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*This press release is for information purpose only and does not constitute an offer to sell or a solicitation of an offer to buy any securities and the offer of the Bonds (as defined below) does not constitute an offering (other than to qualified investors) in any jurisdiction, including France.*  
*The Bonds will be offered only to qualified investors which include, for the purpose of this press release, professional clients and eligible counterparties. The securities may not be offered or sold or otherwise made available to retail investors. No key information document under the EU PRIIPs Regulation or disclosure document required by the FCA Product Disclosure Sourcebook has been or will be prepared.*

## Financial Information



# Schneider Electric announces the reference share price, the initial conversion/exchange ratio of its €850 million new bonds convertible into new shares and/or exchangeable for existing shares (OCEANEs) due 2034 and the results of the repurchase of the OCEANEs due 2030

**Rueil-Malmaison (France), 4 June 2026** – Following the successful placement of its new senior unsecured bonds convertible into new shares and/or exchangeable for existing shares of the Company (OCEANEs) due 2034 for a nominal amount of €850 million (the **"New Bonds"**), Schneider Electric (ISIN Code: FR0000121972) (the **"Company"**) hereby announces the following:

- The reference share price of the New Bonds is €281.3710, being the volume-weighted average price (VWAP) of Schneider Electric's shares recorded on Euronext Paris between the opening and close of trading today;
- The conversion/exchange ratio of the New Bonds is set at the Principal Amount divided by the initial conversion/exchange price, i.e. 263.2612 shares of the Company (the **"Shares"**) per New Bond, subject to standard adjustments, including anti-dilution and dividend protections, as described in the terms and conditions of the New Bonds. Upon exercise of their right to convert or exchange the New Bonds into new and/or existing Shares (the **"Conversion/Exchange Right"**), bondholders will receive at the option of the Company new and/or existing shares of the Company carrying in all cases all rights attached to existing Shares as from the date of delivery;
- The Company has collected, via a concurrent reverse bookbuilding process, indication of interest from holders of the outstanding OCEANEs due 2030 (of which €650,000,000 are currently outstanding) (the **"2030 OCEANEs"**) to sell 6,112 2030 OCEANEs (the **"Repurchase"**), representing an aggregate principal amount of approximately €611 million, approximately 94% of the 2030 OCEANEs outstanding, and thus satisfying the conditions in respect of the offering of the New Bonds, as described in the launch press release published this morning;
- The final repurchase price was set at €144,964.68 per 2030 OCEANE, representing a total consideration of approximately €886 million. The 2030 OCEANEs accepted in the Repurchase will be cancelled in accordance with their terms and conditions.

The settlement of the Repurchase is conditional upon the settlement of the New Bonds and is expected to take place on 12 June 2026. Following settlement of the Repurchase, the remaining outstanding principal amount of 2030 OCEANEs will be €38,800,000.

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Considering that further to the concurrent Repurchase less than 15% in aggregate principal amount of the 2030 OCEANEs originally issued are expected to be outstanding, the Company may redeem, in accordance with Condition 1.9.1.3 2. of the terms and conditions of the 2030 OCEANEs, the outstanding 2030 OCEANEs, in whole but not in part, at their par value.

### Dilution

As a result of the Offering of a €850 million principal amount of New Bonds, and based on the reference share price of €281.3710 and the initial conversion / exchange premium of 35%, the potential dilution would represent approximately 0.4% of the Company's outstanding share capital, if the Conversion/Exchange Right was exercised for all the New Bonds and the Company decided to deliver new Shares only upon exercise of the Conversion/Exchange Right.

Considering the repurchased amount of the outstanding 2030 OCEANEs equal to 94% of the outstanding principal amount, Schneider Electric will avoid dilution equal to approximately 0.5% of the Company's outstanding share capital.

### Important information

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities to any person in the United States, Australia, Japan, Canada or South Africa or in any jurisdiction to whom or in which such offer is unlawful, and the Offering of the New Bonds is an offer to the public in any jurisdiction including France, other than to qualified investors within the meaning of the Prospectus Regulation, or an offer to retail investors as such term is defined below.

*Note: The English version of this press release may differ from the French version for regulatory reasons.*

### About Schneider Electric:

Schneider Electric is a global energy technology leader, driving efficiency and sustainability by electrifying, automating, and digitalizing industries, businesses, and homes. Its technologies enable buildings, data centers, factories, infrastructure, and grids to operate as open, interconnected ecosystems, enhancing performance, resilience, and sustainability. The portfolio includes intelligent devices, software-defined architectures, AI-powered systems, digital services, and expert advisory. With 160,000 employees and 1 million partners in over 100 countries, Schneider Electric is consistently ranked among the world's most sustainable companies.

