
Financial Information

Schneider Electric Annual Shareholders' Meeting on April 25, 2013

Rueil-Malmaison (France), April 26, 2013 – The shareholders of Schneider Electric SA met in the combined ordinary and extraordinary Annual Meeting, chaired by Henri Lachmann, Chairman of the Supervisory Board, on April 25, 2013 to hear, amongst others, the reports of the Management Board and Supervisory Board, to approve the 2012 financial statements and to vote on the change of governance.

I. Transformation and strategy of the Group, Performance in 2012, New governance

During the meeting, **Jean-Pascal Tricoire**, CEO, described the Group's successful transformation over the past 10 years, during which revenues nearly tripled. With this strategic transformation, Schneider Electric underwent strong geographic diversification and development in the new economies, strengthened its business portfolio to increase its leadership and to benefit from the increased demand for solutions, while continuing to invest in innovation.

Jean-Pascal Tricoire also presented its strategic vision for the Group and how it applied in the context of France. Schneider Electric indeed contributes to the deep transformation of the world of energy and to the development of new technologies. True awareness and a new approach are required in order to solve the challenges of rising energy costs, of the need for clean energies and of the capacity constraints faced by the grid. In this context, Schneider Electric provides its customers innovative offerings in active energy efficiency, smart grid and demand-response management, allowing to respond to the new energy context and to be a key player of the energy transition.

Emmanuel Babeau, Executive Vice-President Finance, presented the results for 2012 and commented on the Group performance for the first quarter of 2013.

Based on the trends seen in the first quarter and while visibility on the global economy remains limited, Schneider Electric confirmed its targets for 2013 of a low-single digit organic growth in revenues and of a stable to slightly up adjusted EBITA margin for the year 2013.

Henri Lachmann, chairman of the supervisory board, presented the new organization of governance proposed to the approval of the shareholders' meeting. It consists in adopting a single board structure with a Board of Directors (*Conseil d'Administration*), with Jean-Pascal Tricoire appointed Chairman and CEO. Henri Lachmann highlighted the efficient controls that have been defined in order to guarantee that the future Board of Directors will be well informed and in a position to fully carry out its controlling responsibility over the management of the company: establishment of a vice chairman lead director, establishment of four committees, a high level of independence of the board, limitations of powers of the Chairman and CEO and obligation for the board to deliberate each year on the unification of the roles of Chairman and CEO.

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II. Key results of the vote at the Annual Shareholders' Meeting:

The quorum of the assembly reached 66.2%. Shareholders approved all of the resolutions recommended by the Management Board, including:

- 2012 financial statements;
- Payment of a net dividend of €1.87 per share payable on May 7, 2013;
- Conventions and regulatory commitments:
 - o approval of 2012 agreements with related parties relating to the top-hat pension plan applicable to Group senior executives;
 - o approval of an amendment to the status of Mr. Jean-Pascal Tricoire;
- Change in form of governance of the company by adoption of a board of directors, with Mr. Jean-Pascal Tricoire as Chairman and CEO and Mr. Henri Lachmann as the first vice-president lead director until the end of his term in April 2014;
- Election of all the former members of the supervisory board and of Mr. Jean-Pascal Tricoire as directors of the new board;
- Renewal of financial authorizations to increase capital up to a limit of 36% of capital, with the shareholders' preferential subscription right, and up to a limit of 9.9% without the shareholders' preferential subscription right;
- Renewal of financial authorizations to issue grants of stock options, free shares subject to performance conditions and to increase capital in favor of employees;
- Renewal of financial authorizations for share buy-back and cancellation of shares.

The full results of the vote are posted on the Group website www.schneider-electric.com

The presentation and the replay of the video webcast of the Annual Shareholders' Meeting are available on our website at www.schneider-electric.com/finance

Half-year financial results and second quarter sales will be released on July 31, 2013.

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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 Centers & Networks and in Residential. Focused on making energy safe, reliable, efficient, productive and green, the Group's 140,000 plus employees achieved revenues 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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