

Financial information

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Schneider Electric completes the acquisition of Invensys and creates a unique player in Industry Automation

Rueil-Malmaison (France), January 17, 2014 – Schneider Electric announces today that it has completed its acquisition of Invensys plc, a global automation player with a large installed base and a strong software presence.

With this acquisition, Schneider Electric is significantly enhancing its position as a provider of efficiency solutions integrating power and automation. The transaction will allow the combined entity to have a unique position in industrial and infrastructure end-markets.

Jean-Pascal Tricoire, Chairman and CEO of Schneider Electric, commented: *"We are delighted to announce the completion of the acquisition of Invensys and warmly welcome the teams joining us. With Invensys, Schneider Electric will reinforce its industrial automation capabilities, boost its positions in key energy-intensive segments and strengthen its software offering. Together, we will create substantial value for our customers, shareholders and employees."*

"Invensys brings proven capabilities in process automation technologies that are very complementary with those of Schneider Electric's Industry business" said Clemens Blum, Executive Vice-President of the Industry business of Schneider Electric. *"We are now in a position to offer to both our customers and those of Invensys a unique value proposition in terms of segment know-how, technologies and geographic footprint."*

Information regarding the issuance of New Schneider Electric shares

Pursuant to the Scheme, Schneider Electric is expected to issue 17,207,427 New Schneider Electric Shares with ISIN FR0000121972 on 20 January 2014. The New Schneider Electric Shares are expected to be admitted to trading on Euronext Paris (Compartiment A) and commencement of dealings is expected at 9.00 a.m. (Central European Time) on 20 January 2014.

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Information regarding the Mix and Match Elections

Share Elections in respect of 451,566,108 Scheme Shares, representing approximately 68.11 per cent. of the aggregate number of Scheme Shares, and Cash Elections in respect of 47,290,737 Scheme Shares, representing approximately 7.13 per cent. of the aggregate number of Scheme Shares, were made by Scheme Shareholders. The ability to satisfy all elections for cash consideration and/or New Schneider Electric Shares made by Invensys Shareholders was dependent on other Invensys Shareholders making equal and opposite elections.

Accordingly, pursuant to the terms of the Scheme, Scheme Shareholders who made valid Cash Elections have had such elections satisfied in full and will receive 502 pence per Scheme Share.

Scheme Shareholders who made valid Share Elections have had such elections scaled down on a pro rata basis by approximately 96.34 per cent. and will receive 0.1002262076 of a New Schneider Electric Share per Scheme Share in respect of a Share Election that has been satisfied in full.

Scheme Shareholders will receive the basic offer consideration, which is 372 pence in cash and 0.025955 of a New Schneider Electric Share, per Scheme Share in respect of the balance of their Scheme Shares on which a Share Election has not been satisfied in full or for which no valid election under the Mix and Match Facility has been made.

Despatch of cheques and statements of entitlement to New Schneider Electric Shares or settlement of cash consideration and entitlements to New Schneider Electric Shares through CREST (as appropriate) to Scheme Shareholders will be made by no later than 30 January 2014.

Capitalised terms used but not defined in this announcement have the meanings set out in the scheme document dated 10 September 2013 sent or made available to Invensys shareholders on 12 September 2013.

Important Information

The Autorité des Marchés Financiers granted the Prospectus its visa on September 9, 2013 under number 13-481.

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), as well as on the AMF website (www.amf-france.org).

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This announcement is for information purposes only and 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 in any jurisdiction. The New Schneider Electric Shares are not being offered to the public by means of this announcement. The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. Any failure to comply with these requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such requirements by any person.

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 Exchange Act. Accordingly, the Scheme 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. 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.

None of the securities referred to in this announcement have been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this announcement. Any representation to the contrary is a criminal offence in the United States.

Publication on Website

A copy of this announcement will be made available subject to certain restrictions relating to persons resident in restricted jurisdictions on Schneider Electric's website at www.schneider-electric.com by no

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later than 12 noon (London time) on 20 January 2014. For the avoidance of doubt, the content of that website is not incorporated and does 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 at 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.

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.

www.schneider-electric.com

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