



NOTICE OF MEETING

Combined Ordinary and Extraordinary Annual Meeting

Of April 21th 2011

To be held at 3 :00 p.m. at

**Salle Léonard de Vinci
92800 CNIT PARIS LA DEFENSE**

Toll-free number for investors in France: 0800 20 55 14
www.schneider-electric.com/Group

SCHNEIDER ELECTRIC SA
INCORPORATED IN FRANCE WITH LIMITED LIABILITY
AND ISSUED CAPITAL OF 2,175,672,728 EUROS
REGISTERED OFFICE: **35 rue Joseph Monier, 92506 RUEIL MALMAISON**
Registered in Nanterre 542 048 574

INDEX

Notice of meeting and agenda	4
Conditions of participation	6
Presentation of the Supervisory Board and the Management Board .	10
Summary Overview of the company's Financial Situation and Business Activity.....	22
Five-year financial summary chart	25
Presentation of the agenda of the ordinary and extraordinary annual general meeting.....	26
Resolutions	33
Request for sending of documents.....	51

NB: the request ofr the admission card if on the attached form.

The shareholders of Schneider Electric SA are hereby called to meeting on **April 21, 2011**.
The Combined Annual and Extraordinary Meeting will be held at **3:00 p.m.** at:

**Salle Léonard de Vinci
92800 CNIT Paris La Défense**

to consider the items below. The draft resolutions to be tabled at the meeting are provided on pages 33-49.

Agenda

Within the jurisdiction of an ordinary general assembly:

- Reports issued by the management board committee, the supervisory board and the statutory auditors on the accounts for the financial year closed on December 31st 2010;
- Approval of corporate financial statements for the 2010 financial year;
- Approval of consolidated financial statements for the 2010 financial year;
- Attributing income for the financial year, the levy on premiums, determining the dividend
- Approval of the report on statutory conventions and commitments concluded during previous financial years and approved at the annual general meeting;
- Ratification of Mr. Anand Mahindra's co-optation and his nomination as a member of the supervisory board;
- Appointment of three members of the supervisory board: Mrs. Betsy Atkins, Mrs. Dominique Sénéquier and Mr. Jeong H. Kim;
- Setting the total amount of directors' fees attributed to members of the supervisory board;
- Authorization to be given to the management board for buying back company shares;

Within the jurisdiction of an extraordinary general assembly:

- Modifications to the articles of association:
 - Abandon of the statutory age limit to be replaced by limiting the period of office of members of the board aged over 70 to two years;
 - The possibility of appointing a third censor;
 - Dividing the nominal value of shares by two.
- Delegating authority to the management board for making an increase in corporate capital whilst maintaining pre-emptive rights and/or by incorporating premiums, reserves, profits, etc.;
- Delegating authority to the management board for making an increase in corporate capital, eliminating pre-emptive rights in the context of public invitations or private placement operations;
- Permission to increase the number of securities to be issued in the event of a surplus demand, when the increase in capital is made with or without pre-emptive rights;
- The possibility of using a delegation of authority for increasing capital with pre-emptive rights suppressed, in order to remunerate contributions of securities in the event of a public exchange offer or for capital subscribed in kind;

- Delegations authority to the management board for issuing securities giving access to debt securities maintaining pre-emptive rights or suppressing pre-emptive rights via public offers or private placement operations;
- Permission given to the management board to attribute options for subscribing to, or purchasing, shares to corporate officers and employees of the company and other companies related to it;
- Permission given to the management board to attribute restricted shares to corporate officers and employees of the company or to other companies related to it or to a certain number of these companies;
- Delegation of authority given to the management board for making increases in the capital reserved for participants in the Company Savings Plan;
- Permission given to the management board to make increases in capital reserved for a category of beneficiary: entities formed in favour of Group employees;
- Permission given to the management board to cancel, where appropriate, company shares purchased under conditions set by the general assembly, and up to a maximum amount of 10%;
- Powers for carrying out formalities.

WHO MAY ATTEND

All shareholders, no matter how many shares they hold, have the right to take part in the meeting in person, be represented by a third party or vote by mail, after providing evidence of their status as shareholder. However, to be allowed to take part in the meeting, to vote by mail or be represented:

- a) Shareholders owning registered shares must be registered in the “pure” or “administered” accounts by midnight, Paris time on the third working day before the meeting, i.e. April 18th 2011.
- b) Shareholders owning bearer shares must be registered by midnight, Paris time, on the third working day before the meeting, i.e. April 18th 2011. Book entry or registration of shares in bearer share accounts held by the authorised intermediary will be confirmed by a participation certificate issued by the latter, appended to the distance or proxy voting form or to the request for an entry pass drawn up in the name of the shareholder. A certificate may also be issued to any shareholder wishing to take part in the meeting in person and who has not received his or her entry pass by midnight, Paris time on the third working day before the meeting.

