
Press release

Schneider Electric SA proposes an evolution of its governance structure

Rueil-Malmaison (France), December 18, 2012 – Henri Lachmann continues to implement his succession plan. Therefore, the Supervisory Board of Schneider Electric SA and its Chairman have decided to propose a modification of the Group's governance structure at the next Annual Shareholder's meeting, to be held on April 25, 2013. The Group will adopt a single board structure with a Board of Directors (*Conseil d'Administration*), provided it is approved by shareholders.

The Board is attached to the continued success of the Group and its good governance. It endeavors to respect two key principles: to maintain a strong and stable leadership and to guarantee the independent control in the management of the company.

It intends to name Jean-Pascal Tricoire as Chairman and Chief Executive Officer (*Président Directeur Général*) in light of his achievements and performance since he took the lead of the Group in 2006. Emmanuel Babeau, currently member of the Management Board, will become Deputy Chief Executive Officer (*Directeur Général Délégué*) in charge of Finance and Legal Affairs of the Group.

The Board also considers that it is necessary to reinforce its role and involvement in the oversight of the Group. Under this new governance structure, the Board of Directors will put in place four committees: Governance, Audit, Human Resources & Social Responsibility and Strategy. In addition, the board will nominate a Lead Director who will guarantee its independence and oversee the quality and timeliness of information sent and the proper functioning of the Board. Henri Lachmann will assume this role up to the end of his term as director in 2014. His mission will be to ensure a smooth transition in the governance structure and to name the Lead Director to succeed him in this role.

In line with this modification, all the existing members of the Supervisory Board (for the remaining duration of their terms) and Jean-Pascal Tricoire will be nominated as directors of the new Board. The employee shareholders will need to propose one or more candidates to represent them as director in the Board.

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 Utilities & Infrastructures, Industries & Machine manufacturers, Non-residential buildings, Data centers & Networks, and in Residential. Focused on making energy safe, reliable, efficient, productive and green, the Group's 130,000 plus employees achieved sales of 22.4 billion euros in 2011, through an active commitment to help individuals and organizations make the most of their energy.

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