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Annual Shareholders' Meeting

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1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

This section presents the draft resolutions that will be submitted to the Annual Shareholders' Meeting of the Company that will be convened on April 28, 2021 and the report of the Board of Directors (explanatory comments) for those resolutions. The Board of Directors' report and the draft resolutions are the one approved by the Board of Directors in its meeting of February 10, 2021. They may be subject to further amendments in the final Notice of Meeting to be published in the BALO official journal, where necessary, in order to take into account subsequent decisions of the Board of Directors.

Agenda

ORDINARY SHAREHOLDERS' MEETING:

Resolution 1

Approval of statutory financial statements for the 2020 fiscal year

Resolution 2

Approval of consolidated financial statements for the 2020 fiscal year

Resolution 3

Appropriation of profit for the fiscal year and setting the dividend

Resolution 4

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

Resolution 5

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

Resolution 6

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

Resolution 7

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

Resolution 8

Approval of the Directors' compensation policy

Resolution 9

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

Resolution 10

Appointment of Mrs. Anna Ohlsson-Leijon as a Director

Resolution 11

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

Resolution 12

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

Resolution 13

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

Resolution 14

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

Resolution 15

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

EXTRAORDINARY SHAREHOLDERS' MEETING:

Resolution 16

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

Resolution 17

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

Resolution 18

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

Resolution 19

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

Resolution 20

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

Resolution 21

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

Resolution 22

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

Resolution 23

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

Resolution 24

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

Resolution 25

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

Resolution 26

Powers for formalities

1.1 Ordinary Shareholders' Meeting

1st, 2nd and 3rd resolutions: Approval of annual financial statements and setting the distribution

Explanatory statement

Under the **1st** and the **2nd resolutions**, shareholders are invited to approve:

- the statutory financial statements of Schneider Electric SE for the year 2020 which show a loss of €31,272,867.44;
- the consolidated financial statements for the year 2020 which show a net income for the Group of €2,126 million.

The activity and the results for the 2020 fiscal year are presented in the 2020 Universal Registration Document as well as in the Brochure available on the Company's website.

Under the **3rd resolution**, we recommend a distribution of €2.60 per share, representing a distribution rate of 56.8% of the Group's net adjusted income and an estimated total distribution of €1,441,250,392⁽¹⁾ (based on the number of shares ranking for dividends at December 31, 2020). No dividend will be paid on treasury shares held by the Company on the payment date. This distribution will be paid out of the retained earnings amounting to €1,922,674,794.39.

The distribution will be paid according to the following schedule:

- Dividend ex-date: May 10, 2021
- Record date: May 11, 2021
- Dividend payment date: May 12, 2021

For individual beneficiaries who are tax resident in France, the dividend is subject upon payment to a social security tax of 17.2% and, in principle, to a mandatory non-definitive levy of 12.8%. This tax is levied at source and is computed on the gross amount of the dividend.

For its taxation in 2022, this dividend will fully be eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code where an express, global and irrevocable election is made for taxation under the progressive scale of personal income tax. Where this option is not made, the dividend will be taxed at a final flat-rate income 12.8% and will not be eligible for this 40% rebate. In both cases, the levy of 12.8% borne at the time of the payment of the dividend is deducted from the individual income tax due.

Text of the first resolution

(Approval of statutory financial statements for the 2020 fiscal year)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report and the statutory auditors' report, approves the statutory financial statements for the 2020 fiscal year as presented, as well as the transactions reflected in these statements or summarized in these reports showing a loss of €31 272 867,44.

In addition, pursuant to Article 223 quater of the French Tax Code (Code général des impôts), the Shareholders' Meeting takes note that there was no non-deductible expenses and charges referred to in Article 39-4 of said Code.

Text of the second resolution

(Approval of consolidated financial statements for the 2020 fiscal year)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report and the statutory auditors' report, approves the consolidated statements for the 2020 fiscal year as presented, as well as the transactions reflected in these statements or summarized in these reports.

Text of the third resolution

(Appropriation of profit for the financial year and setting the dividend)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having noted that the Company's fiscal year ending December 31, 2020 closed with a loss of €31,272,867.44 and the retained earnings amounted to €1,922,674,794.39 upon proposal of the Board of Directors, decides:

- the allocation of the loss of the fiscal year to the "Retained earnings" account; and
- the distribution to the shareholders of a dividend of €2.60 per share, i.e., €1,441,250,392⁽¹⁾ on the basis of the number of shares ranking for dividends at December 31, 2020 paid from the retained earnings which after allocation of the loss of the fiscal year amounts to €1,891,401,926.95.

(1) This amount is calculated based on the number of shares ranking for dividends at December 31, 2020 and could therefore change if this number varies between January 1, 2021 and the ex-dividend date.

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

The ex-dividend date will be May 10, 2021 and the dividend will be payable from May 12, 2021. If, at the time of payment of the dividend, the number of treasury shares held by the Company has changed compared to that held on December 31, 2020, the fraction of the dividend relating to this variation will either increase or reduce retained earnings.

For individual beneficiaries who are tax resident in France, the dividend is subject upon payment to a social security tax of 17.2% and, in principle, to a mandatory non-definitive levy of 12.8%. This tax is levied at source and is computed on the gross amount of the dividend.

For its taxation in 2022, this dividend will fully be eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code where an express, global and irrevocable election is made for taxation under the progressive scale of personal income tax. Where this option is not made, the dividend will be taxed at a final flat-rate income 12.8% and will not be eligible for this 40% rebate. In both cases, the levy of 12.8% borne at the time of the payment of the dividend is deducted from the individual income tax due.

Dividends/coupons paid by Schneider Electric SE for the three most recent fiscal years are as follows:

	2017	2018	2019
Net dividend paid per share (in euros)	2.20	2.35	2.55

4th resolution: Regulated agreements

Explanatory statement

In the **4th resolution**, you are invited to take due note of the absence of any new regulated agreement since the last General Meeting. As a reminder, an agreement was already approved by the General Meeting of April 23, 2020 which produced effects during 2020. The Board of Directors, in its meeting of February 28, 2020, based on the recommendation of the Governance & Remunerations Committee, has indeed authorized the Company to enter with Mr. Emmanuel Babeau an agreement regarding the financial terms of his departure which was executed on March 2, 2020 in accordance with the procedure of the regulated agreements of Article L.225-38 of the French Commercial Code. The general meeting held on April 23, 2020 approved this agreement both in accordance with the regulated agreements' procedure (5th resolution) and the compensation policy applicable in 2020 to Mr. Emmanuel Babeau as part of his departure (10th resolution).

Text of the fourth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, and having considered the Statutory Auditors' special report on related party agreements referred to in Article L. 225-38 of the French Commercial Code, approves this report in all its provisions and notes that no new agreement has been concluded since the last Shareholders' Meeting.

5th and 6th resolution: Approval of the information on the Directors and Corporate Officers compensation paid or granted for 2020 (Say on pay ex-post)

Explanatory statement

Under the **5th resolution**, in pursuance of Article L. 22-10-34 I of the French Commercial Code, you are invited to approve the information listed in Article L. 22-10-9 of the French Commercial Code relating to the compensation of Directors and Corporate Officers that are presented to you in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code. You will find all this information set out in detail in section 2 of Chapter 3 of the Universal Registration Document and in section 2.2 of the Brochure.

Under the **6th resolution**, in pursuance of Article L. 22-10-34 II of the French Commercial Code, you are asked to approve fixed, variable and exceptional components of the total compensation and benefits of all types paid during the last fiscal year or awarded in respect of the said year, to the Chairman and CEO, Mr. Jean-Pascal Tricoire. They have been paid or awarded in accordance with the compensation policy approved by the Annual Shareholders' Meeting of April 24, 2020. These components are detailed in section 2.2.2 of Chapter 3 of the Universal Registration Document and in section 2.2 of the Brochure.

Text of the fifth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-34 I of the said Code, the information mentioned in Article L. 22-10-9 of the French Commercial Code as stated in the 2020 Universal Registration Document, Chapter 3, Section 2.2.

Text of the sixth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of all types paid during the 2020 financial year or awarded in respect of the 2020 fiscal year to the Chairman and Chief executive officer, Mr. Jean-Pascal Tricoire as stated in the 2020 Universal Registration Document, Chapter 3, Section 2.2.2.

7th and 8th resolution: Approval of the 2021 compensation policy applicable to Directors and Corporate Officers (Say on pay ex-ante)

Explanatory statement

Under the **7th resolution**, in pursuance of Article L. 22-10-8 II of the French Commercial Code, shareholders are invited to approve the compensation policy for the Chairman and CEO. This policy as well as the manner in which it serves the corporate interest, supports the Company strategy, and contributes to the sustainability of the Company are presented in section 2.3.1 of Chapter 3 of the Universal Registration Document.

Under the **8th resolution**, in pursuance of Article L. 22-10-8 II of the French Commercial Code, we ask you to approve the compensation policy of the Directors, which means, firstly, the maximum amount that is proposed to be allocated to the Board members annually and secondly, the allocation rules of this amount. These elements are presented in detail in section 2.3.2 of Chapter 3 of the Universal Registration Document.

Text of the seventh resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-8 II of the French Commercial Code, the compensation policy of the Chairman and Chief executive officer as stated in the 2020 Universal Registration Document, Chapter 3, Section 2.3.1.

Text of the eighth resolution

(Approval of the Directors' compensation policy)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-8 II of the French Commercial Code, the compensation policy of the Directors as stated in the 2020 Universal Registration Document, Chapter 3, Section 2.3.2.

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

9th and 10th resolutions: Renewal of Mr. Jean-Pascal Tricoire and appointment of Mrs. Anna Ohlsson-Leijon

Explanatory statement

As part of the Board's continuous review of its composition, the Board of Directors asked the Governance & Remuneration Committee to work on the search for candidates. In doing so, the Committee identified the skills that would be required to diversify and strengthen the Board composition and hired an external recruitment firm (Heidrick & Struggles) to search for suitable candidates. Among these candidates, the Governance & Remuneration Committee preselected a short list and the members of the Committee interviewed the short-listed candidates. Following these interviews, the Committee recommended a candidate to the Board of Directors, Mrs. Anna Ohlsson-Leijon who, on February 10, 2021, was appointed as an Observer with the aim to propose her appointment to the Shareholders' Meeting. Mrs. Anna Ohlsson-Leijon, a Swedish citizen, will bring to the Board her professional experience and skills based on her wide-ranging finance and business background, and will further add to the gender diversity of the Board of Directors. She will qualify as an independent Director with regard to all the criteria set by Article 9.5 of the AFEP/MEDEF Corporate Governance Code and, if appointed, will join the Audit & Risks Committee.

