This document is an unofficial English-language translation of the press release relating to the filing of the draft response document (projet de note en réponse) which was filed with the French Autorité des marchés financiers on October 25, 2021, and which remains subject to its review. In the event of any differences between this unofficial English-language translation and the official French press release, the official French press release shall prevail.

PRESS RELEASE RELATING TO THE FILING OF THE DRAFT INFORMATION DOCUMENT PREPARED BY

IN RESPONSE TO

THE DRAFT SIMPLIFIED TENDER OFFER

INITIATED BY

SCHNEIDER ELECTRIC INDUSTRIES SAS

SUBSIDIARY OF THE

GROUP

This press release has been prepared by IGE+XAO and is being disseminated in accordance with Article 231-26 of the general regulation of the French *Autorité des Marchés Financiers* ("**AMF**") on 25 October 2021 (the "**Press Release**").

THIS OFFER, THE DRAFT OFFER DOCUMENT AND THE DRAFT RESPONSE DOCUMENT REMAIN SUBJECT TO REVIEW BY THE AMF.

The draft response document ("**Draft Response Document**") is available on the IGE+XAO website (https://www.ige-xao.com/fr/) and on the AMF website (www.amf-france.org), and may be obtained free of charge from IGE+XAO's registered office at 16 boulevard Déodat de Séverac, 31770 Colomiers.

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1. OVERVIEW OF THE OFFER

In accordance with Title III of Book II and more specifically Articles 233-1(1) and following of the General Regulation of the AMF, Schneider Electric Industries SAS, a simplified joint-stock company whose registered office is located at 35 rue Joseph Monier, CS 30323, F-92506 Rueil-Malmaison Cedex, France, registered with the Nanterre trade and companies register under number 954 503 439 ("**SEISAS**" or the "**Offeror**"), is making an irrevocable offer to all shareholders of IGE+XAO, a public limited company whose registered office is located at 16 boulevard Déodat de Séverac, 31770 Colomiers, France, registered with the Toulouse trade and companies register under number 338 514 987 and whose shares are admitted to trading on Euronext Paris under ISIN FR0000030827 (the "**Company**" or "IGE+XAO"), to acquire all shares in the Company that the Offeror does not own directly or indirectly as of the date of the Draft Offer Document (other than shares held by the Company in treasury) (the "**Shares**") at a price of two hundred and sixty euros (€260) per share (the "**Offer Price**") through a simplified tender offer, the terms of which are described in greater detail in the draft offer document prepared by the Offeror and filed with the AMF on September 30, 2021 (the "**Draft Offer Document**") and below (the "**Offer**").

As of the date of this Press Release, the Offeror holds directly 889,892 Shares and 1,773,768 voting rights in the Company, representing 68.22% of the Company's capital and 78.60% of its voting rights[1].

The Offer targets all the Shares not held directly or indirectly by the Offeror as of the date of the Draft Offer Document, i.e. 401,055 Shares, it being stipulated that the 4,434 shares held by the Company in treasury are not covered by the Offer.

There are no other equity securities and no other financial instruments or rights that could give access, either immediately or in the future, to the Company's share capital or voting rights.

The Offer, which will, if the required conditions are met, be followed by a squeeze-out procedure in accordance with Article L. 433-4(II) of the French Monetary and Financial Code and Articles 237-1 and following of the General Regulation of the AMF, will take place according to the simplified procedure in accordance with Articles 233-1 and following of the General Regulation of the AMF. The duration of the Offer will be ten (10) trading days.

The Offeror reserves the right, from the time the Draft Offer Document is filed with the AMF until the opening of the Offer, to acquire Shares, subject to limits set out in Article 231-38(IV) of the General Regulation of the AMF. As of the date of the Draft Response Document, the Offeror has acquired 6,016 Shares on the market at the Offer Price.

In accordance with Article 231-13 of the General Regulation of the AMF, on September 30, 2021, BNP Paribas filed the Offer and the Draft Offer Document with the AMF on behalf of the Offeror, in its capacity as the Offer's presenting institution ("**Presenting Bank**"). BNP Paribas guarantees the content and irrevocable nature of the undertakings made by the Offeror in connection with the Offer.

[1] Based on a total of 1,304,381 shares and 2,256,580 theoretical voting rights in the Company as of September 30, 2021 as reported on the Company's website.

1.1. Background and reasons for the Offer

Background of the Offer

The Offeror is wholly and directly owned by Schneider Electric SE, a European Company having its registered office at 35 rue Joseph Monier, CS 30323, F-92506 Rueil-Malmaison Cedex, France, registered with the Nanterre trade and companies register under number 542 048 574, and whose shares are admitted to trading on Euronext Paris under ISIN FR0000121972 ("**Schneider Electric**" and together with its direct and indirect subsidiaries, the "**Group**").

Schneider Electric is one of the world's leading specialists in energy management and automation.

IGE+XAO, a subsidiary of Schneider Electric, designs, produces, markets and maintains a range of Computer Aided Design (CAD) and Product Lifecycle Management (PLM) software. The purpose of its SEE range of software is to help manufacturers design and maintain the electrical component of any type of installation.

In the financial year ended December 31, 2020, IGE+XAO generated consolidated revenue of €32.7 million. It employs 370 people around the world across 30 sites and 20 countries, and has more than 96,455 licenses in force worldwide. IGE+XAO is a leading player in its sector.

IGE+XAO's shares are listed on Euronext Paris.

The Offer follows the publication of a press release by Schneider Electric and IGE+XAO on July 20, 2021 announcing Schneider Electric's intention to make the Offer, through its SEISAS subsidiary, and to acquire all the shares in IGE+XAO that it does not currently own directly or indirectly (other than shares held by the Company in treasury)[2].

As announced in the same joint press release by Schneider Electric and IGE+XAO, the draft Offer was welcomed by the Company's Board of Directors, which set up an *ad hoc* committee mostly consisting of independent members, tasked with overseeing the work done by the independent appraiser and making recommendations to the Company's Board of Directors regarding the Offer. In preparing the draft Offer and on the recommendation of the *ad hoc* committee, the Board of Directors appointed Didier Kling Expertise & Conseil, represented by Didier Kling and Teddy Guerineau, as independent appraiser with the task of preparing a report on the financial terms of the Offer and the possible squeeze-out in accordance with Articles 261-1(I)(1) and (II) and Article 262-1 of the General Regulation of the AMF.

Reasons for the Offer

As stated in section 1.1.3 *"Reasons for the Offer"* in the Draft Offer Document, the Offer fits with Schneider Electric's strategy as stated at the time of the previous transaction, initiated in November 2017, through which SEISAS acquired a majority stake in IGE+XAO.

