution and acting in accordance with the quorum and majority requirements required for extraordinary meetings, in accordance with the provisions of the French Commercial Code, in particular Articles L.225-129 to L.225-129-6, L.225-135 (L.22-10-51 since January 1<sup>st</sup>, 2021), L.225-136 (L.22-10-52 since January 1<sup>st</sup>, 2021), L.228-93, and of paragraph II of Article L.411-2 of the French Monetary and Financial Code delegated to the Board of Directors, with the power to subdelegate, in compliance with applicable laws and regulations, the authority to decide without the shareholders' preferential subscription right through an offer referred to in Paragraph II of Article L.411-2 of the French Monetary and Financial Code (since the entry into force on 23 October 2019 of ordinance n°2019-1067 amending the provisions in relation to securities public offerings, an offer referred to in "Article L.411-2, 1° of the French Monetary and Financial Code"), on one or several occasions, in the proportion and at the times it deems appropriate, in France and/or abroad, in Euros or in any other currency or unit of account set by reference to several currencies, capital increase through the issue of ordinary shares or securities, governed by Articles L.228-91 et seq. of the French Commercial Code granting access by any means, immediately and/or in the future, to ordinary shares of the Company or of a company in which it directly or indirectly owns more than half of the share capital, it being specified that (a) the subscription of shares and other securities may be performed either in cash or by offsetting receivables, and (b) the new shares will grant the same rights as the old shares subject to their dividend date. The Annual Shareholders' Meeting decided that the delegation shall be valid for a twenty-six (26) month-period and granted within a maximum nominal amount of capital increase of €115 million being deducted from the capital increase ceiling of €230 million provided for in the 17<sup>th</sup> resolution and to the capital increase ceiling of €800 million provided for in the 15<sup>th</sup> resolution, of said Annual Shareholders' Meeting

At its meeting of October 21, 2020, the Board of Directors decided to use the powers granted to it by the General Meeting of April 25, 2019 in its 20<sup>th</sup> resolution and to approve the principle of an issuance, by the Company, of securities giving access to the share capital, represented by OCEANES, in the context of a public offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code to qualified investors in France and outside France (as the case may be, except in the United States of America, Australia, Japan, Canada and/or South Africa), without the shareholders' preferential subscription right within the limits of a total nominal amount of such issuance of OCEANES of €750 million and a maximum total nominal amount of the corresponding capital increase(s) resulting from the potential conversion of the OCEANES into new ordinary shares of €21 million (excluding any adjustments to preserve the rights of holders of OCEANES). The Board of Directors subdelegated until January 30, 2021 to the Chairman and Chief executive officer all powers to decide the issuance of OCEANES and to set its conditions. The Chairman and Chief executive officer using this subdelegation decided on November 17, 2020 to issue 3,683,972 OCEANES with a nominal value of €176.44 and a per-unit price of €190.11.

## Main features of the issuance of the OCEANES

In pursuance of the above mentioned Board's decision, OCEANES has been issued under the main terms and conditions as follows:

- **date of announcement and launching of the issuance:** November 17, 2020
- **settlement-delivery of the OCEANES:** November 24, 2020
- **terms of issue of the OCEANES:** by way of a placement to qualified investors only (within the meaning of Regulation (EU) 2017/1129 (as amended, the "Prospectus Regulation")), in accordance with Article L. 411-2-1° of the French Monetary and Financial Code in France and outside of France (excluding, in particular, the United States of America, Australia, Japan, Canada and/or South Africa),
- **number and nominal value of the OCEANES to be issued:** 3,683,972 OCEANES with a nominal value of €176.44
- **corresponding nominal amount of the issuance:** €650,000,019.68
- **issue price of the OCEANES:** €190.11 representing 107.75% of the nominal value
- **interest rate:** zero-coupon
- **yield to maturity:** – 1.33% per annum
- **maturity of the OCEANES:** June 15, 2026
- **conditions for redemption:** redemption at nominal value
- **premium payment amount:** in line with Schneider Electric's Sustainability-Linked Financing Framework, if the average sustainability performance score (calculated as the arithmetic average of the three key performance indicators), which should be published by the Company together with the 2025 annual audited financial statements and no later than 28 February 2026, does not reach a minimum level by 31 December 2025 payment by the Company of an amount equal to €0.88, representing 0.50% of their nominal unit value in respect of each bond which would neither be repaid or converted/exchange before
- **conditions for early redemption:** at the option of the Company at par plus any applicable premium payment amount at the Company's option at any time from 15 January 2024 (inclusive), subject to a prior notice of at least 30 (but not more than 60) calendar days, if the arithmetic mean, calculated over a period of 10 consecutive trading days, chosen by the Company from among the 20 consecutive trading days ending on (and including) the trading day immediately preceding the day of the publication of the early redemption notice, of the daily products on each of such 10 consecutive trading days of the volume weighted average price of the Company's shares on Euronext Paris and the applicable conversion/exchange ratio on each such trading day, exceeds 130% of the nominal value of each bond
- **dates, deadlines and conditions of conversion/exchange:** right to convert or exchange the bonds into new and/or existing shares of the Company exercisable at any time from 4 January 2021 up to the 7<sup>th</sup> business day (inclusive) preceding June 15, 2026 (or on the following business day if this date is not a business day) or, as the case may be, the relevant early redemption date
- **conversion/exchange ratio:** 1 share per bond (adjustments: French standard protection against dilution and dividend protection if the yearly dividend is above 2.55€ per year)

### 3. Capital

#### Impact on the holder of securities of the Company

- **Impact of the issuance on the share in equity of the Company**

For information purpose, on the assumption that the Company decides to issue new shares only in case of exercise of the right to convert or exchange the bonds into shares of the Company, the impact of the issuance of these new shares on the share in equity of the Company (on the basis of Company's equity and the number of shares making up the share capital as of December 31, 2020) would be as follows:

	Share in equity (in euros)	
	Non diluted basis	Diluted basis*
Before issuance of OCEANEs	11.65	11.64
After issuance of OCEANEs and exercise of the right to attribution of shares	12.71	12.71

\* In the event that all performance shares not yet qualified are delivered from shares to be issued (i.e., as of December 31, 2020: 259,175 new shares to be issued).

- **Impact of the issuance on the shareholder's situation**

For information purpose, on the assumption that the Company decides to issue new shares only in case of exercise of the right to convert or exchange the bonds into shares of the Company, the impact of the issuance of these new shares on the shareholder's ownership holding 1% of the Company's share capital prior to the issuance and who does not subscribe to it (on the basis of the number of shares making up the share capital as of December 31, 2020) would be as follows:

	Shareholder's ownership (in %)	
	Non diluted basis	Diluted basis*
Before issuance of OCEANEs	1%	0.9995%
After issuance of OCEANEs and exercise of the right to attribution of shares	0.9935%	0.9931%

\* In the event that all performance shares not yet qualified are delivered from shares to be issued (i.e., as of December 31, 2020: 259,175 new shares to be issued).

#### Theoretical impact of the issuance on the current market value of the Schneider Electric SE share

The theoretical impact of the issuance on the current market value of the Schneider Electric share is insignificant.

## Table summarizing the outstanding delegations relating to share capital increase and decreases granted by the Annual Shareholders' Meeting

This table is part of the Board of Directors' governance report.