Besides, we remind you that the terms of office of Mr. Jean-Pascal Tricoire expires at the close of this Shareholders' Meeting. On February 10, 2021, the Board, following the recommendation from the Governance & Remuneration Committee, decided to propose to the General Meeting to renew Mr. Jean-Pascal Tricoire's office as Director for a four-year term with the intention to renew his office as Chairman & Chief executive officer. The performance by Mr. Jean-Pascal Tricoire of the duties of Chairman and CEO seems particularly appropriate to the Board of Directors taking into account:

- The results of the external Board assessment conducted in October 2020 that confirmed that (i) all Board members individually support the current leadership structure and (ii) the level of transparency between management team and the Board of Directors is considered as excellent;
- Jean-Pascal Tricoire's profile, his excellent track record within the Company, his leadership, and his openness to the Board members' recommendations;
- The current unprecedented COVID-19 crisis which reinforces the leadership needs of the Group, especially with the renewal of the Executive Committee made in February 2020;
- The governance mechanisms in place to safeguard the balance of power between the Board and the management (appointment of a Lead Independent Director with specific powers, high rate of independent Directors within the Board (73%), independence of the committees mainly chaired by independent Directors, executive session proposed systematically at the end of each Board meeting);
- The requirement for the Board to deliberate each year on the unification of the functions of Chairman and Chief executive officer in pursuance of its internal regulations.

On the occasion of its annual review of the governance mode of the Company, the Board has, however, expressed the wish to separate the roles of Chairman and Chief executive officer in the future. The Board is planning a separation of the two roles during Mr. Tricoire's upcoming term.

Acting upon recommendation of the Governance & Remuneration Committee, the Board of Directors propose to shareholders:

- in the **9th resolution** to renew the terms of office of Mr. Jean-Pascal Tricoire for a four-year (4) term; and
- in the **10th resolution**, to appoint Mrs. Anna Ohlsson-Leijon as Director for a four-year (4) term.

Should these resolutions be approved, the Board of Directors would consist in 15 members (including one Director representing the employee shareholders and two Directors representing the employees), with an independence rate of 75% and 42 % of women Director and 73 % of non-French origin or nationalities.

Mr. Jean-Pascal Tricoire's and Mrs. Anna Ohlsson-Leijon's biographies are provided on section 1.1 of the Chapter 3 of this Universal Registration Document.

Text of the ninth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, takes note that the term of office of Mr. Jean-Pascal Tricoire as a Director expires at the close of this Shareholders' Meeting and decides to renew it for a four-year (4) term expiring at the close of the Annual Shareholders' Meeting to be held in 2025 to approve the financial statements for the 2024 fiscal year.

Text of the tenth resolution

(Appointment of Mrs. Anna Ohlsson-Leijon as a Director)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, decides to appoint Mrs. Anna Ohlsson-Leijon as Director for a four-year (4) term expiring at the close of the Annual Shareholders' Meeting to be held in 2025 to approve the financial statements for the 2024 fiscal year.

11th, 12th, 13th and 14th resolutions: Appointment of the employee shareholders Director

Explanatory statement

We remind you that Ms. Xiaoyun Ma was appointed Director to represent employee shareholders pursuant to Article 11-3 of the Articles of Association and her term of office expires at the close of this Shareholders' Meeting. As a consequence, her successor must be appointed according to the procedure provided in this Article which provides that when employee shareholders hold more than 3% of the capital at the close of a given financial year, their representative must be elected by the Annual Shareholders' Meeting from the candidates appointed by the supervisory boards of the FCPEs invested in company shares and by the employee shareholders directly when their shares are held directly and not via FCPEs.

The candidates designated by this procedure are:

- Mr. Thierry Jacquet on the proposal of the French FCPE;
- Mrs. Zennia Csikos and Xiaoyun Ma on the proposal of the international FCPE;
- Mrs. Malene Kvist Kristensen for the employee shareholders holding their shares directly.

You will find their biographies below.

The Board of Directors, upon the report from the Governance & Remunerations Committee, decided to support the resolution n°13 providing for the appointment of Mrs. Xiaoyun Ma as member of the Board of Directors representing employee shareholders. Xiaoyun Ma's profile fits in with the Group's objectives in terms of experience within the Group and internationalization, as set by the Board of Directors in relation to its composition.

As a result, the Board of Directors invites you:

- to vote only in favour of the **13th resolution**; and
- to vote against on the **11th, 12th and 14th resolutions**.



Thierry Jacquet

Customer Project Management
Execution Medium Voltage Business

Age: 56 years

Nationality: French

Business address: Rue de la Verrerie,
ZI du Fontanil, 38120 Saint Egreve,
France

336⁽¹⁾ Schneider Electric SE shares

Experience and qualifications

Thierry Jacquet holds a Higher National Diploma in Electrical Engineering option industrial automation from the Technical Training Institutes of Grenoble (France) and a Master's Degree in Management from the Grenoble Business School (France). After two years spent at the Schneider School (Paul Louis Merlin) in Grenoble, Thierry Jacquet began his career at Schneider Electric in 1982 as Operator and wireman for the SF₆ insulated Very High Voltage Equipment. In 1985, he became Designer in a design office for the Technical Service, Very High Voltage activity. From 1987 to 1999, he worked for the Customer Project Management Execution Medium Voltage Business. Meanwhile, from 1995, he occupied various elected positions within Central and Local Works Councils. Since 1997, he has served as a member of the Supervisory Boards of various Schneider Electric Mutual Funds. Since 2007, he has been a member of the European Works Council of which he is currently the Secretary since 2009. In 2019, he became Deputy Coordinator of the CFDT trade union for Schneider Electric Group in France.

Term of office

Candidate for election as a Director representing the employee shareholders: April 2021

Current external appointments

Other directorships at listed companies

None

Other directorships or functions within Schneider

Electric Group:

Secretary of the European Works Council, Member of Supervisory Boards of various FCPE Schneider

Other directorships or functions outside Schneider

Electric Group:

None

Previous directorships

Previous directorships held in the past five years:

None

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

(1) Held directly or through the FCPE.

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting



Zennia Csikos

Head of Tax Pacific Zone and Japan

Age: 49 years

Nationality: Australian

Business address: 2 Banfield Road,
2113 Macquarie Park, New South
Wales, Australia

256⁽¹⁾ Schneider Electric SE shares

Experience and qualifications

Zennia Csikos holds a Master of Tax from the University of Melbourne (Australia), a Bachelor of Science from the University of Sydney (Australia) and a Graduate Diploma in Accounting from Macquarie University (Australia). She is a Chartered Accountant from the Chartered Accountants Australia and New Zealand and Chartered Tax Advisor with the Tax Institute of Australia. She began her career in 1994 at PricewaterhouseCoopers within the corporate tax practice of the Melbourne (Australia) office. In 2000, she joined first Nufarm Limited, an Australian listed company manufacturing and distributing Agricultural chemical products, as Group Tax Manager, before joining in 2007 Hospira, an American listed pharmaceutical company as Manager Taxation Asia Pacific and then Coffey International Limited, an Australian listed engineering consulting company, in 2009 as Group Tax Manager. Zennia Csikos, is currently Head of Tax Pacific Zone and Japan of Schneider Electric, a position that she has been holding since 2013.

Term of office

Candidate for election as a Director representing the employee shareholders: April 2021

Current external appointments

Other directorships at listed companies:

None

Other directorships or functions within Schneider Electric

Group:

Member of the Supervisory Board of FCPE Schneider

Other directorships or functions outside Schneider

Electric Group:

Director of Csikos Investments Pty Limited, Csikos Super Fund Pty Ltd, ZS Super Property No.1 Pty Ltd and ZS Super Property No.2 Pty Ltd (Australia)

Previous directorships

Previous directorships held in the past five years:

None



Xiaoyun Ma

CFO for Schneider's China Operations

Age: 57 years

Nationality: Chinese

Business address: 8F, Schneider
Electric Building, No. 6, East
WangJing Rd. Chaoyang District
Beijing 100102, China

23,097⁽¹⁾ Schneider Electric SE shares

Experience and qualifications

Graduating from top Chinese universities and holding China Certificate of Public Accountant, Xiaoyun Ma started her career as a finance professional at an audit firm (PWC). She joined Schneider Electric in 1997 as the controller of Schneider (Beijing) Medium Voltage Co., Ltd. in Beijing China. Since then, she has worked in many different controller and CFO positions, covering manufacturing, supply chain and front office, in the China and Asia Pacific zone, while getting an MBA from New York City University in 2004. She is currently the CFO for Schneider's China Operations, in charge of China daily finance operations, organization simplification and internal digital transformation.

Term of office

First appointed: 2017/Term ends: 2021

Current external appointments

Other directorships or functions at listed companies:

None

Other directorships within Schneider Electric Group:

Chairwoman of the Board of Directors of Schneider Electric IT (China) Co., Ltd.; Vice-Chairwoman of the Board of Directors of Citic Schneider Smart Building Technology (Beijing) Co., Ltd., Beijing BipBop Efficiency and Automation Application Technology Center (China); Director of Full Excel (Hong Kong) Limited (Hong Kong), Schneider Electric (China) Co., Ltd., Schneider Shanghai Power Distribution Electrical Apparatus Co., Ltd., Schneider Shanghai Low Voltage Terminal Apparatus Co., Ltd., Schneider Shanghai Industrial Control Co., Ltd., Schneider Busway (Guangzhou) Ltd., Schneider (Beijing) Medium and Low Voltage Co., Ltd., Schneider Merlin Gerin Low Voltage (Tianjin) Co., Ltd., Schneider Shanghai Apparatus Parts Manufacturing Co., Ltd., Schneider Wingoal (Tianjin) Electric Equipment Co., Ltd., Shanghai ASCO Electric Technology Co., Ltd. (formerly known as Schneider Automation Solutions (Shanghai) Co., Ltd.), Schneider (Shaanxi) Baoguang Electrical Apparatus Co., Ltd., Clipsal Manufacturing (Huizhou) Co., Ltd., Schneider Switchgear (Suzhou) Co., Ltd., Schneider Smart Technology Co., Ltd.; Supervisor of Zircon Investment (Shanghai) Co., Ltd.; Executive Director of Beijing Leader Harvest Energy Efficiency Investment Co., Ltd. (China).