That strategy consists of building, through acquisitions and in-house developments, a range of software covering the whole design, construction, management and maintenance cycle for electrical

[2] 410,055 Shares, representing 31.44% of the Company's share capital at September 30, 2021.

installations and buildings, and thereby supporting Schneider Electric's customers in their digital transformation efforts.

This strategy is distinct from traditional initiatives to extend the product range because the software is intended to be used to install and manage electrical products and equipment regardless of their origin. The software must therefore remain totally "agnostic"[3] with respect to electrical equipment manufacturers.

To fulfill that strategy, Schneider Electric established within its Energy Management Business Unit an Energy Management Software Division, which brings together recently acquired strategic assets and stakes (ALPI, IGE+XAO, RIB Software, ETAP, Planon) along with software activities developed in-house to implement Schneider Electric's product offerings. The purpose of that division is to develop an agnostic[2] software business that covers the whole electrical installation and building cycle.

Within its Energy Management Software Division, Schneider Electric wants to position IGE+XAO as a purely operational entity. It will retain its primary purpose of being an independent producer of electrical Computer Aided Design (CAD) and Product Lifecycle Management (PLM) software. However, its remit will also be extended, and in particular it will pull together software activities that are currently dispersed across Schneider Electric, gradually becoming a center of excellence for research and development.

In those circumstances, it is no longer appropriate for IGE+XAO to remain a listed company, since the constraints involved in being a listed company are a major obstacle to its repositioning as previously described. Full integration will also make it easier to ensure that the Company's operations comply with Schneider Electric's standards. IGE+XAO's commitment to its customers and partners will in no way be affected by the transition. In particular, IGE+XAO will continue to serve them as an independent software producer and its software will remain totally agnostic[2] with respect to electrical equipment manufacturers.

Accordingly, the Offeror wants to increase its control over IGE+XAO by offering IGE+XAO shareholders liquidity, allowing them to sell their Shares at an attractive price.

As a result, assuming that it owns at least 90% of IGE+XAO's share capital and voting rights after the Offer, the Offeror intends to ask the AMF to implement the squeeze-out procedure as described in section 1.2.5 of the Press Release and in section 1.2.5 of the Draft Response Document. In view of this, the Offeror has appointed the Presenting Bank, which has carried out a valuation of the Shares, a summary of which is provided below. The Company's Board of Directors has also appointed, in accordance with Articles 261-1(I)(1) and (II) and 262-1 of the General Regulation of the AMF, an independent appraiser to assess the valuation of the Shares, whose report will be included in full in IGE+XAO's response document.

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[3] Software that is agnostic with respect to electrical equipment manufacturers is software that is compatible with, and allows users to manage, all types of electrical equipment regardless of its manufacturer.

1.2. Terms of the Offer

1.2.1. Main terms of the Offer

In accordance with Articles 231-13 and 231-18 of the General Regulation of the AMF, BNP Paribas as presenting institution acting on behalf of the Offeror, filed the draft Offer with the AMF on September 30, 2021 in the form of a simplified tender offer for all Shares not currently held, directly or indirectly, by the Offeror (other than shares held by the Company in treasury). The AMF has published a notice of filing on its website (www.amf-france.org) on September 30, 2021.

The Offer will take place according to the simplified procedure governed by Articles 233-1 and following of the General Regulation of the AMF.

In accordance with Article 231-6 of the General Regulation of the AMF, the Offeror makes an irrevocable undertaking to the Company's shareholders to buy, at a price of €260 per share, all Shares tendered to the Offer during a period of ten (10) trading days following the opening of the Offer, as the case may be.

The attention of the Company's shareholders is drawn to the fact that, because the Offer is taking place according to the simplified procedure, it will not be reopened after the final result of the Offer is published.

BNP Paribas guarantees the content and irrevocable nature of the undertakings made by the Offeror in connection with the Offer, in accordance with Article 231-13 of the General Regulation of the AMF.

1.2.2. Terms and conditions of the Offer

In accordance with Article 231-13 of the General Regulation of the AMF, the Presenting Bank, acting on behalf of the Offeror, filed the Offer and the Draft Offer Document with the AMF on September 30, 2021. On the same day, the AMF published a notice of filing relating to the Draft Offer Document on its website (www.amf-france.org). The Company filed the Draft Response Document with the AMF on October 25, 2021. The AMF will publish a notice of filing on its website (www.amf-france.org).

In accordance with Article 231-26 of the General Regulation of the AMF, a press release featuring the main contents of the Draft Response Document and providing details of how the Draft Response Document is being made available will be published by the Company on October 25, 2021.

The Offer, the Draft Offer Document and the Draft Response Document remain subject to review by the AMF.

The AMF will publish on its website a reasoned clearance decision with respect to the draft Offer after verifying that the draft Offer complies with applicable laws and regulations. That clearance decision will constitute approval by the AMF of the Company's response document.

The response document this approved by the AMF will, in accordance with Article 231-27 of the General Regulation of the AMF, be made available to the public free of charge, before the opening of the Offer and no later than the second trading day after the AMF's clearance decision, at the Company's registered office. The response document will also be published on the websites of the

AMF (www.amf-france.org) and of the Company (https://www.ige-xao.com/fr/). A press release indicating how the response document is being made available will be published in accordance with Article 231-27 of the General Regulation of the AMF.

The document containing the other information relating in particular to the legal, financial and accounting characteristics of the Company will, in accordance with Article 231-28 of the General Regulation of the AMF, be made available to the public free of charge, no later than the day preceding the opening of the Offer, at the Company's registered office. That document will also be published on the websites of the AMF (www.amf-france.org) and of the Company (https://www.ige-xao.com/fr/). A press release indicating how that document may be obtained will be published no later than the day preceding the opening of the Offer in accordance with Article 231-28 of the General Regulation of the AMF.

Prior to the opening of the Offer, the AMF will publish an opening notice and the timetable of the Offer, and Euronext Paris will publish a notice setting out the nature of the Offer as well as its timetable and arrangements.

1.2.3. Adjustment on the terms of the Offer

If, between the date of the Draft Response Document and the Offer's settlement-delivery date (inclusive), the Company (i) distributes a dividend, an interim dividend, reserves, premiums or any proceeds (in cash or in kind), or (ii) amortizes or reduces its share capital in an amount per share higher than the Offer Price, in any form, and where in both cases the ex-dividend date or reference date on which it is necessary to be a shareholder to have an entitlement is before the Offer's settlement-delivery date, the Offer Price per Share in the Company would be adjusted accordingly to take account of that transaction.

If the Company carries out any other transformative transaction or transaction that affects its capital (merger, demerger, stock split, reverse stock split, reduction in the par value of shares), the Offer Price per Share in the Company would be adjusted to take account of the transaction in question. Any adjustment to the Offer Price per Share in the Company will be submitted to the AMF for prior approval and published in a press release.