Shareholders may obtain the single form referred to above on request by mail to their financial intermediary or to the BNP Paribas Securities Services, service des assemblées, Immeuble Tolbiac 75450 Paris Cedex 09 3 to be received by the bank at least six days before the date of the meeting.

PROCEDURES

You wish to attend the meeting

If you wish to attend and vote at the meeting, you must apply for an admission card* by checking box A on the enclosed form, dating and signing it in the space provided at the bottom.

As in previous years, voting will be done electronically. You are asked to:

1. Present your admission card and sign the attendance sheet at the registration desk starting at 1:30 p.m.
2. Enter the meeting room only with the electronic voting terminal provided upon signing the attendance sheet.
3. Carefully follow all the instructions for using the terminal given during the meeting.

**Note: If you have requested your admission card but have not received it in due time for the meeting, and that you can show that your shares are registered up in midnight, Paris time on the third working day before the meeting in the accounts held by the company (for nominative shares), or in the accounts held by the authorised intermediary (for bearers who hold a participation certificate), you can still attend the meeting by checking in at the registration desk starting at 1:30 p.m.*

You are unable to attend the meeting

Please fill out the enclosed form and select one of the following options:

- 1. Vote by mail.**
- 2. Give a proxy to another shareholder, their spouse or partner with whom they have an official civil union or to any other individual or legal entity of their choice under the applicable legal and regulatory conditions.**
- 3. Give the chairman of the meeting power to vote on your behalf.**

Shareholders wishing to make use of one of the three possibilities listed above may:

- For registered shareholders: Return the enclosed single postal or proxy vote form to the following address: BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex.
- For bearer shareholders: Return the enclosed single postal or proxy vote form accompanied by a participation certificate issued by their financial intermediary to the following address: BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin Cedex.

To be taken into account, postal vote forms must be received by the “Service Assemblées Générales” of BNP Paribas Securities Services three days at the latest before the date on which the assembly is to be held, *i.e.* **18 April 2011**.

Shareholders may obtain the documents provided for under Articles R.225-81 and R.225.83 of the Commercial Code within legal time limits, by requesting them from BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin - 9; rue du Débarcadère – 93761 Pantin Cedex.

Shareholders may also notify the designation and/or revocation of a proxy by electronic means as per the following conditions:

Pure registered shareholders

-Shareholders must send an e-mail to the following address:

paris.bp2s.france.cts.mandats.schneider.electric@bnpparibas.com. This e-mail must contain the following information: Name of the Company: Schneider Electric SA; date of the Assembly: 21 April 2011; their name, forename, address and the number of their personal current account, if appropriate, together with the name, forename, and, if possible, address of their proxy.

-Shareholders must confirm their request on PlanetShares/My Shares or PlanetShares/My Plans (<https://planetshares.bnpparibas.com>) by logging in with their normal identifiers and going to the “Mon espace actionnaire - Mes Assemblées Générales” (My shareholder space – My General Assemblies) and then by clicking on the “Désigner ou révoquer un mandat” (Name or revoke a proxy) key.

Bearer or administered registered shareholders

– Shareholders must send an e-mail to the following address:

paris.bp2s.france.cts.mandats.schneider.electric@bnpparibas.com. This e-mail must contain the following information: Name of the Company: Schneider Electric SA; date of the Assembly: 21 April 2011; their name, forename and their bank references together with the name, forename and, if possible, address of their proxy.

– Shareholders must request the financial intermediary that handles their securities account to send written confirmation to the “Service Assemblées Générales” at BNP

Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin
- 9, rue du Débarcadère – 93761 Pantin Cedex.

Only notice of designation or revocation of proxies may be sent to the above electronic mail address. Any other demand or notice concerning any other subject will not be taken into account and/or be processed.

So that proxy designations or revocations sent by electronic mail can be validly taken into account, confirmations must be received on the day preceding the Assembly at the latest, *i.e.* **20 April 2011, at 3.00 pm** (Paris time). Designations or revocations expressed on paper must be received three days before the date of the Assembly at the latest, *i.e.* **18 April 2011**.

The Management Board

HOW TO FILL OUT YOUR FORM

• If you intend to attend the Meeting in person: **tick box A** to request an admission card.

• If you are unable to attend the Meeting and wish to cast a postal vote or appoint a proxy: simply **tick box B** at the top of the form and sign and date it at the bottom.

• To cast a postal vote: tick here.
 - To vote **YES** to a resolution leave blank the box next to resolution number concerned.
 - To vote **NO** to or abstain from a resolution, fill in the box next to the resolution number concerned.

Whatever you decide to do, do not forget to sign and date the form here.