Other directorships or functions outside Schneider Electric Group:

Vice-Chairwoman of the Board of Directors of Sunten Electric Equipment Co., Ltd. (China).

Previous directorships

Previous directorships held in the past five years:

Chairwoman of the Board of RAM Electronic Technology and Control (Wuxi) Co., Ltd., Beijing Chino Harvest Wind Power Technology Co., Ltd., Schneider Electric Trading (Wuhan) Co., Ltd.; Vice-Chairwoman of the Board of Directors of Schneider Electric (Xiamen) Switchgear Co., Ltd., Schneider Electric (Xiamen) Switchgear Equipment Co., Ltd.; Director of Pelco (Shanghai) Trading Co., Ltd., Schneider (Wuxi) Drives Co., Ltd., Schneider Electric Manufacturing (Wuhan) Co., Ltd., Telvent Control Systems (China) Co., Ltd., Schneider Automation & Control Systems (Shanghai) Co., Ltd., Ennovation Systems Control Co., Ltd., Schneider (Suzhou) Transformer Co., Ltd., Telvent-BBS High & New Tech (Beijing) Co., Ltd., Beijing Leader Harvest Electric Technologies Co., Ltd., Schneider Electric Equipment and Engineering (Xi'an) Co., Ltd., Shanghai Foxboro Co., Ltd., Shanghai Invensys Process Systems Co., Ltd., Schneider Great Wall Engineering (Beijing) Co., Ltd., Tianjin Merlin Gerin Co., Ltd., Schneider (Beijing) Medium Voltage Co., Ltd., Shanghai Schneider Electric Power Automation Co., Ltd., Tianjin Wingoal Electric Equipment Co., Ltd., Schneider South China Smart Technology (Guangdong) Co. Ltd.

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

(1) Held directly or through the FCPE.



Malene Kvist Kristensen

Digital Program Director

Age: 48 years

Nationality: Danish

Business address: 201 Washington St, Suite 2700, One Boston Place, 2108 Boston, United States
294⁽¹⁾ Schneider Electric SE shares

Experience and qualifications

Malene Kvist Kristensen holds a Master of Science in International Business from the Copenhagen Business School (Denmark) & the London School of Economics (England) and a Master of Business Administration from the Massachusetts Institute of Technology (MIT) (United States). Malene Kvist Kristensen began her career in 1999 at Morgan Stanley as an Analyst within Corporate Finance and M&A. From 2002 to 2006, she worked at The Industrialization Fund for Developing Countries (IFU), a Government owned investment fund, before joining BankInvest, Private Equity New Markets (PENM) as an Associate. From 2009 she pursued her career in Denmark at Dako, a company operating within the field of tissue based cancer diagnostics, where she served as Market Development Manager for Emerging Markets, then as Senior Manager Corporate Projects & Global Market Development as well as Acting Finance Manager for the Asia Pacific Region. In 2011 she moved to Novozymes, a bio-innovation company, serving as Key Account Development Centre Manager until 2012 where she joined JGH Marine, a company specialized in ship building and provider of maintenance services and marine related trade focused on East Africa, serving as CFO East Africa & Business Development. From 2013 to 2017, she held various positions as Advisor, Partner and Chief Operating Officer at Knudsen&Co, a consulting and business development company, in China. She joined Schneider Electric in 2017 in the United States as Digital Program Director, a position she has been holding since then.

Term of office

Candidate for election as a Director representing the employee shareholders: April 2021

Current external appointments

Other directorships at listed companies:

None

Other directorships or functions within Schneider Electric

Group:

None

Other directorships or functions outside Schneider

Electric Group:

None

Previous directorships

Previous directorships held in the past five years:

None

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

(1) Held directly or through the FCPE.

Text of the eleventh resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, decides to appoint Mr. Thierry Jacquet as Director representing the employee shareholders for a four-year (4) term expiring at the close of the Annual Shareholders' Meeting to be held in 2025 to approve the financial statements for the 2024 fiscal year.

Text of the twelfth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, decides to appoint Mrs. Zennia Csikos as Director representing the employee shareholders for a four-year (4) term expiring at the close of the Annual Shareholders' Meeting to be held in 2025 to approve the financial statements for the 2024 fiscal year.

Text of the thirteenth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, takes note that the term of office of Mrs. Xiaoyun Ma as a Director representing the employee shareholders expires at the close of this Shareholders' Meeting and decides to renew it for a four-year (4) term expiring at the close of the Annual Shareholders' Meeting to be held in 2025 to approve the financial statements for the 2024 fiscal year.

Text of the fourteenth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, decides to appoint Mrs. Malene Kvist Kristensen as Director representing the employee shareholders for a four-year (4) term expiring at the close of the Annual Shareholders' Meeting to be held in 2025 to approve the financial statements for the 2024 fiscal year.

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

15th resolution: Share buybacks

Explanatory statement

As the pre-existing authorization comes to its term in October 2021, it is hereby proposed in the **15th resolution** submitted to the General Meeting to reconduct, for a new eighteen-month period starting after the present General Meeting, the authorization given to the Board of Directors to purchase the Company's shares as part of a share buyback program subject pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code and European Regulation (EU) no. 596/2014 of April 16, 2014 on market abuse.

We remind you that on February 14, 2019 Schneider Electric initiated a new €1.5bn to €2.0bn share buyback program over the period 2019-2021. The program has been launched under the 15th resolution approved at the 2018 Annual Shareholders' Meeting and pursued under the 14th and 17th 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 Long-term incentive plans. Pursuant to the authorization granted at the Annual Shareholders' Meeting on April 23, 2020, Schneider Electric didn't proceed from April 24, 2020 to February 10, 2021 to any buyback due to the COVID-19 crisis. Since the beginning of the program, February 14, 2019, the Company bought back 4.1 million shares for €315.8 million.

Due to the ongoing economic uncertainty, and as the OSIsot transaction has not yet completed, the current share buyback program of €1.5 – €2.0 billion remains on-hold in the near term, with likely extension for its full completion beyond 2021.

All the 12,740,423 treasury shares held on December 31, 2020 (representing 2.25% of the share capital) are allocated to employees and Corporate Officers as a long-term compensation tool.

The authorization that you would give to the Board would allow to proceed to purchase of shares for the purposes, amongst others, of:

- their allotment to employees or Corporate Officers as a long-term compensation tool;
- their delivery as a result of the exercise of rights attached to securities giving access to the Company's capital;
- their cancellation;
- their delivery in connection with external growth operations;
- their disposal in the course of a share management agreement.

Shares bought back may be cancelled under the authorization adopted by this Annual Shareholders' Meeting (24th resolution).

The number of shares thus purchased and the number of shares held may not exceed 10% of the share capital at any time (for reference purposes, based on the issued capital on December 31, 2020: 56,706,855 shares). The maximum purchase price of the shares would be set at €150 and the total amount allocated to the share repurchase program will not exceed €8,506,028,250. As for previous years, the resolution prevents that the authorization be used during a public offering on the Company's shares.

Further information on the Company's share buyback programs can be found section 3.5 of the Chapter 6 of the Universal Registration Document.

Text of the fifteenth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, hereby authorizes the Board of Directors, pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, Regulation (EU) no. 596/2014 of April 16, 2014 on market abuse and its delegated regulations and the French Financial Market Authority's General rules, to buyback or arrange for the buyback of the Company's shares for the purpose of:

- *the allotment or transfer of shares to employees or Corporate Officers of the Company and/or of current or future related companies, for the purposes of implementing any stock option or Performance Share plan, or any other grant, allocation or disposal to employees and Corporate Officers of the Company;*
- *the delivery of shares as a result of the exercise of rights attached to securities giving access to the Company's capital by redemption, conversion, exchange, presentation of a warrant or by any other mean;*
- *the cancellation by way of share capital decrease of all or part of these repurchased shares;*
- *the delivery of shares (for exchange, payment or otherwise) in connection with external growth operations (up to a limit of 5% of the share capital);*
- *their provision for the purposes of a share management agreement entered into with an investment services provider in order notably to maintain a liquid market; or*
- *the implementation of any market practice which would be allowed by the AMF.*

This authorization also allows the Company to trade in its shares for any other purposes authorized or that may be authorized by law or regulation. In such a case, the Company would inform its shareholders through a public release.

Shares acquired may also be canceled, subject to compliance with the provisions of Articles L. 225-204 and L. 225-205 of the French Commercial Code and in accordance with the 24th resolution of this Annual Shareholders' Meeting.

The number of shares that may be purchased shall be subject to following limits:

- (i) the number of shares that the Company may purchase during the term of the buyback program should not exceed 10% of the Company's share capital on the date of the Annual Shareholders' Meeting (i.e. for information purposes, 56,706,855 shares on the basis of the share capital as of December 31, 2020), it being specified that the number of shares acquired in view of their retention and their future delivery for the purpose of an external growth operation cannot exceed 5% of the Company's share capital; and
- (ii) the number of shares that the Company can hold at any time may not exceed 10% of the Company's share capital.

The maximum share purchase price is set at €150 per share without exceeding the maximum price set by applicable laws and regulations. The total amount allocated to the share repurchase program will not exceed €8,506,028,250.

The purchase, exchange, disposal or transfer of shares can be decided by the Board of Directors on one or more occasions, at any time except during takeover bid involving the Company's shares, and by any means, provided that laws and regulations in force are complied with, on or off the stock market, over the counter, in whole or in part in blocks of shares, by takeover bid in cash or in shares, by using options or derivatives, either directly or indirectly through the intermediation of an investment services provider, or in any other way.