1.2.4. Number and type of securities covered by the Offer

As stated in section 7.1 (*"Structure and ownership of the share capital")* of the Draft Response Document, the Offeror holds, as of the date of the Draft Response Document, 889,892 Shares and 1,773,768 voting rights in the Company, representing 68.22% of the Company's capital and 78.60% of its theoretical voting rights[4].

In accordance with Article 231-6 of the General Regulation of the AMF, the Offer targets all Shares not held directly or indirectly by the Offeror, i.e. as of the date of the Draft Response Document,

[4] Based on a total of 1,304,381 shares and 2,256,580 theoretical voting rights in the Company as of September 30, 2021 as reported on the Company's website.

a maximum of 410,055 Shares, it being stipulated that the 4,434 Shares held by the Company in treasury are not covered by the Offer.

As of the date of the Draft Response Document, there are no other equity securities and no other financial instruments or rights that could give access, either immediately or in the future, to the Company's share capital or voting rights.

1.2.5. Intentions regarding a possible squeeze-out and delisting

1.2.5.1. Squeeze-out

The Draft Offer Document states that, in accordance with Article L. 433-4 II of the French Monetary and Financial Code and Articles 237-1 and following of the General Regulation of the AMF, the Offeror intends to ask the AMF, within three (3) months of the end of the Offer, to implement a squeeze-out procedure for the Shares not tendered to the Offer (other than shares held by the Company in treasury) if it owns at least 90% of IGE+XAO's share capital and voting rights after the Offer.

The squeeze-out would take place in return for the payment of compensation to the shareholders concerned at the Offer Price. The implementation of this procedure would result in IGE+XAO's shares being delisted from the Euronext Paris regulated market.

1.2.6.2. Delisting from Euronext Paris

If the aforementioned squeeze-out procedure is not implemented, the Offeror reserves the right to ask Euronext Paris, on behalf of the Company, to delist IGE+XAO's shares if the conditions provided for by Euronext Paris market rules are met.

1.2.6. Intentions regarding a possible merger

The Draft Offer Document states that the Offer is intended to allow the Offeror to own the Company in its entirety in order to implement the strategy and changes described in section 1.1.3 *"Reasons for the Offer"* of the Draft Offer Document, section 1.1 *"Background and reasons for the Offer"* of the Draft Response Document and section 1.1 *"Background and reasons for the Offer"* of the Press Release.

Accordingly, if a squeeze-out cannot be carried out after the Offer, the Offeror intends to merge the Company with Schneider Electric or another Group company in 2022 after analysis work has been carried out.

The reason for that merger would be that the strategy of Schneider Electric's Energy Management Software Division is incompatible with maintaining independent entities within the Division's operational entities.

It would also enable minority shareholders to continue benefiting from the value created by this strategy by holding shares in Schneider Electric (or in any other Group entity) directly.

The integration being considered would take place according to the procedures provided for by laws and regulations in force. In particular, the merger plan would be submitted to the general meetings of shareholders of Schneider Electric (or another Group entity) and IGE+XAO, and to the AMF in accordance with Article 236-6 of its general regulation.

The merger ratio would be based on a multi-criterion approach applied at the time the merger is proposed. The merger ratio would therefore be based on the economic conditions at the time when a decision in principle is made to merge the two companies

1.3. Procedure for tendering shares to the Offer

The Draft Offer Document states that Shares tendered to the Offer must be freely negotiable and free of any lien, charge, pledge, other guarantee or any restriction on the free transfer of their ownership. The Offeror reserves the right to reject any Share tendered to the Offer that does not comply with this condition.

The Offer and all of its related agreements are governed by French law. Any dispute or conflict, whatever its purpose or grounds, relating to the Offer will be brought before the competent courts.

The Offer will be open for a period of ten (10) trading days.

The attention of the Company's shareholders is drawn to the fact that, because the Offer is taking place according to the simplified procedure, in accordance with Articles 233-1 and following of the General Regulation of the AMF, it will not be reopened after the final result of the Offer is published.

Shares held in registered form must be converted into bearer form in order to be tendered to the Offer. As a result, shareholders whose Shares are in registered form and who wish to tender them to the Offer must request their conversion into bearer form at the earliest opportunity in order to tender them to the Offer. The conversion of registered Shares into bearer Shares will result in those shareholders losing the benefits of holding the shares in registered form.

Shareholders whose Shares are registered in an account managed by a financial intermediary and who wish to tender them to the Offer must send to the financial intermediary that is the custodian of their Shares an irrevocable order to tender or sell the Shares at the Offer Price, using the template provided by that intermediary in good time to allow their order to be executed and no later than the day on which the Offer closes, stating whether they are electing either to sell their Shares directly in the market or to tender their Shares to the semi-centralized Offer via Euronext Paris in order to benefit from the Offeror covering the brokerage fees as described in section 2.9.3 *"Payment of shareholders' expenses"* of the Draft Offer Document. Shareholders who tender their Shares to the Offer must contact their respective financial intermediaries to find out any constraints affecting each of those intermediaries and about their specific procedures for taking into account sell orders, so that they can tender their Shares to the Offer according to the arrangements described below.

1.3.1. Market-based procedure for tendering shares to the Offer

Shareholders in the Company wishing to tender their Shares to the Offer using the market-based procedure must send back their sale order by the last day of the Offer and settlement will take place as and when orders are executed, two (2) trading days after the execution of each order, it being stipulated that trading fees (including related brokerage fees and VAT) will remain payable by the shareholder selling the Shares in the market.

Exane BNP Paribas, an investment service provider authorized as a market member, will buy the Shares sold in the market on behalf of the Offeror, in accordance with applicable regulations.

1.3.2. Semi-centralized procedure for tendering shares to the Offer

Shareholders in the Company wishing to tender their Shares to the Offer using the semi-centralized procedure via Euronext Paris must send back their tender order by the last day of the Offer (subject to timeframes specific to certain financial intermediaries). Settlement will take place after the semi-centralization operations have been completed.

In relation thereto, the Offeror will cover the brokerage fees and related VAT paid by holders of Shares who tender their Shares to the semi-centralized Offer, subject to a maximum of 0.3% (excluding VAT) of the amount of Shares tendered to the Offer with a maximum of €150 per application (including VAT), it being stipulated that the conditions for paying those expenses are set out in section 2.9.3 of the Draft Offer Document.

Euronext Paris will pay directly to the financial intermediaries the amounts due in respect of the reimbursement of fees mentioned below from the semi-centralization settlement date.

1.4. Indicative timetable of the Offer

Prior to the opening of the Offer, the AMF will publish a notice stating the opening and timetable of the Offer, and Euronext Paris will publish a notice announcing the arrangements and opening of the Offer.