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No communication or information relating to the offering of the New Bonds or the Repurchase may be distributed to the public in a country where a registration or approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance by the Company or the subscription of the New Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; neither the Company, the managers, nor the dealer managers assume any liability in connection with the breach by any person of such restrictions.

This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and of the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). This press release is not an offer to the public other than to qualified investors, or an offer to subscribe or designed to solicit interest for purposes of an offer to the public other than to qualified investors in any jurisdiction, including France.

The New Bonds have been offered only by way of an offering in France and outside France (excluding the United States of America, Australia, Canada, South Africa, Japan and any other jurisdiction where a registration process or an approval would be required by applicable laws and regulations), solely to qualified investors as defined in article 2 point (e) of the Prospectus Regulation and in accordance with Article L. 411-2 1° of the French Monetary and Financial Code (Code monétaire et financier) and paragraph 15 of Schedule 1 to the POATRs. There has not been and will be no public offering in any country (including France) in connection with the New Bonds, other than to qualified investors. This press release does not constitute a recommendation concerning the issue of the New Bonds. The value of the New Bonds and the shares of the Company can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the New Bonds for the person concerned.

### **Prohibition of sales to European Economic Area retail investors**

The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to, and no action has been undertaken or will be undertaken to offer, sell or otherwise make available any New Bonds to any retail investor in the European Economic Area (the "**EEA**"). For the purposes of this provision, a "retail investor" means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II or (iii) not a qualified investor within the meaning of the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the "**PRIPs Regulation**") for offering or selling the New Bonds or otherwise making them available to retail investors in the EEA has been or will be prepared and therefore offering or selling the New Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

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### **Prohibition of sales to UK retail Investors**

*The Bonds are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to, and no action has been undertaken or will be undertaken to offer, sell or otherwise make available any New Bonds to any retail investor in the United Kingdom ("UK").*

*For the purposes of this provision, a retail investor means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs. Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the New Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the New Bonds or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.*

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the New Bonds has led to the conclusion that: (i) the target market for the New Bonds is eligible counterparties and professional clients, each as defined in MiFID II; and (ii) all channels for distribution of the New Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the New Bonds (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the New Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

### **France**

*The New Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France other than to qualified investors. Any offer or sale of the New Bonds and distribution of any offering material relating to the New Bonds have been and will be made in France only to qualified investors (investisseurs qualifiés), as defined in article 2 point (e) of the Prospectus Regulation, and in accordance with Article L. 411-2 1° of the French Monetary and Financial Code (Code monétaire et financier).*

### **United Kingdom**

*This press release is addressed and directed only at persons who (i) are located outside the United Kingdom, (ii) are investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (iii) are high net worth companies, and other persons to whom it may lawfully be communicated, falling within by Article 49(2) (a) to (d) of the Order (the persons mentioned in paragraphs (i), (ii) and (iii) collectively being referred to as "**Relevant Persons**"). The New Bonds and, as the case may be, the shares to be delivered upon exercise of the conversion rights (the "**Financial Instruments**"), are intended only for Relevant Persons and any invitation, offer or agreement related to the subscription, tender, or acquisition of the*

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## Financial Information



*Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.*

*This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.*

### **United States of America**

*This press release may not be released, published or distributed in or into the United States (including its territories and dependencies, any state of the United States and the District of Columbia) or to U.S. persons (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act") ("Regulation S")). This press release does not constitute an offer or a solicitation of an offer of securities in the United States. The New Bonds and the shares issued or deliverable upon conversion or exchange of the New Bonds described in this press release have not been, and will not be, registered under the Securities Act, or the securities laws of any state of the United States, and such securities may not be offered, sold, pledged or otherwise transferred in the United States or to, or for the account or benefit of, U.S. persons absent registration under the Securities Act or pursuant to an available exemption from, or in a transaction not subject to, the registration requirements thereof and applicable state or local securities laws. The Company does not intend to make a public offer of its securities in the United States.*

### **Australia, Canada, South Africa and Japan**

*The New Bonds may not and will not be offered, sold or purchased in Australia, Canada, South Africa or Japan. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada, South Africa or Japan.*

### **Repurchase of the 2030 OCEANES**

*This press release does not constitute an invitation to participate in the Repurchase in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such an invitation under applicable laws and regulations. In particular, the Repurchase has not been and will not be directed to the United States in any manner. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such legal or regulatory restrictions.*

*The distribution of this press release in certain countries may constitute a breach of applicable law.*