The General Shareholders' Meeting grants authority to the Board of Directors, which may further delegate as permitted by law, to adjust the prices set forth above in the event of transactions on the Company's share capital, and in particular an increase in capital through the capitalization of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity, to take into account the impact of these transactions on the stock value.

The General Shareholders' Meeting gives full powers to the Board of Directors with powers to subdelegate under the conditions set out by law, to use this authorization, in particular to give any and all orders, enter into any and all agreements, allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms and conditions under which the rights of holders of securities giving access to the share capital or other rights giving access to the share capital will be preserved, if applicable, in accordance with legal and regulatory provisions and, if applicable, contractual provisions providing for other cases of adjustment, prepare all documents and press releases, carry out any and all formalities and make all appropriate declarations to the authorities, and in general take all necessary measures.

This authorization supersedes, for the unused portion, the authorization given to the Board of Directors by the Shareholders' Meeting of April 23, 2020 in its 17th resolution and is granted for an 18 (eighteen) month period as from this Shareholders' Meeting.

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

1.2 Extraordinary Meeting

16th, 17th, 18th, 19th, 20th and 21st resolutions: Delegations of authority to the Board of Directors to increase the share capital with or without shareholders' preferential subscription rights

Explanatory statement

As is the case every two years, you are requested to approve a set of resolutions, giving the Board of Directors authority to increase or reduce the share capital, immediately or over time, with preferential subscription rights or without, through the issuance of shares and/or equity-linked securities, for a limited period.

These resolutions involve financial delegations that will give the Board of Directors the authority to select, at any moment and from among a broad range of securities providing access to the share capital, the transaction most suited to Schneider Electric's needs and growth, based on market characteristics at the time.

Under the **16th resolution**, you are requested to delegate to the Board of Directors the authority to issue, in France and abroad, with shareholders' preferential subscription rights, ordinary shares and/or equity-linked securities. The maximum nominal amount of the capital increases that may be carried under this resolution shall not exceed €800 million in aggregate, *i.e.* 200 million shares representing 35.27% of the capital as of December 31, 2020. The capital increases that may be realized in accordance with the 17th, 18th, 19th, 20th and 21st resolutions shall be counted against this aggregate ceiling.

For the **17th and 18th resolutions**, you are requested to cancel the preferential subscription rights to shares. Indeed, depending on market conditions, the types of investors involved and the type of securities issued, it may be preferable, or even necessary, to cancel the preferential subscription rights in order to carry out a securities placement under optimal conditions, particularly when the speed of transactions is a prerequisite to success, or when the issuances are carried out on overseas financial markets. The cancellation of the preferential subscription rights can facilitate the Company's access to capital due to more favorable issuance conditions. Capital increases without preferential subscription rights may take the form of a public offering except those in which case a priority period for shareholders can be established (17th resolution) or of an offering in accordance with Article L. 411-2-1° of the French Monetary and Financial Code (18th resolution). In compliance with the French Commercial Code (Code de commerce), the issue price of shares issued without preferential subscription rights will be at least equal to the lowest price provided for according to the regulatory provisions applicable on the date of issue (currently, the average market price of the shares in the three (3) trading days on the regulated market Euronext Paris preceding the setting of the price, reduced by a discount of 10%). Regarding the issuance of securities giving access, immediately or in the future, to the Company's share capital, the issuance price of these securities will be so that the amount received by the Company, immediately or in the future, for each share to which such securities give the right, is at least equal to the minimum issuance price of the shares as defined above. The maximum nominal amount of the capital increases that may be carried under these resolutions shall not exceed €224 million, *i.e.* 56 million shares representing 9.88% of the capital as of December 31, 2020.

In the **19th resolution**, we are asking you to authorize the Board of Directors to increase the number of securities to be issued under the 16th, 17th and 18th resolutions in the event of an over-subscription (greenshoe). An additional capital increase could thus be carried out within the timeframe and limits provided for by the legislation applicable as of the date of issue (currently, within 30 days of the closing of the subscription period and up to 15% of the initial issuance).

The **20th resolution** concerns the issuance of share and/or securities giving immediate or deferred access to the Company's capital with a view to remunerate contributions in kind granted to the Company. This resolution allows the Board of Directors to realize external growth operations with a consideration in shares within a limit of €224 million, *i.e.* 56 million shares representing 9.88% of the capital as of December 31, 2020.

If granted, these delegations would be valid for 26 months. The Board of Directors may not use this delegation from the date of filing of a takeover bid for the shares of the Company by a third party and for the duration of the bid period.

Under the **21st resolution**, we are asking you to authorize the Board of Directors to increase the share capital by incorporating premiums, reserves or profits. The rights of shareholders are not affected by this transaction, which results in free shares allotment, an increase in the nominal value of the existing shares, or a combination of both. This transaction does not change the Company's shareholders' equity.

Summary of the proposed Financial authorizations and delegations

Resolution number	Financial delegations	Duration and expiration	Possibility of use during a takeover period	Individual ceiling		Global ceiling
				Maximum nominal amount for equity-linked securities	Maximum ceiling in euros or as % of the share capital	
Issuance with shareholders' preferential subscription right						
16 th	Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company with shareholders' preferential subscription right	26 months (June 2023)	No	€7Bn	€800m (200 million shares) <i>i.e.</i> 35.27% of the share capital	Issuance of shares €800m (200 million shares) <i>i.e.</i> 35.27% of the share capital
21 st	Delegation of authority to the Board of Directors to increase the capital by capitalizing additional paid-in capital, reserves, earnings or other	26 months (June 2023)	Yes		€800m (200 million shares) <i>i.e.</i> 35.27% of the share capital	
Issuance without shareholders' preferential subscription right						
17 th	Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through a public offering other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code	26 months (June 2023)	No	€7Bn	€224m (56 million shares) <i>i.e.</i> 9.88% of the share capital	Issuance of shares €224m (56 million shares) <i>i.e.</i> 9.88% of the share capital Equity-linked securities: €7Bn
18 th	Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through an offering in accordance with Article L. 411-2 1° of the French Monetary and Financial Code (private placement)	26 months (June 2023)	No	€7Bn	€120m (30 million shares) <i>i.e.</i> 5.29% of the share capital	
20 th	Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription in consideration for contributions in kind to the Company	26 months (June 2023)	No	€7Bn	€224m (56 million shares) <i>i.e.</i> 9.88% of the share capital	
19 th	Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without shareholders' preferential subscription (greenshoe)	26 months (June 2023)	No	€7Bn	+15%	
In the event of an over-subscription						
Issuances reserved for employees						
22 nd	Delegation of authority to the Board of Directors to undertake capital increases reserved for participants in a company savings plan up , without shareholders' preferential subscription right	26 months (June 2023)	No		€46m (11.5 million shares) <i>i.e.</i> 2.03% of the share capital	€46m (11.5 million shares) <i>i.e.</i> 2.03% of the share capital
23 rd	Delegation of authority to the Board of Directors to undertake capital increases reserved for employees of certain non-French subsidiaries (outside of a group savings plan) , without shareholders' preferential subscription right	18 months (Oct. 2022)	No		€24m (6 million shares) <i>i.e.</i> 1.06% of the share capital	
Cancellation of shares bought back by the Company under the share buyback programs						
24 th	Authorization to the Board of Directors to cancel shares of the Company bought back by the Company under the share buyback programs	24 months (June 2023)	Yes		€224m (56 million shares) <i>i.e.</i> 9.88% of the share capital	

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

Text of the sixteenth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-130, L. 225-132, L. 225-134, L. 228-91 to L. 228-93, L. 22-10-49 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors the authority, with the power to subdelegate in accordance with applicable law and regulations, to decide one or several capital increases through the issue, in the proportions and at the times it deems appropriate, in France and/or abroad, of ordinary Company shares and/or securities providing access through 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 the capital, in Euros or any other currency or unit of account determined by reference to several currencies, it being specified that (i) the subscription of shares and other securities may be performed, either in cash, or by offsetting receivables, and (ii) the shares to be issued shall grant the same rights as the old shares; it being specified that the issuance of any shares or securities giving access to preferred shares is excluded;
2. decides that the nominal amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed €800 million representing on an indicative basis 35.27% of the capital as of December 31, 2020, it being specified that:
 - a. this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital, and
 - b. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 17th, 18th, 19th, 20th and 21st resolutions of this Annual Shareholders' Meeting, is set at €800 million;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €7 billion (or the equivalent in any other currency or monetary unit), it being specified that the maximum aggregate nominal amount of debt equity-linked securities that may be issued on the basis of this resolution and the 17th, 18th, 19th and 20th resolutions of this Annual Shareholders' Meeting, is set at €7 billion;
4. should the Board of Directors make use of this delegation:
 - a. decides that the issuance(s) of shares shall be reserved in priority to shareholders who may subscribe as of right (à titre irréductible) under the conditions provided by law,
 - b. grants to the Board of Directors the power to provide shareholders with a prorata subscription right (à titre réductible) for the number of shares in excess of those to which they could subscribe as a matter of right, in proportion to the number of shares to which they have the right to subscribe and, in any case, up to the number of shares requested,
 - c. decides that, if the subscriptions as of right (à titre irréductible) and, as the case may be, on a prorata basis (à titre réductible), do not absorb the entirety of the share issuance, the Board of Directors may use, under the conditions set by law and in such order as it shall determine, either one of the options provided under Article L. 225-134 of the French Commercial Code, listed below: (i) limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase, (ii) freely distribute all or part of the issued and unsubscribed securities among persons it may choose, (iii) offer to the public, on the French market or the international market, all or part of the issued and unsubscribed shares,
 - d. decides that any issuance of share subscription warrants of the Company may be carried out either pursuant to a subscription offer under the conditions described above, or by granting free shares to owners of existing shares,
 - e. takes note and decides, as necessary, that this delegation of authority automatically entails by operation of law, in favour of holders of equity-linked securities issued pursuant to this delegation giving access or which may give access to shares of capital of the Company, the express waiver by the Company's shareholders' of their preferential subscription rights to the shares to be issued to which such issued securities shall give right;
5. decides that the Board of Directors shall have all powers, with the power to subdelegate under the conditions provided by law, to implement this delegation, in order, in particular, to:
 - a. set the terms and conditions of the capital increase(s) and/or the issuance(s) of shares or securities,
 - b. determine the number of shares and/or securities to be issued, the issue price and the premium payment, of which, as the case may be, may be requested upon issuance,
 - c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which may be subordinated or unsubordinated securities, with or without a specific maturity date, and, in particular, with respect to issuances of debt equity linked securities, their interest rate, maturity, their fixed or variable redemption price, with or without premium and the conditions for redemption,
 - d. decide how shares and/or securities are to be paid for,
 - e. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other terms and conditions for completing the issuance(s),
 - f. set the terms and conditions under which the Company would have the right, as the case may be, to purchase or exchange, at any time or during fixed periods, securities issued or to be issued,
 - g. provide the ability to suspend the exercise of rights attached to such securities,

- h. establish, as required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, applicable contractual provisions,
 - i. off-set the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
 - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the bylaws accordingly;
6. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the General Shareholders' Meeting of April 25, 2019 in its 15th resolution and (ii) is granted for a twenty-six (26) months period as from this Annual Shareholders' Meeting.