An indicative timetable is set out below:

Dates	Main stages of the Offer
July 20, 2021	Draft Offer announced
September 30, 2021	Offeror's draft Offer and Draft Offer Document filed with the AMF Offeror's Draft Offer Document made available to the public and published on the websites of the AMF (www.amf-france.org) and of Schneider Electric (www.schneider-electric.com) Publication of a press release by the Offeror providing information about the filing of the draft Offer and the availability of the Draft Offer Document
October 25, 2021	Filing with the AMF of the Company's Draft Response Document, including the reasoned opinion of the Company's Board of Directors and the report of the independent appraiser

Dates	Main stages of the Offer
	Company's Draft Response Document made available to the public and published on the websites of the AMF (www.amf-france.org) and of the Company (www.ige-xao.com) Publication of the Company's press release providing information about the filing and availability of the Company's Draft Response Document
November 9, 2021	AMF clearance decision constituting approval of the Offeror's offer document and the Company's response document
November 9, 2021	Approved offer document made available to the public and published on the websites of the AMF (www.amf-france.org) and of Schneider Electric (www.schneider-electric.com) A press release providing details about the availability of the approved offer document published by the Offeror Approved response document made available to the public and published on the websites of the AMF (www.amf-france.org) and of the Company (www.ige-xao.com) A press release providing details about the availability of the approved response document published by the Company
November 10, 2021	Information relating in particular to the legal, financial and accounting characteristics of the Offeror made available to the public and published on the websites of the AMF (www.amf-france.org) and of Schneider Electric (www.schneider-electric.com) Publication by the Offeror of a press release providing details regarding the availability of information relating in particular to the legal, financial and accounting characteristics of the Offeror Information relating in particular to the legal, financial and accounting characteristics of the Company made available to the public and published on the websites of the AMF (www.amf-france.org) and of the Company (www.ige-xao.com) Publication by the Company of a press release providing details regarding the availability of information relating in particular to the legal, financial and accounting characteristics of the Company
November 10, 2021	Publication by the AMF of the notice concerning the opening of the Offer

Dates	Main stages of the Offer
	Publication by Euronext Paris of the notice relating to the Offer and its details
November 11, 2021	Offer opens
November 24, 2021	Offer closes
November 29, 2021	Publication of the Offer result notice by the AMF
December 2, 2021	Settlement-delivery of the semi-centralized Offer
Shortly after the Offer closes	As the case may be, implementation of the squeeze-out and delisting of the Shares on Euronext Paris if the conditions are met

1.5. Restrictions on the Offer outside France

Section 2.10 of the Draft Offer Document states that:

- No request to register the Offer or to obtain approval has been made to any financial market supervisory authority other than the AMF and no such request will be made.

- The publication of the Draft Offer Document, the Offer, the acceptance of the Offer and the delivery of the Shares may in some countries be subject to specific regulations or restrictions. The Offer is not addressed to persons subject to such restrictions, either directly or indirectly, and is not capable of being accepted in a country in which the Offer is subject to restrictions. As a result, those who come into possession of the Draft Offer Document or any other document relating to the Offer must inform themselves of the applicable statutory or regulatory restrictions and comply with them. A failure to comply with these restrictions may constitute a violation of applicable stock exchange laws and regulations in certain countries.

- Neither the Draft Offer Document nor any other document relating to the Offer constitutes an offer to buy, exchange or sell financial securities or a solicitation of an offer in any country in which such offer or solicitation would be illegal or addressed to a person to whom such an offer cannot be validly made or that would require the publication of a prospectus of any other formality in accordance with local financial laws. The shareholders of the Company located outside of France may participate in the Offer only to the extent that such participation is authorized by the local law to which they are subject, without any formality or publicity being required on the part of the Offeror.

The restrictions concerning the Offer outside France, described in section 2.10 of the Draft Offer Document, apply to the Draft Response Document.

The Company will not accept any liability for the violation by any person located outside France of foreign legal or regulatory restrictions applicable to that person.

United States of America

No document relating to the Offer, including the Draft Offer Document and the Draft Response Document, represents an extension of the Offer in the United States and the Offer is not made, directly or indirectly, in the United States, to persons residing in the United States or "US Persons" (within the meaning of Regulation S under the US Securities Act of 1933 as amended), via postal services or via any means of communication or instrument of commerce (including but not limited to fax, telex, telephone and email) of the United States or through the services of a US stock exchange. As a result, no copy of the Draft Offer Document or the Draft Response Document, or any other document relating to the Offer may be sent by mail, communicated or disseminated by an intermediary or any other person in the USA, in any way whatsoever. Owners of securities may not tender their Shares to the Offer if they are unable to declare (i) they are not "US Persons", (ii) that they did not receive a copy of the Draft Offer Document or Draft Response Document or any other document relating to the Offer in the United States, and that they did not send any such documents in the United States, (iii) that they did not use, directly or indirectly, postal services, telecommunications media or other commercial instruments or the services of a stock exchange in the United States in relation to the Offer, (iv) that they were not on US territory when they accepted the terms of the Offer or sent their tender order and (v) that they are not an agent or representative acting for a principal other than a principal who sent those instructions from outside of the United States. Approved intermediaries will be unable to accept tender orders that are not made in compliance with the above requirements, barring any authorization or instruction to the contrary from or on behalf of the Offeror, at the Offeror's discretion. Any acceptance of the Offer that could be assumed to result from a breach of these restrictions shall be deemed void.

The Draft Offer Document and the Draft Response Document do not constitute an offer to buy or sell or a solicitation of an order to buy or sell securities in the United States, and have not been submitted to the US Securities and Exchange Commission.

For the purposes of the previous two paragraphs, the United States means the United States of America, their territories and possessions, or any of those States and the District of Columbia.

2. REASONED OPINION OF THE COMPANY'S BOARD OF DIRECTORS

The Company's Board of Directors is currently made up of the following members:

- Alain Di Crescenzo, Chairman and CEO,
- Anne Varon*,
- Claire Greco*,
- Marc Nezet,
- Frédéric Godemel, and
- Nadège Sotnikova.

* *Independent directors*

It is recalled that Alain Di Crescenzo, Chairman and CEO of the Company, is an employee of Schneider Electric Industries SAS, a Group entity, and head of the Computer Aided Design division. Marc Nezet, Frédéric Godemel and Nadège Sotnikova are also employees of the Group.

In accordance with Article 261-1(III) of the General Regulation of the AMF, the Board of Directors, in a meeting on July 16, 2021, decided to set up an *ad hoc* committee consisting of the following directors:

- Anne Varon, chairwoman of the *ad hoc* committee,
- Claire Greco, and
- Alain Di Crescenzo.

