
Financial Information

Schneider Electric Annual Shareholders' Meeting on April 21, 2015

Rueil-Malmaison (France), April 22, 2015 – The shareholders of Schneider Electric SE met in the combined ordinary and extraordinary Annual Meeting, chaired by Jean-Pascal Tricoire, Chairman and CEO, on April 21, 2015 to listen to the reports of the Board of Directors and statutory auditors and to approve the 2014 financial statements, to approve regulated agreements and commitments following the decision of the board to remove the top-hat pension plan for executive officers, to give their opinion on executive directors' compensation and to renew all the expiring financial authorizations given to the Board of Directors.

I. Strategy of the Group, Performance in 2014

During the meeting, **Jean-Pascal Tricoire**, Chairman and CEO, presented Schneider Electric's 2014 highlights and achievements : the smooth integration of Invensys, the strong performance of Services, the sustained high level of industrial productivity, Schneider Electric's contribution to the Smart Grid and the company's strong commitment to innovation and sustainable development, which is recognized through numerous awards. To illustrate the strong focus on digitization, Jean-Pascal Tricoire demonstrated a new smart phone app to enhance the comfort of building occupants.

As 2014 marked the end of the Connect company program, Jean-Pascal Tricoire also detailed the five priorities of the 2015-2020 company program, "Schneider is On": Do More, Simplify, Digitize, Innovate and Step Up. In the context of this last initiative, he highlighted several employer awards received by Schneider Electric, such as the United Nations recognition for gender equality. Lastly he presented the strong total shareholder return achieved over the past 5 years and the company's commitment to continue to offer an attractive shareholder return.

Emmanuel Babeau, Deputy CEO in charge of Finance and Legal Affairs presented the 2014 financial results and commented on the Group's performance for the first quarter of 2015. Based on the trends seen in the first quarter, the Group confirms its 2015 targets:

- Low single-digit organic growth in revenues¹
- Adjusted EBITA margin at 14-14.5% assuming no negative FX impact on margin

¹ Based on current rates, the positive FX impact on 2015 revenues is estimated to be c. €2bn. In this volatile FX environment, the Group continues to expect a limited impact on the 2015 adjusted EBITA margin.

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Financial Information (p. 2)

Emmanuel Babeau reaffirmed the Group's objective to generate strong Earnings Per Share growth over the coming years. In addition to operational performance targets, Schneider Electric is committed to buy-back €1.0 to 1.5 billion in shares over a period of 2 years. The Group introduced a progressive dividend policy, with no year on year decline, reflecting its confidence in terms of growth perspective. The Group maintains its dividend pay-out ratio at about 50% of net income.

Leo Apotheker, Vice-chairman Independent Lead Director, reminded the set-up of governance introduced in 2013 and consolidated in 2014. He shared the results of the board's self-evaluation, highlighted that governance was smoothly run and directors strongly committed.

He also presented the board of directors' decision to remove the top-hat pension plan for executive officers, the resulting consequences for M. Babeau and M. Tricoire as well as the savings for the company. Finally, he presented the 2014 compensation of executive officers, subject to shareholder consultative vote (Say on Pay).

II. Key results of the vote at the Annual Shareholders' Meeting:

The quorum of the assembly reached 63.93%. Shareholders approved all of the resolutions on the agenda. They have thus:

- approved the 2014 financial statements and the payment of a dividend of €1.92 per share payable on May 5, 2015;
- approved, in the framework of regulated agreements, the removal of top-hat pension plans and benefits for executive officers;
- given a favorable opinion on the elements of executive officers' 2014 compensation;
- approved proposed changes relating to the composition of the Board of Directors, with notably the appointment of a new director, Gregory Spierkel, and the renewal of 3 mandates;
- renewed the financial authorizations relating to share buy-back and cancellations, within the limits of 10% of the number of shares forming the share capital of the company (at a maximum price of 90 euros per share), relating to the issue of new shares with or without preferential subscription rights and capital increase in favor of employees.

The full results of the vote are posted on the Group website
www.schneider-electric.com/finance

The presentation and the replay of the webcast of the Annual Shareholders' Meeting are available on our website at www.schneider-electric.com/finance

Half-year financial results and second quarter sales will be released on July 29, 2015.

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Financial Information (p. 3)

About Schneider Electric

As a global specialist in energy management with operations in more than 100 countries, Schneider Electric offers integrated solutions across multiple market segments, including leadership positions in energy and infrastructure, industrial processes, building automation, and data centres/networks, as well as a broad presence in residential applications. Focused on making energy safe, reliable, efficient, productive and green, the company's 170,000 employees achieved sales of 25 billion euros in 2014, through an active commitment to help individuals and organizations "Make the most of their energy."

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