Text of the seventeenth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 to L. 228-93, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 22-10-54 of the French Commercial Code:

1. delegates to the Board of Directors the authority, with the power to subdelegate, in compliance with applicable laws and regulations, to decide, by public offer with the exception of offering provided for by Article L. 411-2-1° of the French Monetary Code, one or several capital increases through the issue, in the proportions and at the times it deems appropriate, in France and/or abroad, of ordinary Company shares and/or securities providing access through 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 the capital, in Euros or any other currency or unit of account determined by reference to several currencies, it being specified that (i) the subscription of shares and other securities may be performed, either in cash, or by offsetting receivables, and (ii) the shares to be issued shall grant the same rights as the old shares; it being specified that the issuance of any shares or securities giving access to preferred shares is excluded and that shares and/or securities giving access to the Company's share capital could be issued in consideration for shares which may be tendered to the Company as part of public exchange offers initiated by the Company in compliance with the conditions set forth in Article L. 22-10-54 of the French Commercial Code;
2. decides that the nominal amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed €224 million representing on an indicative basis 9.88% of the capital as of December 31, 2020, it being specified that:
 - a. this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital,
 - b. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 16th, 18th, 19th, 20th and 21st resolutions of this Annual Shareholders' Meeting is set at €800 million, and
 - c. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 18th and 20th resolutions of this Annual Shareholders' Meeting is set at €224 million;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €7 billion (or the equivalent in any other currency or monetary unit), it being specified that the maximum aggregate nominal amount of debt equity-linked securities that may be issued on the basis of this resolution and the 16th, 18th, 19th and 20th resolutions of this Annual Shareholders' Meeting, is set at €7 billion;
4. decides to cancel the shareholders' preferential subscription rights to the Company's shares and/or other equity-linked securities to be issued pursuant to this resolution, and to offer such shares or securities in the framework of a public offering with the exception of offering provided for by Article L. 411-2-1° of the French Monetary Code, while allowing the Board of Directors, under the terms of Article L. 22-10-51 of the French Commercial Code, sole discretion to grant the shareholders, for a period of time and on terms to be determined by the Board of Directors in accordance with applicable laws and regulations and for some or all of the issuance, a priority subscription period which does not constitute a negotiable right and which must be exercised in proportion to the number of shares held by each shareholder and which may be supplemented by an application to subscribe for shares on a prorata basis (à titre réductible); it being specified that securities which are not subscribed by virtue of this right shall form the object of a public placement in France and/or abroad, and/or on the international market;

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

5. *decides that, should the Board of Directors make use of this delegation, if the subscriptions to the capital increase, including, if any, those of the shareholders, have not absorbed the aggregate capital increase, the Board of Directors may use, as permitted by law and in such order as it may determine, either one of the options described by Article L. 225-134 of the French Commercial Code, listed below:*
 - a. *limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase, and/or*
 - b. *freely distribute all or part of the unsubscribed securities among persons it may choose;*
6. *acknowledges and decides, if applicable, that any decision taken by virtue of this delegation of authority will automatically entail, in favor of the holders of equity-linked securities giving access to the Company's share capital or may give access to Company's shares to be issued, the waiving by shareholders of their preferential subscription rights to securities to be issued to which equity-linked securities entitle their holders;*
7. *acknowledges that, in accordance with Article L. 22-10-52 of the French Commercial Code:*
 - a. *the issue price of shares issued directly will be not less than the minimum price set by applicable regulations on the date of issuance (as of the date hereof, the weighted average of the quoted market prices during the last three trading sessions on the regulated market of Euronext Paris preceding the beginning of the offer to the public, less a discount of 10%) after correction, if any, to take into account the difference dates of entitlement to dividend of the shares,*
 - b. *the issue price of the equity-linked securities will be such that the cash amount received immediately by the Company plus any cash amount to be received subsequently by the Company will, for each ordinary share issued as a consequence of the issuance of such securities, be not less than the minimum issue price defined in the previous paragraph;*
8. *decides that the Board of Directors shall have all powers, with the power to subdelegate under the conditions provided by law, to implement this delegation, in order in particular to:*
 - a. *set the conditions of the capital increase(s) and/or of the issuance(s) of shares or securities,*
 - b. *determine the number of shares and/or securities to be issued, their issuance price as well as the amount of the premium that may be requested upon issuance, if any,*
 - c. *determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,*
 - d. *decide how shares and/or securities are to be paid for,*
 - e. *set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance(s),*
 - f. *set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,*
 - g. *provide an option to suspend the exercise of rights attached to such securities,*
 - h. *establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,*
 - i. *offset the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto, and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and*
 - j. *generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the Articles of Association accordingly;*
9. *decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.*

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Shareholders' Meeting of April 25, 2019 in its 17th resolution and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

Text of the eighteenth resolution

(Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through an offering in accordance with Article L. 411-2 1° of the French Monetary and Financial Code)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-129, L.225-2 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 to L. 228-93, L. 22-10-49 and L. 22-10-52 of the French Commercial Code and Article L. 411-2 1° of the French Monetary and Financial Code:

1. delegates to the Board of Directors the authority, with the power to subdelegate, in compliance with applicable laws and regulations, to decide, through an offer in accordance with Article L. 411-2 1° of the French Monetary and Financial Code, one or several capital increases through the issue, in the proportions and at the times it deems appropriate, in France and/or abroad, of ordinary Company shares and/or securities providing access through 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 the capital, in Euros or any other currency or unit of account determined by reference to several currencies, it being specified that (i) the subscription of shares and other securities may be performed, either in cash, or by offsetting receivables, and (ii) the shares to be issued shall grant the same rights as the old shares; it being specified that the issuance of any shares or securities giving access to preferred shares is excluded;
2. decides that the nominal amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed €120 million representing on an indicative basis 5.29% of the capital as of December 31, 2020, it being specified that:
 - a. this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital,
 - b. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 16th, 17th, 19th, 20th and 21st resolutions of this Annual Shareholders' Meeting is set at €800 million, and
 - c. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 17th and 20th resolutions of this Annual Shareholders' Meeting is set at €224 million;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €7 billion (or the equivalent in any other currency or monetary unit), it being specified that the maximum aggregate nominal amount of debt equity-linked securities that may be issued on the basis of this resolution and the 16th, 17th, 19th and 20th resolutions of this Annual Shareholders' Meeting, is set at €7 billion;
4. decides to cancel the shareholders' preferential subscription rights to the Company's shares and/or other equity-linked securities to be issued pursuant to this resolution, and to offer such shares or securities by way of an offering provided for in Article L. 411-2 1° of the French Monetary and Financial Code in accordance with applicable laws and regulations;
5. decides that, should the Board of Directors make use of this delegation, if the subscriptions to the capital increase, including, if any, those of the shareholders, have not absorbed the aggregate capital increase, the Board of Directors may use, as permitted by law and in such order as it may determine, either one of the options described by Article L. 225-134 of the French Commercial Code, listed below:
 - a. limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase, and/or
 - b. freely distribute all or part of the unsubscribed securities among persons it may choose;
6. acknowledges and decides, if applicable, that any decision taken by virtue of this delegation of authority will automatically entail, in favor of the holders of equity-linked securities giving access to the Company's share capital or may give access to Company's shares to be issued, the waiving by shareholders of their preferential subscription rights to securities to be issued to which equity-linked securities entitle their holders;
7. acknowledges that, in accordance with Article L. 22-10-52 of the French Commercial Code:
 - a. the issue price of shares issued directly will be not less than the minimum price set by applicable regulations on the date of issuance (as of the date hereof, the weighted average of the quoted market prices during the last three trading sessions on the regulated market of Euronext Paris preceding the beginning of the offer to the public, less a discount of 10%) after correction, if any, to take into account the difference dates of entitlement to dividend of the shares,
 - b. the issue price of the equity-linked securities will be such that the cash amount received immediately by the Company plus any cash amount to be received subsequently by the Company will, for each ordinary share issued as a consequence of the issuance of such securities, be not less than the minimum issue price defined in the previous paragraph;
8. decides that the Board of Directors shall have all powers, with the power to subdelegate under the conditions provided by law, to implement this delegation, in order in particular to:
 - a. set the conditions of the capital increase(s) and/or of the issuance(s) of shares or securities,
 - b. determine the number of shares and/or securities to be issued, their issuance price as well as the amount of the premium that may be requested upon issuance, if any,
 - c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,
 - d. decide how shares and/or securities are to be paid for,
 - e. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance(s),

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

- f. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
 - g. provide an option to suspend the exercise of rights attached to such securities,
 - h. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
 - i. offset the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto, and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
 - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the Articles of Association accordingly;
9. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Shareholders' Meeting of April 25, 2019 in its 20th resolution and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