The majority of the *ad hoc* committee's members are therefore independent directors, and its remit is to:

- propose to the Board of Directors the appointment of an independent appraiser to prepare a report on the financial terms of the Offer,
- monitor the work done by that independent appraiser, ensuring that the appraisal assignment and the work that the independent appraiser is required to do run smoothly, and in particular ensure that he/she has access to the information he/she requires,
- make a recommendation to the Board of Directors about whether the Offer is in the interests of the Company, its employees and its shareholders and about whether it is in the interests of shareholders to tender their shares to the Offer, and
- prepare the draft reasoned opinion of the Company's Board of Directors regarding the draft Offer in accordance with Article 261-1(III) of the General Regulation of the AMF.

On July 19, 2021, the Company's Board of Directors, on the recommendation of the *ad hoc* committee, appointed Didier Kling Expertise & Conseil, represented by Didier Kling and Teddy Guerineau, as independent appraiser in relation to the draft Offer, with the task of preparing a report on the financial terms of the Offer and the possible squeeze-out in accordance with Articles 261-1(I)(1) and (II) and Article 262-1 of the General Regulation of the AMF.

During that meeting, the Board of Directors familiarized themselves with the main characteristics of the draft Offer and the preliminary considerations of the *ad hoc* committee, which decided to welcome the Offer in principle, subject to the work to be done by the independent appraiser.

The contents of the Draft Offer Document filed by the Offeror with the AMF on September 30, 2021 include the background of and reasons for the Offer, the Offeror's intentions, the characteristics of the Offer and the assessment of the Offer Price.

In accordance with Article 231-19 of the General Regulation of the AMF, the Company's directors held a meeting on October 22, 2021, chaired by Alain Di Crescenzo, chairman of the Board of Directors, to examine the draft Offer and deliver a reasoned opinion on the merits and consequences of the draft Offer for the Company, its shareholders and its employees. All members of the Board of Directors were present physically or attended the meeting via video link or phone.

Before the meeting, the directors had access to:

- the Draft Offer Document filed by the Offeror with the AMF on September 30, 2021, whose contents include the background of and reasons for the Offer, the Offeror's intentions, the characteristics of the Offer and the assessment of the Offer Price,
- the draft reasoned opinion prepared by the *ad hoc* committee in accordance with Article 261-1(III) of the General Regulation of the AMF,
- the report by the independent appraiser, Didier Kling Expertise & Conseil, and
- the Company's Draft Response Document, prepared in accordance with Article 231-19 of the General Regulation of the AMF.

In that meeting, therefore, the Company's Board of Directors delivered the following unanimous reasoned opinion, agreed by all the members present or represented, including members taking part in the *ad hoc* committee's work, with the other members of the Company's Board of Directors agreeing with the opinion of the *ad hoc* committee:

"It is the task of the Board of Directors, under Article 231-19(4) of the General Regulation of the AMF, to deliver a reasoned opinion on the merits of the Offer and its consequences for the Company, its shareholders and its employees.

*In accordance with Article 261-1 of the General Regulation of the AMF, the Board of Directors, in its meeting of July 16, 2021, set up an ad hoc committee (the "**Committee**") consisting of the following directors: Anne Varon (Chairwoman of the Committee), Claire Greco and Alain Di Crescenzo. The Committee is in charge of overseeing the work done by the independent appraiser and making a recommendation in relation to the Board of Directors' reasoned opinion.*

Since Anne Varon and Claire Greco are independent directors, the Committee's membership complies with Article 261-1(III) of the General Regulation of the AMF.

Before today's meeting, the following documents were made available to the members of the Board of Directors:

- *the draft offer document filed by the Offeror with the AMF on September 30, 2021 (the "**Draft Offer Document**"), whose contents include the reasons for the Offer, the Offeror's intentions, the terms and arrangements of the Offer (including an indicative timetable) and the assessment of the Offer Price,*
- *the draft response document prepared by the Company (the "**Draft Response Document**"),*
- *the report dated October 21, 2021 by Didier Kling Expertise & Conseil, acting as independent appraiser ("**Independent Appraiser**") appointed under Article 261-1 of the General Regulation of the AMF and represented by Didier Kling and Teddy Guerineau, regarding the fairness of the financial terms of the Offer, possibly followed by a squeeze-out,*

– *the Committee's draft reasoned opinion dated October 22, 2021 about the Offer's merits for the Company, its shareholders and its employees.*

The Board of Directors has therefore delivered the following reasoned opinion, unanimously agreed by all members present or represented, including members taking part in the Committee's work, with the other members of the Company's Board of Directors agreeing with the Committee's opinion:

Summary of work done by the Independent Appraiser and its conclusions

1) Process and basis of the Independent Appraiser's appointment

Under Articles 261-1(I)(1) and (II) of the General Regulation of the AMF, the Offer requires an independent appraiser to be appointed because (i) the Offeror already has control over the Company within the meaning of Article L. 233-3 of the French Commercial Code and (ii) the Offeror is considering a squeeze-out.

The Committee met for the first time on July 19, 2021 and carried out an in-depth review of two appraisers that met the competency criteria required by the applicable regulations and capable of being appointed as Independent Appraiser, with particular attention being paid to (i) the absence of any past or present link with the Company, (ii) the recent experience of the appraisers under consideration with respect to similar transactions and (iii) more generally the appraisers' professional reputation and their human and material resources.

The members of the Committee, after a discussion, decided to propose to the Board the appointment of Didier Kling Expertise & Conseil, represented by Didier Kling and Teddy Guerineau, as Independent Appraiser, in accordance with Articles 261-1(I)(1) and (II) of the General Regulation of the AMF. Didier Kling Expertise & Conseil was found to meet the independence and competency criteria required by the applicable regulations, particularly given its high level of qualifications and experience. The Committee looked at the various matters on which Didier Kling Expertise & Conseil had recently worked, and in particular found that the firm regularly worked on this kind of transaction and met all the requirements in terms of independence, competency and resources to enable it to fulfill the role of Independent Appraiser in relation to the Offer. In particular, Didier Kling, chairman of Didier Kling Expertise & Conseil, is chairman of the "Chambre nationale des conseils et experts financiers" (French national chamber of financial advisors and experts).

Didier Kling Expertise & Conseil, via Didier Kling and Teddy Guerineau, confirmed that it accepted its appointment as Independent Appraiser in principle, and that there was no incompatibility that would prevent it from carrying out the assignment.

On July 19, 2021, on the Committee's recommendation, the Company's Board of Directors decided to appoint Didier Kling Expertise & Conseil as Independent Appraiser to prepare a report on the financial terms of the Offer, to conclude with a fairness opinion on the basis of Article 261-1(I)(1) and (II) of the General Regulation of the AMF.