	Maximum par value of authorized capital increases (in euros)	Number of shares	Authorization date/authorization expires	Use of the resolution (number of shares whose issuance has been authorized)	Amount available (in number of shares)
<b>Issues with preferential subscription rights</b>					
Issuance of shares or other securities, giving access immediately or in the future to the capital <b>(15<sup>th</sup> resolution of the AGM of April 25, 2019)</b>	800 million <sup>(1)</sup>	200,000,000	Apr. 25, 2019/ Jun. 24, 2021	None	195,435,563 <sup>(3)(8)</sup>
<b>Issues without preferential subscription rights</b>					
Issuance, in cash or in compensation of listed securities, shares or other securities giving access immediately or in the future to the capital <b>(17<sup>th</sup> resolution of the AGM of April 25, 2019)</b>	230 million <sup>(1)(2)</sup>	57,500,000	Apr. 25, 2019/ Jun. 24, 2021	None	53,816,028 <sup>(3)(8)</sup>
Issuance of shares and other securities through an offer referred to in Paragraph II of Article L.411-2 of the French Monetary and Financial Code <sup>(7)</sup> <b>(20<sup>th</sup> resolution of the AGM of April 25, 2019)</b>	115 million <sup>(1)</sup>	28,750,000	Apr. 25, 2019/ Jun. 24, 2021	3,683.972 <sup>(8)</sup>	25,066,028
Issuance of shares and other securities as consideration for unlisted securities <b>(19<sup>th</sup> resolution of the AGM of April 25, 2019)</b>	230 million <sup>(1)(2)</sup>	57,500,000	Apr. 25, 2019/ Jun. 24, 2021	None	
<b>Overall limits on issuance made under the above resolutions</b>	<b>800 million<sup>(1)</sup></b>	<b>200,000,000</b>	<b>Apr. 25, 2019/ Jun. 24, 2021</b>	<b>None</b>	<b>195,435,563<sup>(3)(8)</sup></b>
<b>Employee share issues</b>					
Company savings plan <b>(20<sup>th</sup> resolution of the AGM of April 23, 2020)</b>	46 million <sup>(6)</sup>	11,584,000	Apr. 23, 2020/ Jun. 22, 2022		7,884,000 <sup>(3)</sup>
Share issues to promote share ownership among employees in foreign companies of the Group <b>(21<sup>st</sup> resolution of the AGM of April 23, 2020)</b>	23 million <sup>(4)(6)</sup>	5,792,000	Apr. 23, 2020/ Oct. 22, 2021		2,092,000 <sup>(3)</sup>
Free shares or Performance Shares <b>(21<sup>st</sup> resolution of the AGM of April 25, 2019)</b>	46 million <sup>(6)</sup>	11,584,000	Apr. 25, 2019/ Jun. 24, 2022	2,216,791	9,367,209 <sup>(5)</sup>
	Maximum amount of the authorized cancellation (in euros)	Number of shares	Authorization date/ authorization expires		Amount available (in number of shares)
<b>Reduction in capital through cancellation of shares</b>					
Cancellation of own shares <b>(24<sup>th</sup> resolution of the AGM of April 25, 2019)</b>	291 million per 24-month period	58,206,855	Apr. 25, 2019/ Apr. 24, 2021		43,206,855 <sup>(9)</sup>

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

(2) All issuance made without preference right (17, 19 and 20<sup>th</sup> resolutions) are globally limited to EUR230 million.

(3) The 15<sup>th</sup> resolution of the AGM held on April 25, 2019 specifies that any issuance based on the 16<sup>th</sup> resolution of the AGM held on April 24, 2018 will be deducted from the limit set in the 15<sup>th</sup> resolution of the AGM held on April 25, 2019. Using the authorization of the 16<sup>th</sup> resolution of the AGM held on April 24, 2018 and the delegation of the Board of Directors granted on December 12, 2018, 880,465 shares were issued for French employees participating in a Company savings plan.

(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 March 24, 2020, 2,113,740 shares were granted under the 2020 Long-term incentive plan. At the Board of Directors' meeting of October 21, 2020, 103,051 shares were granted under the 2020 Long-term incentive plan.

(6) On the date of the 2019 Annual Shareholders' Meeting, the share capital was EUR2,317 million.

(7) Since the entry into force on October 23, 2019 of ordinance n°2019-1067 amending the provisions in relation to securities public offerings, an offer referred to in "Article L. 411-2, 1° of the French Monetary and Financial Code".

(8) At its meeting of October 21, 2020, the Board of Directors decided to use the powers granted to it by the General Meeting of April 25, 2019 in its 20<sup>th</sup> resolution and grant full powers to the Chief Executive Officer to carry out the issuance of the OCEANES within certain limits. On November 17, 2020, the CEO decided the issuance by the Company, of 3,683.972 OCEANES, in the context of an offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code to qualified investors in France and outside France without the shareholders' preferential subscription right, each OCEANE giving right to conversion or exchange into one new and/or existing shares of the Company (excluding any adjustments to preserve the rights of holders of OCEANES).