Text of the nineteenth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate under the conditions provided by law, should it notice an oversubscription when issuing shares or equity-linked securities giving access to the capital, with or without preferential subscription rights pursuant to the 16th, 17th and 18th resolutions, its capacity to decide to increase the number of securities to be issued in the event of issuances at the same price as that used for the initial issuance, within the time and limits specified in the applicable regulations as of the date of the issuance (as of the date hereof, within thirty days following the closure of subscriptions and up to 15% of the initial issuance), with a view to grant an over-allotment option in accordance with market practices;
2. decides that in the event of an issuance, immediately and in the future, of ordinary shares, the nominal amount of capital increases decided upon pursuant to this resolution will be charged on the ceiling applicable to the initial issuance stipulated in the relevant resolution of this Shareholders' Meeting;
3. acknowledges that, in accordance with Article L. 225-135-1 of the French Commercial Code, the limit of three-quarters of the issuance provided by 1^o of the I of Article L. 225-134 of the French Commercial Code will be increased in the same proportions if the Board of Directors decides, pursuant to this resolution, to increase the number of shares to be issued;
4. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Combined Shareholders' Meeting of April 25, 2019 in 18th resolution and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

Text of the twentieth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-147, L. 228-91 to L. 228-93 and L. 22-10-53 of the French Commercial Code:

1. delegates to the Board of Directors its capacity, in one or more occasions, either in France or abroad, in order to remunerate contributions in kind to the Company and constituted by shares or securities giving access immediately or in the future to the capital of third-party companies, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable, to issue ordinary Company shares and/or securities providing access through 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 the capital, in Euros or any other currency or unit of account determined by reference to several currencies, it being specified that the shares to be issued shall grant the same rights as the old shares; it being specified that the issuance of any shares or securities giving access to preferred shares is excluded;

2. decides that the nominal amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed €224 million representing on an indicative basis 9.88% of the capital as of December 31, 2020, it being specified that:
 - a. this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital,
 - b. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 16th, 17th, 18th, 19th and 21st resolutions of this Annual Shareholders' Meeting is set at €800 million, and
 - c. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 17th and 18th resolutions of this Annual Shareholders' Meeting is set at €224 million;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €7 billion (or the equivalent in any other currency or monetary unit), it being specified that the maximum aggregate nominal amount of debt equity-linked securities that may be issued on the basis of this resolution and the 16th, 17th, 18th and 19th resolutions of this Annual Shareholders' Meeting, is set at €7 billion;
4. acknowledges that this delegation of authority entails, by operation of law, (i) in favour of the holders of securities, in respect of which the contributions in kind are made, the preferential subscription rights of shareholders to the shares and/or securities giving access to the share capital that will be issued pursuant to this delegation and (ii) the waiver by shareholders of their preferential subscription rights to Company shares to be issued, to which the equity-linked securities that may be issued pursuant to this delegation may give right, for the benefit of holders of securities giving access to the share capital or that may give access to shares issued by the Company pursuant to this delegation;
5. specifies that, in accordance with applicable law, the Board of Directors is to approve the Statutory Auditors' report, referred to in Article L. 225-147 of the French Commercial Code;
6. decides that the Board of Directors shall have all powers, with the power to subdelegate under the conditions provided by law, to implement this delegation, in order and in particular to:
 - a. set the conditions of the capital increase(s) and/or of the issuance(s),
 - b. determine the number of shares and/or equity securities to be issued, their issue price and the amount of the premium,
 - c. approve appraisals of the contributions and their consideration and acknowledge the completion of said contributions,
 - d. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,
 - e. decide how shares and/or securities are to be paid for,
 - f. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance(s),
 - g. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
 - h. provide the ability to suspend the exercise of rights attached to such securities,
 - i. off-set all costs, fees and expenses against the premium account, the balance of which will be allocated by the Board of Directors at its discretion,
 - j. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
 - k. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the Articles of Association accordingly;
7. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation of authority (i) supersedes, for the portion not yet used, the delegation granted to the Board of Directors by the Combined Shareholders' Meeting of April 25, 2019 in its 19th resolution and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

Text of the twenty-first resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary shareholders' meetings, having heard the Board of Directors' report and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors its capacity to carry out, in such proportions and for such periods as it may deem appropriate, one or more capital increases by successive or simultaneous incorporation into the capital of premiums, reserves, profits or other amounts for which capitalization is legally and statutorily possible, in the form of raising the nominal amount of existing shares or assigning free new shares or by the joint use of these two procedures, said shares having the same rights as the old shares subject to the date of their entitlement to dividends;
2. decides that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation may not exceed €800 million, it being specified that this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares that may be carried out, in accordance with the legal and regulatory provisions and, where applicable,
3. decides, in accordance with the provisions of Article L. 225-130 of the French Commercial Code that in case where the Board of Directors makes use of this delegation, the rights forming fractional amounts will not be negotiable or transferable and that the corresponding Company's shares will be sold; the amounts arising from the sale will be allocated to the holders of rights within the deadline specified by the regulations;
4. decides that the Board of Directors will have full powers, with the power to subdelegate, to implement this delegation, and more generally, to take all measures and carry out all formalities required for the successful conclusion of each capital increase, to acknowledge the completion of each capital increase and modify the by-laws accordingly.

This delegation of authority (i) supersedes, for the portion not yet used, the delegation granted to the Board of Directors by the Combined Shareholders' Meeting of April 25, 2019 in its 16th resolution and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

22nd and 23rd resolutions: Capital increases reserved for employees

Explanatory statement

Schneider Electric is convinced of the importance of developing the Company's employee shareholder base in order to align employee interests with those of shareholders and also stabilize the Company's share capital. The Board of Directors wishes to continue making the Company's share capital accessible to a large number of employees, in particular through employee share ownership plans ("WESOP"). As of December 31, 2020, employees held 3.6% of the capital.

The Company did not carry out capital increases reserved for Group employees in 2020 due to the COVID-19 crisis.

As part its policy to offer to Group employees on an annual basis, the Board decided that there will be a new employee share ownership plan implemented in 2021. As part of the 20th and the 21st resolutions of the Annual Shareholders' Meeting of April 23, 2020, the Board of Directors, at its meetings of December 14, 2020, decided to renew the annual employee shareholder plan in 2021, within a limit of 3.7 million shares (approximately 0.65% of the capital). This plan, which will not include a leveraged offer, will be offered in 40 countries representing more than 80% of the Group's employees. The shares will be offered with a discount on the share price of 15% to all subscribers and a maximum employer contribution of €1,400.

To allow for the implementation of a new global employee share ownership plan in 2022, you are requested to approve:

- the **22nd resolution** which will grant the Board of Directors the authority to carry out capital increases reserved for employees participating in the company savings plan within the limit of 2% of the Company's capital, with the provision that the maximum discount at which the shares could be offered is set at 30% (it will be valid for a period of 26 months; the authority in force as voted by the Annual Shareholders' Meeting of April 23, 2020 in its 20th resolution shall cease to be effective as from August 1st, 2021⁽¹⁾);
- the **23rd resolution** which will grant the Board of Directors the authority to carry out capital increases reserved for employees and Corporate Officers of non-French Group companies or to entities acting on their behalf, this authorization will not exceed 1% of the capital and will be deducted from the ceiling of 2% of the capital set for the issuance of shares to employees who are members of the company savings plan (this authorization will be valid for a period of 18 months and may only be used on or after August 1st, 2021⁽²⁾).

(1) The maximum amount of subscription applicable to the employee share ownership operations carried out before July 31, 2021 will be the ceiling applicable to the 20th resolution of the Annual Shareholders' Meeting of April 23, 2020.

(2) The maximum amount of subscription applicable to the employee share ownership operations carried out before July 31, 2021 will be the ceiling applicable to the 21st resolution of the Annual Shareholders' Meeting of April 23, 2020.

Text of the twenty-second resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Article L. 3332-1 et seq. of the French Labor Code and Articles L. 225-129 to L. 225-129-6, L. 225-138-1 and L. 228-91 et sec. of the French Commercial Code and in accordance with the provisions of that Code:

1. delegates to the Board of Directors the authority, with the power to subdelegate, for a period of 26 months from the date of this Annual Shareholders' Meeting, to undertake a capital increase on one or more occasions at its discretion by issuing ordinary shares or securities providing access through any means, immediately and/or in the future, to ordinary shares of the Company, under the terms and conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, reserved for participants in a company savings plan and French or non-French companies affiliated with the Company in a maximum nominal amount of 2% of the share capital on the date of this Shareholders' Meeting, with the possibility to issue shares against cash or by capitalizing reserves, profits or premium in case of grants of free shares or of securities granting access to share capital on account for the discount or the matching contribution, it being specified that this authorization may be used only from and after August 1st, 2021;
2. set the maximum discount to be offered in connection with company savings plan at 30% of an average of the trading price of the Company's shares on Euronext Paris during the 20 trading sessions preceding the date of the decision of the Board of Directors or of its authorized representative setting the date to begin taking subscriptions, it being specified that the Board of Directors may reduce the aforementioned discount within applicable legal and regulatory requirements, or not to grant one, in particular so as to take into account the laws and regulations applicable in countries where such offering may be implemented;
3. authorizes the Board of Directors, in application of Article L. 3332-21 of the French Labor Code, to make grants of free ordinary shares or other securities granting immediate or deferred access to ordinary share capital under all or part of the discount and/or, as the case may be, for the matching contribution, provided that the value of the benefit resulting from this grant on account for the discount or the matching contribution, shall not exceed the limits imposed by applicable law and regulations;
4. decides to waive, in favour of the above-mentioned beneficiaries, the shareholders' preferential subscription rights with respect to the shares or equity-linked securities that are the subject of this delegation which entails waiver of the shareholders' preferential subscription right to shares to which securities that may be issued under this resolution would give right;
5. decides that the Board of Directors shall have full powers to use this delegation, with the power to subdelegate as permitted by law, within the limits and subject to the conditions specified above in order to, and in particular:
 - a. set in accordance with applicable laws and regulations the scope of companies whose above mentioned beneficiaries may subscribe to the shares or equity-linked securities issued hereby and benefit, as the case may be, from shares or equity-linked securities,
 - b. decide that the subscriptions may be made directly or through Company mutual funds (fonds commun de placement d'entreprise) or other structures or entities as permitted by applicable laws and regulations,
 - c. determine the conditions, in particular those relating to seniority, which shall have to be met by the beneficiaries of the capital increases,
 - d. set the opening and closing dates of the subscription periods,
 - e. set the amounts of the issuances to be undertaken pursuant to this authorization and determine, in particular, the issuance prices, dates, time-periods, terms and conditions for the subscription, payment, settlement and dividend rights of the securities (which may be retroactive) as well as the other terms and conditions of the issuances, in accordance with applicable laws and regulations,
 - f. when granting free shares or equity-linked securities, set the number of shares or equity-linked securities to be issued, the number to be granted to each beneficiary, and determine the dates, time periods, terms and conditions of granting such shares or equity-linked securities in accordance with applicable laws and regulations and, in particular, choose either to fully or partially substitute the granting of such shares or equity-linked securities for the discount to the Reference Price provided for above, or to allocate the value of such shares or equity-linked securities to the total amount of the employer contribution, or to combine these two possibilities,
 - g. acknowledge the completion of capital increases in the amount of the shares that are subscribed (after possible reduction in the event of over-subscription),
 - h. as the case may be, allocate the expenses of capital increases to the amount of premiums related thereto and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital resulting from such capital increases, enter into any agreements, carry out directly or indirectly through an agent all transactions and terms, including any formalities following the capital increases and subsequent modifications to the Company's Articles of Association, generally, enter into any agreement in order to successfully complete the contemplated issuances, take all measures and decisions and carry out all formalities necessary for the completion of the issuance, listing and financial servicing of the securities issued pursuant to this authorization as well as the exercise of rights attached thereto or subsequent to the completed capital increases.