2) Work done by the Committee and interaction with the Independent Appraiser

From the time the Committee was set up, the Committee's members took part in a total of 5 meetings between July 16, 2021 and October 22, 2021 for the purposes of their remit, including 4 in the presence of the Independent Appraiser. In particular, the Committee members met:

– *for the first time on July 19, 2021, when they unanimously decided (i) to welcome the draft Offer, subject to the work to be done by the Independent Appraiser and (ii) to propose to the Board of Directors the* *appointment of Didier Kling Expertise & Conseil, represented by Didier Kling and Teddy Guerineau, as Independent Appraiser,*

- *on July 29, 2021, in the presence of the Independent Appraiser, in relation to the presentation by the Company to the Independent Appraiser of the business plan prepared by the Company's management and covering the 2021-2024 period (the "**Business Plan**"),*

- *on September 8, 2021, in the presence of the Independent Appraiser, to carry out an initial progress review regarding the valuation information prepared by the presenting institution. In that meeting, the Independent Appraiser presented its preliminary valuation work to the Committee and described the methods and references used in its assignment,*

- *on October 4, 2021, in the presence of the Independent Appraiser, to carry out a second progress review of the Independent Appraiser's valuation work. In that meeting, the Committee noted that at the current stage of its work, the Independent Appraiser had not identified any matters suggesting that the Offer was not fair, and*

- *on October 22, 2021, in the presence of the Independent Appraiser, to finalize the Committee's recommendation regarding the Offer.*

During those meetings, the Committee satisfied itself that the Independent Appraiser had all the information it needed to carry out its assignment and that it had been able to do its work in satisfactory conditions. The Committee is not aware of any matters that may threaten the smooth progress of the Independent Appraiser's work.

The Committee also satisfied itself that the Independent Appraiser had been able to access the Business Plan prepared by the Company's management. To the Committee's knowledge, that Business Plan, which has been reviewed by the Independent Appraiser, represents the most relevant forecasts prepared by the Company.

3) Conclusions of the Independent Appraiser's report

After discussions between the Committee and the Independent Appraiser, summarized above, Didier Kling Expertise & Conseil submitted its report on October 21, 2021.

The Independent Appraiser presented a summary of its work and the conclusions of its report:

"Our report has been prepared as part of our work to assess the fairness of the financial terms of the simplified tender offer made by SEISAS for shares issued by IGE+XAO, at a price of €260 per share.

More specifically, it is required under Article 261-1(I)(1) of the General Regulation of the AMF, since the Offer could generate conflicts of interest within the target company's board of directors, and under Article 261-1(II) since the Offeror has stated its intention to perform a squeeze-out if the conditions are met.

SEISAS, the Offeror, has been IGE+XAO's majority shareholder, holding 67.8% of its share capital, since it made its first offer in November 2017.

The present offer arises from Schneider's desire to take full control of IGE+XAO in order to make it an integral part of the software strategy it is developing in its electrical business.

In the circumstances, if a squeeze-out cannot be performed, SEISAS has stated its intention to carry out a merger within twelve months.

Our conclusion regarding the fairness of the Offer's financial terms is given in view of the following considerations:

- *The Offer is optional, i.e. shareholders are free to accept it or not, i.e. to tender their shares or retain them, except if the Offeror's stake rises above thresholds that allow it to perform a squeeze-out.*
- *The DCF method explicitly takes into account all key aspects of IGE+XAO's business. The method has been applied on the basis of a business plan that:*
  - ✓ *is ambitious, particularly in view of performance up to the end of September 2021,*
  - ✓ *factors in synergies achieved since Schneider took control three years ago,*
  - ✓ *has been extrapolated until 2034, in order to capture potential value creation over a period consistent with companies' digital transformation needs, along with IGE+XAO's potential for geographical expansion.*

  Based on this method, the Offer represents a premium of between 23% and 39%, which is significant given that the business plan takes into account synergies achieved since Schneider first acquired its stake.

  In this respect, we note that fully integrating IGE+XAO within Schneider, which would require a squeeze-out or a merger, would initially lead to significant costs. The positive impact of that full integration is not quantified at this stage, but appears more uncertain in terms of its amount and timetable because it appears to be related to the commercial and technical success of a new software platform, development of which has not yet begun.
- *Using the listed peer-group method to value IGE+XAO's shares, the Offer shows a premium of between 2% and 20%.*
- *Finally, with reference to IGE+XAO's share price, the Offer shows a premium of 15% to the price just before the planned Offer was announced and premiums of 15%, 18%, 28% and 40% to the average share price over the previous month, 3 months, 6 months and 12 months respectively.*

  The largest premiums arise in relation to average share prices calculated over the longest periods. They are relevant in assessing the Offer Price, because they allow us to take into account jumps in IGE+XAO's share price that are not explained by news announcements related to IGE+XAO in December 2020 and May 2021.

On that basis, our opinion is that the Offer Price of €260 is fair for all IGE+XAO shareholders from the financial point of view in relation to the simplified tender offer, including in the event of a squeeze-out."

As a result, according to the report prepared by Didier Kling Expertise & Conseil, the Offer price proposed by the Offeror, i.e. €260 per IGE+XAO share, is fair for the Company's shareholders in the context of the Offer, including in the context of a squeeze-out.

<u>The Committee's recommendations</u>

On October 22, 2021, the Committee met and finalized its recommendation to the Board of Directors regarding the Independent Appraiser's report.

In general, the Committee emphasized the following matters to the Independent Appraiser, with a view to the preparation of its report, relating to the context and to the Offer, which the Committee regarded as particularly important and which it also took into account when making its recommendation:

1) As regards the Offer's merits for the Company (strategy and industrial, commercial and financial policy)

The Committee finds that:

- *The Offer fits with Schneider Electric's strategy as stated at the time of the previous transaction, initiated in November 2017, through which the Offeror acquired a majority stake in the Company. The strategy includes continuing the Company's geographical expansion and the extension of its software range, and maintaining its position as a purely operational entity within Schneider Electric's Energy Management Software Division, which brings together recently acquired strategic assets and stakes (ALPI, IGE+XAO, RIB Software, ETAP, Planon) along with software activities developed in-house to implement Schneider Electric's product offerings. In those circumstances, it is no longer appropriate for IGE+XAO to remain a listed company, since the constraints involved in being a listed company are a major obstacle to its repositioning as described above,*

- *Schneider Electric's strategy would allow IGE+XAO to extend its software range as an independent software producer, while giving it new roles consisting of pulling together software activities that are currently dispersed within the Group and developing its R&D activities. As part of that strategy, the Company needs to be integrated more fully, and this will also make it easier to ensure that the Company's operations comply with Schneider Electric's standards, helping it to improve its risk management, decision-making processes, customer support and customer relations,*