(9) At its meeting of February 19, 2020, the Board of Directors decided to use the powers granted to it by the General Meeting of April 25, 2019 in its 24<sup>th</sup> resolution and to proceed with the cancellation of 15,000,000 treasury shares, representing 2.58% of the share capital as of January 31, 2020.

### 3. Capital

#### 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, 2017 through capital increases/decrease and the exercise of stock options:

	Number of shares issued or cancelled	Cumulative number of shares	Total
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>(1)</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>(2)</sup></b>		<b>579,168,769</b>	<b>EUR2,316,675,076</b>
Employee share issue	2,676,018		
Exercise of stock options and Performance Shares issued	223,768		
<b>Capital as of Dec. 31, 2019<sup>(3)</sup></b>	<b>582,068,555</b>		<b>EUR2,328,274,220</b>
Decrease in capital	15,000,000		
Performance Shares issued	–		
<b>CAPITAL AS OF DEC. 31, 2020<sup>(4)</sup></b>		<b>567,068,555</b>	<b>EUR2,268,274,220</b>

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

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

(3) Increase in share capital (EUR11.6 million), increase in additional paid-in-capital (EUR156.2 million).

(4) Decrease in share capital (EUR60 million) and in additional paid-in-capital (EUR929.4 million).

#### 3.5 Share buybacks

##### Current share buyback program

The Annual Shareholders' Meeting of April 25, 2019 authorized the Company to buy back shares. This authorization was renewed by the Annual Shareholders' Meeting of April 23, 2020.

Pursuant to these authorizations, the Company bought back 650,307 of its own shares during the year. The Company suspended the buyback of its shares aligned with the withdrawal of its 2020 guidance pursuant to its March 23, 2020 communication. EUR316 million of buyback had been completed prior to the suspension of the program.

At its meeting of February 19, 2020, the Board of Directors decided to proceed with the cancellation of 15,000,000 treasury shares, representing 2.58% of the share capital as of January 31, 2020, in pursuance with the authorization granted to it at the Annual Shareholders' Meeting of April 25, 2019 in its 24<sup>th</sup> resolution. Further to this cancellation, the Company held 16,043,977 of treasury shares, representing 2.76% of the share capital as of January 31, 2020, after capital reduction.

We remind you that on February 14, 2019 Schneider Electric initiated a new EUR1.5 billion to EUR2.0 billion share buyback program over the period 2019 – 2021. The program has been launched under the 15<sup>th</sup> resolution approved at the 2018 Annual Shareholders' Meeting and pursued under the 14<sup>th</sup> and 17<sup>th</sup> resolutions approved respectively at the 2019 and 2020 Annual Shareholders' Meetings. These buybacks were part of a policy to neutralize the dilution resulting from capital increases reserved for employees or from Performance Shares plans and the exercise of options. All the shares acquired by the Company as part of the share buyback program are held to cover Performance Shares plans.

## Share buyback program to be submitted to the Annual Shareholders' Meeting of April 28, 2021

Details of this share buyback program are as follows:

<b>Number of shares and percentage of share capital held directly and indirectly by Schneider Electric SE*</b>	<ul style="list-style-type: none"> <li>own shares: 12,740,423 shares, <i>i.e.</i> 2.25% of share capital</li> <li>treasury shares: 1,058 shares</li> <li>total: 12,741,481 shares, <i>i.e.</i> 2.25% of share capital</li> </ul>
<b>Overview of purposes for which shares have been held*</b>	<ul style="list-style-type: none"> <li>for all own shares* held: allocation of Performance Shares</li> </ul>
<b>Share buyback program objectives</b>	<ul style="list-style-type: none"> <li>allotment to employees or Corporate Officers as a long-term compensation tool</li> <li>delivery as a result of the exercise of rights attached to securities giving access to the Company's capital</li> <li>cancellation</li> <li>delivery in connection with external growth operations</li> <li>disposal in the course of a share management agreement</li> </ul>
<b>Maximum number of shares that may be acquired</b>	<ul style="list-style-type: none"> <li>10% of the issued share capital as of the date of the Annual Shareholders' Meeting: <ul style="list-style-type: none"> <li>on the basis of the issued share capital*: 56,706,855 Schneider Electric SE shares with a nominal value of €4</li> <li>taking into account treasury stock and own shares*: 43,965,375 shares or 7.75%</li> </ul> </li> </ul>
<b>Maximum purchase price and maximum aggregate amount of share purchases</b>	<ul style="list-style-type: none"> <li>the maximum purchase price is set at €150 per share, <i>i.e.</i> €8,506,028,250</li> </ul>
<b>Duration of the buyback program</b>	<ul style="list-style-type: none"> <li>18 months maximum, expiring on October 27, 2022</li> </ul>
<b>Transactions carried out pursuant to the program authorized by the Annual Shareholders' Meeting 2020 between April 24, 2020 and February 10, 2021</b>	<ul style="list-style-type: none"> <li>Number of shares acquired: 0</li> <li>Number of shares transferred: 30,828</li> </ul>

\* As of January 31, 2021.

## 4. Ownership structure

# 4. Ownership structure

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

	Dec. 31, 2020				Dec. 31, 2019		Dec. 31, 2018	
	Capital	Number of shares	Voting rights	Number of voting rights	Capital	Voting rights	Capital	Voting rights
	%		%		%	%	%	%
Sun Life Financial, Inc. <sup>(2)</sup>	8.3	47,038,307	7.9	47,038,307	8.5	8.1	8.6	8.2
BlackRock, Inc.	6.4	36,546,116	7.7	36,546,116	6.2	6.0	5.8	5.5
Employees	3.7	20,640,934	6.1	36,363,692	3.7	6.3	4.3	7.2
Treasury shares	2.3	12,741,481	–	–	5.3	–	5.1	–
Public	79.3	450,101,717	78.3	473,240,942	76.2	79.6	76.2	79.1
<b>TOTAL</b>	<b>100.0</b>	<b>567,068,555</b>	<b>100.0</b>	<b>593,189,057<sup>(3)</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 three years, to the best of the Company's knowledge.

(2) These shares are mainly held by funds managed by MFS Investment Management which is part of Sun Life Financial, Inc.

(3) 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%)

To the best of the Company's knowledge, no shareholders have made a change in holding during 2020 that crosses 5% threshold for either capital or voting rights.

### Pledges on Schneider Electric SE shares

441,290 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 five years were:

	2020	2019	2018	2017	2016
Profit-based incentive plans and profit-sharing plans ( <i>in millions of euros</i> )	<b>57.0</b>	59.3	66.9	71.7	65.2

In 2020, 52% of the total from incentives and profit-sharing was invested in the Schneider Electric shareholder fund and 17% was received by employees in cash.

## 5.2 The “Schneider Electric” employee shareholding

Schneider Electric wants employees to “Act Like Owners” of the Company, taking responsibility and ownership in everything they do.

In line with this strong belief, since 1995, the Group offers to most employees throughout the world, the opportunity to become actual owners of the Company, at preferred conditions.

Through the Employee Share Ownership program, Schneider Electric shares Company value creation with employees, 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 2019. In March 2020, the program was cancelled, and focus turned towards short-term priorities, starting with employee health and safety.

On December 31, 2020, Group employees were holding a total of 20.6 million Schneider Electric SE shares either directly, through the corporate mutual funds (FCPE), or through Performance Share plans, representing 3.6% of the share capital and 6.1% 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 across over 50 countries, as follows: 30% in France, representing 43% of employee shareholding, 13% in China, 11% in India, 9% in the United States, and 37% elsewhere. Approximately half of all employees are shareholders of the Group.