This delegation (i) cancels, effective August 1st, 2021, the authorization given by the Annual Shareholders' Meeting of April 23, 2020, in its 20th resolution, for its amounts unused by the Board of Directors and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

1. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

Text of the twenty-third resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-92 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate, in compliance with applicable laws and regulations, the necessary powers to decide one or several capital increases through the issue, in the proportions and at the times it deems appropriate up to a maximum of 1% of the share capital on the date of this Shareholders' Meeting, by issuing ordinary shares or securities providing access through any means, immediately and/or in the future, to ordinary shares of the Company, such issue to be reserved for persons meeting the characteristics of the class defined below; it being specified that (i) such limit shall be charged against the limits set forth in the 22nd resolution of this Annual Shareholders' Meeting, and (ii) this delegation may be used only from and after August 1st, 2021;
2. decides to waive the shareholders' preferential right to subscribe for shares or other securities granting access to the share capital pursuant to this resolution and to reserve the right to subscribe to one and/or another class of beneficiaries or recipients having the following characteristics: (i) employees and officers of companies of Schneider Electric Group affiliated with the Company under the terms and conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code and the head office of which is located outside France; (ii) and/or OPC mutual investment funds or other entities, with or without legal personality, of employee shareholders invested in equity securities of the Company, the unit holders or shareholders of which consist of persons described in (i) of this paragraph; (iii) and/or any banking institution or affiliate or subsidiary of such institution acting at the Company's request for purposes of implementing and giving effect to a shareholder incentive or investment or savings plan for the benefit of the persons described in (i) of this paragraph, to the extent that subscription of the person authorized in accordance with this resolution would make it possible for employees of subsidiaries located outside France to benefit from and take advantage of forms of shareholder incentive or investment or savings plans equivalent in terms of economic benefit to those from which the other employees of the Group benefit;
3. takes note that this authorization shall constitute automatically and by law an express waiver by the shareholders, in favour of the holders of securities granting access to Company capital, of their preferential right to subscribe for ordinary shares of the Company which such securities carry the right to acquire;
4. decides that the amount payable to the Company for all shares issued, or to be issued, and pursuant to this resolution shall be set by the Board of Directors on the basis of the trading price of the Company's shares on Euronext Paris; the issue conditions shall be determined at the discretion of the Board of Directors on the basis of either (i) the first or last quoted trading price of the Company's shares at the trading session on the date of the decision by the Board of Directors or the authorized representative thereof setting the issue conditions, or (ii) of an average of the quoted prices for the Company's shares during the 20 trading sessions preceding the date of the decision by the Board of Directors or the authorized representative thereof setting the issue conditions under this resolution or setting the issue price under the 22nd resolution of this Annual Shareholders' Meeting; the Board of Directors may set the issue price by applying a maximum discount of 30% of the trading price of the Company's shares determined in accordance with either of the two methods set forth in clauses (i) and (ii) of this paragraph; the percentage of such discount applied to the trading price of the Company's shares shall be determined by the Board of Directors taking into consideration, among other things, legal, tax, and regulatory provisions of foreign law applicable, as the case may be, to the persons benefiting from the issue;
5. hereby resolves that the Board of Directors shall have full authority, on the terms and conditions provided by law and within the limits set forth hereinabove, to implement and give effect to this authorization and determine the list of the beneficiaries and recipients within the classes described in this resolution and the number of securities to be offered to each thereof, provided that the Board of Directors may decide that the capital increase shall be completed for the amounts subscribed, on the condition that a minimum of 75% of the shares or other offered securities providing access to capital have been subscribed, as well as, among other things:
 - to determine the characteristics of the securities to be issued, to decide on the issue price, dates, time periods, terms and conditions of subscribing therefore, paying the paid-in capital, or nominal amount thereof, delivery and effectiveness of the shares and equity securities, the lock-up and early release period, within applicable limits of the law and regulations,
 - to record and determine the capital increase, to undertake the issuance of the shares and other securities carrying the right to acquire shares, to amend the Articles of Association accordingly,
 - and, as a general rule, to enter into any agreement, in particular to ensure the due and proper completion of the contemplated issuances, take all steps and complete any required formalities in connection with the issue, the listing and financial servicing of the securities issued under and this authorization, as well as the exercise of the rights attaching thereto, and, more generally, to do whatever may be necessary.

This delegation (i) cancels, effective August 1, 2021, the authorization given by the Annual Shareholders' Meeting of April 23, 2020, in its 21st resolution, for its amounts unused by the Board of Directors and (ii) is granted for a period of eighteen (18) months as from this Shareholders' Meeting.

24th resolution: Cancellation of treasury shares

Explanatory statement

Under the **24th resolution**, shareholders are invited to grant the Board of Directors authority to undertake share cancellations up to a limit of 10% of the capital, over a period of 24 months from the date of the Annual Shareholders' Meeting, to reduce the dilutive effect of capital increases undertaken or to be undertaken due mainly to capital increases reserved for employees and Long-term incentive plan, and to put in place, where applicable, share buyback programs for own shares with the aim of reducing the capital.

We remind you that this authorization granted by the Annual Shareholders' Meeting of April 25, 2019, which is to expire on April 24, 2021, has been used by the Board of Directors, at its meeting of February 19, 2020, to proceed with the cancellation of 15,000,000 treasury shares, representing 2.58% of the share capital as of January 31, 2020. 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.

Text of the twenty-fourth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

1. *authorizes the Board of Directors, in accordance with Article L. 22-10-62 of the French Commercial Code, to cancel, on one or more occasions, up to 10% of the total amount of the shares comprising the Company's share capital on the date of the transaction, within a twenty-four (24) month period, some or all the shares that the Company holds or could hold, to reduce its share capital accordingly and charge the difference between the purchase price of the cancelled shares and their par value against premiums and reserves, including the legal reserve up to a maximum of 10% of the cancelled capital;*
2. *grants all powers to the Board of Directors, which may further delegate as permitted by law, to implement this authorization, carry out all actions, formalities and declarations, including amending the Articles of Association, and, in general, do whatever is necessary.*

This authorization supersedes the previous delegation given to the Board of Directors by the General Shareholders' Meeting of April 25, 2019 in its 24th resolution and is granted for a period of twenty-four (24) months as from this Shareholders' Meeting.

25th resolution: Amendments of the Articles of Association

Explanatory statement

Under the **25th resolution**, we present an amendment to the Articles of Association concerning Article 13.6 to correct a material error.

Text of the twenty-fifth resolution

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

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, after having heard the Board of Directors' report, decides to amend Article 13.6 of the Articles of Association to correct a material error as follows: in Article 13.6, the reference to Article "L. 813-29" is replaced by the reference to "L. 823-19". The other provisions of Article 13 of the Articles of Association remain unchanged.

A copy of the Articles of Association of Schneider Electric SE is attached to the minutes of this meeting.

26th resolution: Power for formalities

Explanatory statement

Finally, under the **26th resolution** we request that you grant us the powers necessary to carry out the formalities.

Text of the twenty-sixth resolution

(Powers for formalities)

The Annual Shareholders' Meeting confers full powers upon the bearer of a copy or excerpts of the minutes confirming these resolutions for the purposes of carrying out all legal and administrative formalities.

2. Statutory auditors' special reports

2. Statutory auditors' special reports

2.1 Statutory auditors' report on the issuance of shares and various securities with and/or without preferential subscription rights

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 228-92 and L. 225-135 et seq. as well as article L. 22-10-52 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed authorizations allowing your board of directors to decide on whether to proceed with various issues of shares and/or marketable securities, operations upon which you are called to vote.

Your board of directors proposes, on the basis of its report, that:

- it be authorised, with the right of subdelegation, for a period of twenty-six months, to decide on whether to proceed with the following operations and to determine the final conditions of these issues and proposes, where applicable, to cancel your preferential subscription rights:
 - issue, without cancellation of preferential subscription rights (sixteenth resolution), of ordinary shares and marketable securities of the company giving access, immediately and/or in the future, to ordinary shares of the company or of any company in which it owns directly or indirectly more than half of the share capital;
 - issue, with cancellation of preferential subscription rights through a public offering other than those referred to in Article L. 411-2-1° of the French Monetary and Financial Code (seventeenth resolution), of ordinary shares and marketable securities of the company giving access, immediately and/or in the future, to ordinary shares of the company or of any company in which it owns directly or indirectly more than half of the share capital, it being specified that these securities could be issued in consideration for shares which may be tendered to the company as part of public exchange offers initiated by the company in compliance with the conditions set forth in article L. 22-10-54 of the French Commercial Code (*Code de commerce*);
 - issue, with cancellation of preferential subscription rights through a public offering referred to in Article L. 411-2-1° of the French Monetary and Financial Code (eighteenth resolution), of ordinary shares and marketable securities of the company giving access, immediately and/or in the future, to ordinary shares of the company or of any company in which it owns directly or indirectly more than half of the share capital, within the annual limit of 20 % of the share capital;

- it be delegated, with the right of subdelegation, for a period of twenty-six months, the powers necessary to issue ordinary shares and/or marketable securities of the company giving access, immediately and/or in the future, to ordinary shares of the company or of any company in which it owns directly or indirectly more than half of the share capital, in consideration for the contributions in kind made to the company and consisting of equity securities or marketable securities giving access to the capital (twentieth resolution), within the limit of 10% of the share capital.