- *the Offeror already controls the Company, in which it holds 68.22% of the share capital and 78.60% of the theoretical voting rights based on the Company's share capital on the date the Draft Offer Document was filed (September 30, 2021) it being stipulated that since the Draft Offer Document was filed, the Offeror has acquired 6,016 shares in the Company on the market at the Offer price,*

- *the Offer targets all shares in the Company not held directly or indirectly by the Offeror, it being stipulated that the shares held by the Company in treasury are not covered by the Offer,*

- *in accordance with Article L. 433-4(II) of the French Monetary and Financial Code and Articles 237-1 and following of the General Regulation of the AMF, the Offeror intends to ask the AMF, within three months of the end of the Offer, to implement a squeeze-out procedure for the Company's shares if it owns at least 90% of the Company's share capital and voting rights after the Offer. It would involve the payment of compensation to the shareholders concerned at the Offer price,*

The Committee also notes that the Offeror's intentions, as described in the Draft Offer Document, are as follows:

- *as regards strategy and the continuation of the Company's activities, the Offeror wishes to (i) position the Company as a purely operational entity in the Energy Management Software Division, it being stipulated that the Company would retain its main role as an independent producer of electrical Computer Aided Design (CAD) and Product Lifecycle Management (PLM) software and (ii) extend the Company's remit, including pulling together software activities that are currently dispersed within Schneider Electric and gradually becoming a center of excellence for research and development. To achieve that objective, the Offeror intends to integrate the Company fully within the Schneider Electric group,*

- *the Offeror anticipates:*

- *revenue synergies generated by Schneider Electric's international sales network, which it estimates will average almost €2 million per year,*

- *estimated cost savings of €0.1 million per year resulting from the Company being delisted from the Euronext Paris regulated market assuming that the Offer is followed by a squeeze-out, and*

- *additional expenditure and costs, the total annual cost of which is estimated at €12.3 million between 2022 and 2024, arising from significant investments aimed at transferring Schneider Electric's in-house software development activities to the Company and ensuring that the Company's operations comply with Schneider Electric's standards. However, the Committee has noted that the additional expenditure and costs are not included in the Business Plan, since they will be incurred in relation to the Company's full integration within the Group, which depends on the Company's shares being delisted following a squeeze-out or a merger.*

– *the Offeror has stated that it reserves the right to adjust the Company's dividend distribution policy based on the Company's ability to make distributions, its financial position and its funding needs,*

– *if the Offer is followed by a squeeze-out, this would result in the shareholders concerned receiving compensation at the Offer price and the Company's shares being delisted from the Euronext Paris regulated market. In those circumstances, the Offeror has indicated that changes to the Company's corporate form or to the composition of its corporate bodies could be considered, it being stipulated however that Alain di Crescenzo would remain the Company's chief executive officer,*

– *accordingly, if a squeeze-out cannot be carried out after the Offer, the Offeror has stated that it intends to merge the Company with Schneider Electric or another Schneider Electric group entity in 2022. The reason for that merger would be that the strategy of Schneider Electric's Energy Management Software Division is incompatible with maintaining independent entities within the Division's operational entities. It would also enable minority shareholders to continue benefiting from the value created by this strategy, by holding shares in Schneider Electric (or in any other Schneider Electric group entity with which the Company is merged) directly.*

In knowledge of the aforementioned matters, the Committee confirms that the Offer is in the Company's interest.

2) As regards the Offer price and the Offer's merits for shareholders

The Committee notes that the Offeror is proposing to acquire the Company's shares covered by the Offer in return for a cash sum of €260 per share tendered to the Offer.

The Committee is aware of the Offer price assessment carried out by the Offer's presenting institution and of the Independent Appraiser's report.

The Committee finds that, based on the multi-criterion analysis carried out by the Independent Appraiser, the Offer price is fair from the financial point of view for the Company's shareholders, including in the context of a squeeze-out.

The Committee reiterates that the Independent Appraiser analyzed the price assessment featuring in the Draft Offer Document, and that the analysis is included in the Independent Appraiser's report.

The Committee finds in particular that the Offer gives shareholders the opportunity to obtain immediate liquidity for their entire holding at a price per share that represents a premium of 15% to the closing price on July 19, 2021, 17.4% to the volume-weighted average price over the 60 days preceding that date and 39.9% to the volume-weighted average price over the 12 months preceding that date.

The Committee also notes that the Offer price represents a 97% premium to the price of the previous tender offer that ended in January 2018.

Accordingly, the Committee finds that the Offer represents an opportunity for minority shareholders to obtain immediate and full liquidity at a price that the Independent Appraiser regards as fair, including in the event that a squeeze-out takes place.

3) As regards the Offer's merits for employees

The Committee notes that as regards employment, the Offer forms part of a strategy for continuing and developing the Company's business activities. It also notes that the Offeror has stated, in its intentions as described in the Draft Offer Document, that the Offer should not therefore have any impact on the Company's workforce or on its human resource management policy. In particular, it would not result in any restructuring or job losses.

The Offeror has also stated that there is a plan to adjust the remuneration of the Company's employees gradually and to bolster the Company's long-term incentive plan by awarding Schneider Electric performance shares.

In view of the foregoing, the Committee takes the view that the Offer, as described in the Draft Offer Document, is consistent with the interests of the Company's employees and should not have any specific impact on employment.

After completing its assignment and in view of the work done by the Independent Appraiser and all of the aforementioned matters, the Committee unanimously:

- ***finds that the terms of the Offer are fair for shareholders,***
- ***presents the draft reasoned opinion to the Board of Directors, and***
- ***advises the Company's Board of Directors to conclude that the Offer is in the interests of the Company, its shareholders and its employees, and to recommend that the Company's shareholders tender their shares to the Offer.***

<u>Opinion of the Board of Directors</u>

In view of the foregoing matters, discussions have taken place.

In particular, the Chairman has asked members of the Board of Directors to confirm whether or not they intended to tender some or all of their own IGE+XAO shares to the Offer:

Name	***Role***	***Number of shares held on the date of the reasoned opinion***	***Intention***

Alain Di Crescenzo	*Chairman of the Board of Directors – Chief Executive Officer*	*10*	*All shares to be tendered to the Offer*
Claire Greco	*Director*	*None*	*N/A*
Marc Nezet	*Director*	*None*	*N/A*
Frédéric Godemel	*Director*	*None*	*N/A*
Nadège Sotnikova	*Director*	*None*	*N/A*
Anne Varon	*Director*	*None*	*N/A*

After discussing the draft Offer, the Board of Directors, in view of the information submitted and in particular (i) the objectives and intentions expressed by the Offeror, (ii) the valuation work done by the presenting institution and featuring in the Draft Offer Document, (iii) the conclusions of the Independent Appraiser's report on the financial terms of the Offer, (iv) the Draft Offer Document and Draft Response Document and (v) the conclusions of the Committee's review work, with the agreement of all members of the Board of Directors presented or represented, including members taking part in the Committee's work and with the other members of the Company's Board of Directors agreeing with the Committee's opinion:

- ***approves*** *the draft reasoned opinion as proposed by the Committee,*
- *accordingly* ***takes the view*** *that the Offer, as described in the Draft Offer Document, is consistent with the interests:*
    - *of the Company, since the Company is already controlled by the Offeror and its full integration within the Schneider Electric group will take place in a way that allows IGE+XAO to maintain its commitment to its clients and partners, since IGE+XAO will continue to serve them as an independent software producer and its software will remain totally agnostic with respect to electrical equipment manufacturers,*
    - *of its shareholders, since the price proposed by the Offeror of €260 per share in the Company is regarded as fair by the Independent Appraiser and represents an attractive valuation for the shares held by the Company's shareholders, including in the context of a squeeze-out, and*
    - *of its employees, since:*
        - *the Offer forms part of a strategy of continuing and developing the Company's business activities and should not therefore have any consequences for the Company's workforce or human resource management policy, and*
        - *the Offeror plans to adjust the remuneration of the Company's employees gradually and to bolster the Company's long-term incentive plan by awarding Schneider Electric performance shares,*

- ***notes**, insofar as is necessary, that since the shares held by the Company in treasury are not covered by the Offer, the Company will not tender them to the Offer, and*

- ***recommends,** as a result, that shareholders tender their shares to the Offer, […]"".*

3. DISCLOSURE TO THE CENTRAL SOCIAL AND ECONOMIC COUNCIL

In accordance with Articles L. 2332-2 of the French Labor Code, IGE+XAO's central social and economic council has been informed of the Offer and met on October 7, 2021 as part of the disclosure procedure with respect to the Company's staff representative bodies.

4. INTENTIONS OF THE COMPANY'S BOARD MEMBERS

The members of the Company's Board of Directors who took part in the meeting in which the Board of Directors delivered its reasoned opinion, reproduced in section 2, have stated the following intentions:

Name	Role	Number of Shares held on the date of the reasoned opinion	Intention
Alain Di Crescenzo	Chairman and CEO	10	All shares to be tendered to the Offer
Claire Greco	Director	None	N/A
Marc Nezet	Director	None	N/A
Frédéric Godemel	Director	None	N/A
Nadège Sotnikova	Director	None	N/A
Anne Varon	Director	None	N/A

5. THE COMPANY'S INTENTIONS REGARDING SHARES HELD IN TREASURY

As of the date of the Draft Response Document, the Company holds 4,434 of its own shares.

In its October 22, 2021 meeting, the Board of Directors noted that the 4,434 shares held by the Company in treasury are not covered by the Offer and unanimously confirmed, insofar as is necessary, that it does not wish to tender them to the Offer.

6. REPORT BY THE INDEPENDENT APPRAISER UNDER ARTICLE 261-1 OF THE GENERAL REGULATION OF THE AMF

Under Articles 261-1(I)(1) and (II) of the General Regulation of the AMF, Didier Kling Expertise & Conseil, represented by Didier Kling and Teddy Guerineau, was appointed as independent appraiser by the Company's Board of Directors, on the recommendation of the *ad hoc* committee, on July 19, 2021, in order to prepare a report assessing the fairness of the financial terms of the Offer and squeeze-out.

The conclusion of the independent appraiser, dated October 21, 2021, is reproduced below:

"Our report has been prepared as part of our work to assess the fairness of the financial terms of the simplified tender offer made by SEISAS for shares issued by IGE+XAO, at a price of €260 per share.

More specifically, it is required under Article 261-1(I)(1) of the General Regulation of the AMF, since the Offer could generate conflicts of interest within the target company's board of directors, and under Article 261-1(II) since the Offeror has stated its intention to perform a squeeze-out if the conditions are met.

SEISAS, the Offeror, has been IGE+XAO's majority shareholder, holding 67.8% of its share capital, since it made its first offer in November 2017.

The present offer arises from Schneider's desire to take full control of IGE+XAO in order to make it an integral part of the software strategy it is developing in its electrical business.

In the circumstances, if a squeeze-out cannot be performed, SEISAS has stated its intention to carry out a merger within twelve months.

Our conclusion regarding the fairness of the Offer's financial terms is given in view of the following considerations:

- *The Offer is optional, i.e. shareholders are free to accept it or not, i.e. to tender their shares or retain them, except if the Offeror's stake rises above thresholds that allow it to perform a squeeze-out.*
- *The DCF method explicitly takes into account all key aspects of IGE+XAO's business. The method has been applied on the basis of a business plan that:*
  - ✓ *is ambitious, particularly in view of performance up to the end of September 2021,*
  - ✓ *factors in synergies achieved since Schneider took control three years ago,*
  - ✓ *has been extrapolated until 2034, in order to capture potential value creation over a period consistent with companies' digital transformation needs, along with IGE+XAO's potential for geographical expansion.*

  Based on this method, the Offer represents a premium of between 23% and 39%, which is significant given that the business plan takes into account synergies achieved since Schneider first acquired its stake.

  In this respect, we note that fully integrating IGE+XAO within Schneider, which would require a squeeze-out or a merger, would initially lead to significant costs. The positive impact of that full integration is not quantified at this stage, but appears more uncertain in terms of its amount and timetable because it appears to be related to the commercial and technical success of a new software platform, development of which has not yet begun.
- *Using the listed peer-group method to value IGE+XAO's shares, the Offer shows a premium of between 2% and 20%.*
- *Finally, with reference to IGE+XAO's share price, the Offer shows a premium of 15% to the price just before the planned Offer was announced and premiums of 15%, 18%, 28% and 40% to the average share price over the previous month, 3 months, 6 months and 12 months respectively.*

The largest premiums arise in relation to average share prices calculated over the longest periods. They are relevant in assessing the Offer Price, because they allow us to take into account jumps in IGE+XAO's share price that are not explained by news announcements related to IGE+XAO in December 2020 and May 2021.

On that basis, our opinion is that the Offer Price of €260 is fair for all IGE+XAO shareholders from the financial point of view in relation to the simplified tender offer, including in the event of a squeeze-out."

7. AVAILABILITY OF OTHER INFORMATION RELATING TO THE COMPANY

Other information relating in particular to the legal, financial and accounting characteristics of the Company will be filed with the AMF no later than the day before the Offer opens. In accordance with Article 231-28 of the General Regulation of the AMF, that information will be available on the websites of IGE+XAO (https://www.ige-xao.com/fr/) and the AMF (www.amf-france.org) the day before the Offer opens and may be obtained free of charge from IGE+XAO's registered office at 16 boulevard Déodat de Séverac, 31770 Colomiers.