

Financial information

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**RECOMMENDED OFFER
for Invensys plc by
Schneider Electric SA and its wholly-owned subsidiary, Samos Acquisition Company
Limited**

Publication of a prospectus

Rueil-Malmaison (France), September 11, 2013 – Following the announcement of the recommended offer for Invensys plc by Schneider Electric SA made on 31 July 2013, a prospectus is today being published by Schneider Electric SA (the “**Prospectus**”) solely in connection with the issue and admission to trading on Euronext Paris of up to 17 332 758 new shares (the “**New Schneider Electric Shares**”) as consideration for the contribution of Invensys plc shares to Schneider Electric SA. The New Schneider Electric Shares would result in former Invensys shareholders holding approximately 3 per cent. of the enlarged Schneider Electric Group.

The New Schneider Electric Shares will constitute part of the consideration for the ordinary shares in Invensys plc (a company incorporated in England and Wales) in the framework of the offer made by Schneider Electric SA and Samos Acquisition Company Limited (a wholly-owned subsidiary of Schneider Electric SA) to acquire the entire issued and to be issued ordinary share capital of Invensys plc, by way of a scheme of arrangement under Part 26 of the Companies Act 2006 in the United Kingdom (the “**Offer**”). Invensys plc has announced the publication of the scheme circular (the “**Scheme Document**”) to Invensys shareholders earlier today.

The Offer represented a value of 502 pence per Invensys ordinary share, or £3.4 billion for the entire issued and to be issued ordinary share capital of Invensys plc, based on a closing price per Schneider Electric share of €58.06 and an exchange rate of £1/€1.1592, both on 11 July 2013 (being the commencement of the offer period).

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Financial Information (p. 2)

The *Autorité des marchés financiers* (“**AMF**”) has granted this Prospectus its visa on September 9, 2013 under number 13-481.

The Prospectus includes a description of the different risks relating to the Offer, in particular for Schneider Electric SA and its affiliates, the occurrence of which could have a significant adverse effect on Schneider Electric SA, its strategy, its activity, its assets, its prospects, its financial situation, its results or on its stock price. Furthermore, the implementation of the Offer will be subject to the conditions summarised in the Prospectus and set out in full in the Scheme Document.

This Prospectus incorporates by reference Schneider Electric’s annual report, filed with the AMF on March 21, 2013 under number D.13-0196.

This Prospectus has been prepared by Schneider Electric SA, on the one hand, and Invensys plc, on the other hand, and their respective signatories are responsible for the content of the Prospectus.

Copies of the Prospectus are available free of charge at Schneider Electric SA’s registered office, 35 rue Joseph Monier, 92500 Rueil Malmaison, on the website of the company (www.schneider-electric.com), on the website of Invensys plc (www.invensys.com), as well as on the AMF website (www.amf-france.org). The Scheme Document and the Prospectus will be posted to Invensys shareholders by 12 September 2013.

Important Notices

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or solicitation of any offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction. The new Schneider Electric shares are not being offered to the public by means of this announcement. This announcement is an advertisement and is for information purposes only and does not constitute a prospectus or prospectus equivalent document. Investors should not subscribe for or purchase any new Schneider Electric shares except on the basis of the information contained in the Prospectus and the Scheme Document. The Offer is being made solely by means of the Scheme Document which contains the full terms and Conditions of the Offer, including details of how to vote in respect of the acquisition.

This announcement has been prepared for the purpose of complying with section 212-27-II. Of the AMF General Regulation and with English law and the Code and the information disclosed may not be the

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Financial Information (p. 3)

same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom, France and Ireland. Invensys and Schneider Electric urge Invensys Shareholders to read the Scheme Document because it contains important information relating to the Offer.

Overseas Shareholders

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom, France and Ireland may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom, France and Ireland should inform themselves about, and observe, any applicable requirements. It is the responsibility of each such person to satisfy itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction. Any failure to comply with these restrictions may constitute a violation of securities laws of any such jurisdictions. To the fullest extent permitted by law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by such person.

Unless otherwise determined by Schneider Electric or required by the Code, and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Offer by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The availability of the Offer to Invensys Shareholders who are not resident in the United Kingdom, in France or in Ireland may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom, in France or in Ireland should inform themselves of, and observe, any applicable requirements.

The Offer relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to proxy solicitation or tender offer rules under the US Securities Exchange

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Financial Information (p. 4)

Act of 1934 (the "US Exchange Act"). Accordingly, the Offer is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. However, if Schneider Electric were to elect to implement the acquisition by means of a takeover offer, such takeover offer will be made in compliance with all applicable laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a takeover would be made in the United States by Schneider Electric and no one else. In addition to any such takeover offer, Schneider Electric, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Invensys outside such takeover offer during the period in which such takeover offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made they would be made outside the United States and would comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service of the UKLA and will be available on the London Stock Exchange website: www.londonstockexchange.com.

The new Schneider Electric shares have not been, and will not be, registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the new Schneider Electric Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into the United States absent registration under the US Securities Act or an exemption therefrom. The new Schneider Electric shares are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. Invensys shareholders who will be affiliates of Schneider Electric after the date the acquisition becomes effective will be subject to certain US transfer restrictions relating to the new Schneider Electric Shares received pursuant to the Offer.

Publication on Website and Availability of Hard Copies

A copy of this announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Territories on Schneider Electric's and Invensys' websites at www.schneider-electric.com and www.invensys.com respectively. For the avoidance of doubt, the contents of those websites are not incorporated and do not form part of this announcement.

You may request a hard copy of this announcement by contacting Anthony Song, Head of Investor Relations of Schneider Electric, during business hours on +33 (0) 1 41 29 83 29 or by submitting a request in writing to Anthony Song at 35 rue Joseph Monier, 92500 Rueil Malmaison, France. You may also request that all future documents, announcements and information to be sent to you in relation to the Offer should be in hard copy form.

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Financial Information (p. 5)

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 & Infrastructure, Industries & Machines Manufacturers, Non-residential Building, Data Centres & Networks and in Residential. Focused on making energy safe, reliable, efficient, productive and green, the Group's 140,000 plus employees achieved sales of 24 billion euros in 2012, through an active commitment to help individuals and organizations make the most of their energy.

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