The overall nominal amount of increases in capital that can be implemented immediately or at a later date may not exceed M€ 800 in respect of the sixteenth, seventeenth, eighteenth and twentieth resolutions, it being specified that:

- the overall nominal amount of the increases in capital may not exceed M€ 224 in respect of the seventeenth, eighteenth and twentieth resolutions;
- the overall nominal amount of the increases in capital may not exceed M€ 120 in respect of the eighteenth resolution.

The overall nominal amount of debt securities that can be issued may not exceed Bn€ 7 in respect of the sixteenth, seventeenth, eighteenth and twentieth resolutions.

These ceilings reflect the additional number of securities to be created as part of the implementation of the delegations referred to in the sixteenth, seventeenth and eighteenth resolutions, in accordance with article L. 225-135-1 of the French Commercial Code (*Code de commerce*), if you adopt the nineteenth resolution.

It is the responsibility of the board of directors to prepare a report in accordance with articles R. 225-113 et seq. of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to these operations provided in this report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the board of directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issues that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the board of directors' report in respect of the seventeenth and eighteenth resolutions.

Moreover, as the methods used to determine the issue price of the equity securities to be issued in accordance with the sixteenth and twentieth resolutions are not specified in that report, we cannot report on the choice of constituent elements used to determine the issue price.

As the final conditions in which the issues would be performed have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights for the seventeenth and eighteenth resolutions.

Signed in Paris-La Défense and in Courbevoie on March 10, 2021

The Statutory Auditors
French original signed by

MAZARS

Loïc Wallaert
Mathieu Mougard

ERNST & YOUNG et Autres

Jean-Yves Jégourel
Alexandre Resten

In accordance with article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your board of directors has exercised these authorizations in case of the issue of marketable securities that are equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, in case of the issue of marketable securities giving access to equity securities to be issued and in case of the issue of shares with cancellation of preferential subscription rights.

2. Statutory auditors' special reports

2.2 Statutory auditors' report on the issuance of shares or securities giving access to capital reserved for members of a company savings plan

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to authorize your board of directors to decide whether to proceed with an issue of shares or securities giving access to the share capital of your company with cancellation of preferential subscription rights, reserved for participants in a company savings plan of the company and of the French or non-French companies affiliated with it, in accordance with article L. 3344-1 of the French Labor code (*Code du travail*), an operation upon which you are called to vote.

The maximum nominal amount of the increase in capital that may result from this issue is 2% of the share capital on the date of this shareholders' meeting.

This operation is submitted for your approval in accordance with articles L. 225-129-6 of the French Commercial code (*Code de commerce*) and L. 3332-18 et seq. of the French Labor code (*Code du travail*).

Your board of directors proposes that, on the basis of its report, it be authorized, with the right of sub-delegation, for a period of twenty-six months, to decide on whether to proceed with issues and proposes to cancel your preferential subscription rights to the shares and securities to be issued. If applicable, it shall determine the final conditions of these issues.

This delegation cancels, effective August 1, 2021, the authorization given by the annual shareholders' meeting of April 23, 2020 in its twentieth resolution for its amounts unused by the board of directors.

It is the responsibility of the board of directors to prepare a report in accordance with articles R. 225-113 et seq. of the French Commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights, and on other information relating to these issues provided in this report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the board of director's report relating to this operation and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issues that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the board of director's report.

As the final conditions for the issues have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your board of directors has exercised this authorization, in the event of the issue of shares or securities giving access to other equity securities and of the issue of securities giving access to equity securities to be issued.

Signed in Paris-La Défense and in Courbevoie on March 10, 2021

The Statutory Auditors
French original signed by

MAZARS	ERNST & YOUNG et Autres
Loïc Wallaert	Jean-Yves Jégourel
Mathieu Mougard	Alexandre Resten

2.3 Statutory auditors' report on the issuance of shares or securities reserved for a category of beneficiaries

To the Shareholders,

In our capacity as Statutory auditors of your company and in compliance with articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to delegate to the Board of Directors the competence to decide on the issue of ordinary shares or securities giving access to the share capital of the company, with cancellation of preferential subscription right, an operation upon which you are called to vote.

This resolution is reserved to the following classes of beneficiaries: (i) employees and officers of companies of Schneider Electric Group affiliated with the Company under the terms and conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code and the head office of which is located outside France; (ii) and/or OPC mutual investment funds or other entities, with or without legal personality, of employee shareholders invested in equity securities of the company, the unit holders or shareholders of which consist of persons described in (i) of this paragraph; (iii) and/or any banking institution or affiliate or subsidiary of such institution acting at the Company's request for purposes of implementing and giving effect to a shareholder incentive or investment or savings plan for the benefit of the persons described in (i) of this paragraph, to the extent that subscription of the person authorized in accordance with this resolution would make it possible for employees of subsidiaries located outside France to benefit from and take advantage of forms of shareholder incentive or investment or savings plans equivalent in terms of economic benefit to those from which the other employees of the Group benefit.

The maximum nominal amount of the increase in capital that may result from this issue is 1% of the share capital on the date of this shareholders' meeting, it being specified that this amount shall be deducted from the ceiling set under the twenty-second resolution of this annual shareholders' meeting.

Your board of directors proposes that, on the basis of its report, it be authorized, with the right of sub-delegation, for a period of eighteen months, to decide on whether to proceed with an increase

in capital and to cancel your preferential subscription rights to the ordinary shares and securities to be issued. If applicable, it shall determine the final conditions of this operation.

This delegation cancels, effective August 1, 2021, the authorization given by the annual shareholders' meeting of April 23, 2020 in its twenty-first resolution for its amounts unused by the board of directors.

It is the responsibility of the board of directors to prepare a report in accordance with articles R. 225-113 et seq. of the French Commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights, and on other information relating to the share issue provided in this report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the board of director's report relating to this operation and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the board of director's report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your board of directors has exercised this authorization, in the event of the issue of shares or securities giving access to other equity securities and of the issue of securities giving access to equity securities to be issued.

Signed in Paris-La Défense and in Courbevoie on March 10, 2021

The Statutory Auditors
French original signed by

MAZARS	ERNST & YOUNG et Autres
Loïc Wallaert	Jean-Yves Jégourel
Mathieu Mougard	Alexandre Resten

2. Statutory auditors' special reports

2.4 Statutory auditors' report on the reduction of capital

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L. 22-10-62 of the French Commercial Code (*Code de commerce*) in the event of a capital reduction by cancellation of acquired shares, we have prepared this report in order to inform you of our opinion on the causes for and the terms and conditions of the proposed capital reduction.

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

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in examining whether the causes for and the terms and conditions of the proposed capital reduction, which is not likely to adversely affect the equality of shareholders, are in order.

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

Signed in Paris-La Défense and in Courbevoie on March 10, 2021

The Statutory Auditors
French original signed by

MAZARS	ERNST & YOUNG et Autres
Loïc Wallaert	Jean-Yves Jégourel
Mathieu Mougard	Alexandre Resten

2.5 Statutory Auditors' additional report on the issue of bonds convertible and/or exchangeable for new and/or existing shares (OCEANEs) without pre-emptive subscription rights

To the Annual General Meeting of Schneider Electric SE,

In our capacity as Statutory Auditors of your Company and in accordance with Article R.225-116 of the French Commercial Code (*Code de commerce*), and further to our report of March 8, 2019, we hereby report to you on the issue, with or without pre-emptive subscription rights for existing shareholders, of ordinary shares or securities carrying rights to shares 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"), as authorized by the Extraordinary Shareholders' Meeting of April 25, 2019.

The Extraordinary Shareholders' Meeting of April 25, 2019 authorized the Board of Directors – or any duly empowered representative – to issue ordinary shares of the Company or securities carrying rights to new and/or existing ordinary shares of the Company. 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 17th resolution and to the capital increase ceiling of €800 million provided for in the 15th 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 20th 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.

At its meeting of February 10, 2021, the Board of Directors placed on record the completion of this issuance.

Paris La Défense and Courbevoie, February 25, 2021

The Statutory Auditors
French original signed by

MAZARS	ERNST & YOUNG et Autres
Loïc Wallaert	Jean-Yves Jégourel
Mathieu Mougard	Alexandre Resten

It is the responsibility of the Board of Directors to prepare an additional report in accordance with Articles R.225-115 et seq. of the French Commercial Code as well as in article R. 22-10-31. Our role is to report on the fairness of the financial information taken from the financial statements, on the cancellation of pre-emptive subscription rights and on certain other disclosures relating to the issue, contained in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures mainly consisted in verifying:

- the fairness of the financial information taken from the annual financial statements authorized for issue by the Board of Directors but not yet approved by the shareholders' meeting. These annual financial statements have been audited by us in accordance with professional standards applicable in France and our report on the annual financial statements is in the process of being issued.
- the compliance of the terms and conditions of the issue with the delegation of authority granted by the Extraordinary Shareholders' Meeting;
- the information provided in the Board of Directors' additional report on the choice of constituent elements used to determine the issue price and on its final amount.

We have no matters to report as to:

- the fairness of the financial information taken from the financial statements and included in the Board of Directors' additional report, being specified that the financial annual statements have not yet been approved by the annual general meeting;
- the compliance of the terms and conditions of the issue with the delegation of authority granted by the Extraordinary Shareholders' Meeting of April 25, 2019 and with the information provided to the shareholders;
- the choice of constituent elements used to determine the issue price and its final amount;
- the presentation of the impact of the issue on the situation of the holders of shares and securities carrying rights to shares, as expressed in relation to shareholders' equity, and on the Company's share price;
- the proposed cancellation of pre-emptive subscription rights, upon which you have voted.