## 6. Stock market data

# 6. 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

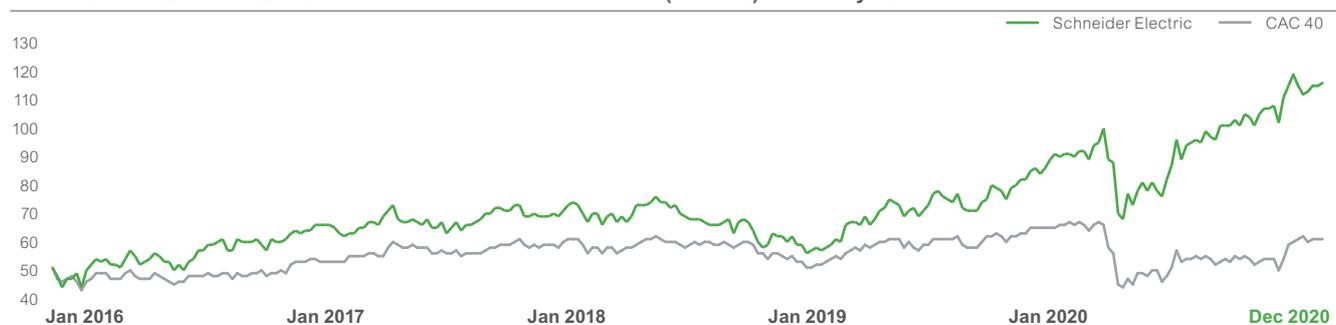
Year	Month	Number of securities traded (in thousands of shares)	Value (in millions of euros)	High <sup>(1)</sup>	Low <sup>(1)</sup>	Number of trading sessions
2019	July	27,330	2,136	81.36	75.78	23
	August	28,708	2,116	78.74	70.78	22
	September	26,767	2,113	82.20	74.24	21
	October	31,268	2,526	85.46	74.50	23
	November	23,229	2,022	88.92	83.28	21
	December	25,823	2,334	94.58	85.66	20
2020	January	25,795	2,388	95.02	90.10	22
	February	31,772	3,057	105.5	88.20	20
	March	77,068	6,062	98.24	61.72	22
	April	31,453	2,547	87.34	71.40	20
	May	24,391	2,020	90.40	75.04	20
	June	33,408	3,172	99.70	87.78	22
	July	26,036	2,584	104.70	95.34	23
	August	18,138	1,880	108.20	98.26	21
	September	25,932	2,726	108.90	100.65	22
	October	22,107	2,369	111.75	101.25	22
	November	28,820	3,364	121.80	104.20	21
	December	21,589	2,501	121.15	112.25	22
<b>Total 2020</b>		<b>366,509</b>	<b>34,670</b>	<b>121.80</b>	<b>61.72</b>	<b>257</b>
2021	January	21,484	2,665	128.15	119.10	20

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

## Five-year trading summary

	2020	2019	2018	2017	2016
Average daily trading volume on the Paris stock exchanges (NYSE Euronext):					
• Number of shares (in thousands)	<b>1,426.11</b>	1,347.22	1,608.40	1,317.91	1,689.00
• in million of euros	<b>134.90</b>	100.98	110.98	91.37	94.56
High and low share prices (in euros):					
• high	<b>121.80</b>	94.58	78.56	75.94	66.63
• low	<b>61.72</b>	57.58	57.54	63.36	45.32
Year-end closing price (in euros)	<b>118.30</b>	91.50	59.72	70.86	66.11
Yield (%)	<b>2.20</b>	2.79	3.94	3.10	3.09

## 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.

## Ordinary bonds

The information is disclosed in Note 9 to the financial statements (chapter 5, section 3.3, pages 370 and 371).

## 7. Investor relations

# 7. Investor relations

## 7.1 Person responsible for financial information

Hilary Maxson  
EVP & Group CFO  
35, rue Joseph-Monier – CS30323  
92506 Rueil-Malmaison Cedex – France  
Tel: +33 (0)1 41 29 71 34

## 7.2 Contacts

Any information or document may be requested from:  
Amit Bhalla – Head of Investor Relations

For institutional investors and financial analysts: Tel: +44 (0)207 592 8747

For individual investors:

- email: [actionnaires@se.com](mailto:actionnaires@se.com) or via the contact form available on the institutional website [www.se.com](http://www.se.com).

## 7.3 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 Shareholders' Advisory Committee meets 3 to 4 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 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.se.com/finance](http://www.se.com/finance).