• To grant proxy to the chairman of the General Meeting to vote on your behalf: Simply tick box B at the top of the form and sign and date it at the bottom.

• To grant proxy to your spouse or another Schneider Electric SA shareholder, who will represent you at the Meeting: tick here and indicate the name and contact details of your representative.

In every case, the owner of the shares must sign and date the form and to return it as soon as possible to:

- If you hold registered shares:
 - BNP Paribas Securities Services
 - Corporate Trust Services - General Meeting
 - Les Grands Moulins de Pantin
 - 9 rue du débarcadère
 - 93500 Pantin
- If you hold bearer shares:
 - Your financial intermediary who manages the share account in which your Shneider Electric SA shares are registered.

Supervisory Board

(as of December 31, 2010)

Chairman of the Supervisory Board

Henri Lachmann

Age: 72

Business address: Schneider Electric, 35, rue Joseph Monier – 92500 Rueil Malmaison - France

28 936¹ Schneider Electric SA shares

First appointed: 1996 / Term ends: 2012

Other directorships and functions

- Currently: Chairman of the Supervisory Board of **Schneider Electric SA**; Vice Chairman of the Supervisory Board of **Vivendi**; Member of the Supervisory Boards of **Groupe Norbert Dentresangle**; Director of **Carma**; Director of AXA Assurances IARD Mutuelle; Non-voting director of **Fimalac**; Chairman of the Board of directors of Centre Chirurgical Marie Lannelongue; Chairman of Fondation pour le Droit Continental; Member of the Steering Committee of Institut de l'Entreprise; Director of Association Nationale des Sociétés par Actions; Chairman of Institut Télémaque; Vice Chairman and Treasurer of Institut Montaigne; Member of CODICE; Director of Solidarités Actives, Planet Finance and Fondation Entreprendre, Chairman of the Advisory Council of Campus d'Excellence au Commissariat Général à l'Investissement (Grand Emprunt).
- Previous directorships and functions held in the past 5 years: Chairman and Chief Executive Officer of **Schneider Electric SA**; Chairman of **Schneider Electric Industries SAS**, member of the Supervisory Board of **AXA**, director of a number of Schneider Electric Subsidiaries; director of Vivendi Universal, **Finaxa** and various AXA subsidiaries; Member of Conseil des Prélèvements Obligatoires, Non-voting director of Tajan.

Expertise and experience

A graduate of Hautes Études Commerciales (HEC), Henri Lachmann began his career in 1963 with Arthur Andersen. In 1970, he joined Compagnie Industrielle et Financière de Pompey. In 1971 he became Executive Vice-President of Financière Strafor (later Strafor Facom), where from 1981 to 1997 he served as Chairman and Executive Vice-President. He was elected to the Schneider Electric SA Board of directors in 1996 and was appointed Chairman on February 25, 1999. On May 3, 2006, he became Chairman of the Supervisory Board of Schneider Electric SA.

Note: companies in bold type are those whose securities are listed on a regulated market.

** Member according to the definition contained in the AFEP-MEDEF corporate governance guidelines for listed companies.*

Vice Chairman of the Supervisory Board

Léo Apotheker*

Age: 57

Business address: Hewlett-Packard Company, 3000 Hanover Street, Palo Alto, CA 94304-1112 (USA)

250 Schneider Electric SA shares

First appointed: 2007 / Term ends: 2012

Other directorships and functions

- Currently: Vice Chairman of the Supervisory Board of **Schneider Electric SA**; *CEO and President of Hewlett-Packard*; Member of the *Board of Directors of Hewlett-Packard*.
- Previous directorships and functions held in the past 5 years: CEO of **SAP AG** ; Non-voting director of **Schneider Electric SA**; Director of Ginger SA, GTNexus (USA), SAP America Inc. (USA), SAP Global Marketing Inc. (USA), SAP Asia Pte. Ltd (Singapore), SAP Japan Co. Ltd (Japan), SAP France SA, SAP Italia Sistemi, applicazioni, prodotti in data processing SpA (Italy), SAP Hellas Systems Application and Data Processing SA (Greece) and SAP (Beijing) Software System Co. Ltd (China), SAP Manage Ltd (Israel), SAP Finland Oy (Finland) and SAP Denmark A/S (Denmark).

Expertise and experience

Léo Apotheker began his career in 1978 in management control after graduating with a degree in international relations and economics from the Hebrew University in Jerusalem. He then held management and executive responsibilities in several IT firms including SAP France and SAP Belgium, where he was Chairman and Executive Vice President between 1988 and 1991. Mr Apotheker was founding Chairman and Executive Vice President of ECsoft. In 1995, he came back to SAP as Chairman of SAP France. After working in SAP as Director of various geographical regions, he became a member of the Executive Committee and Chairman of Customer Solutions and Operations, before being nominated Chairman and CSO and Deputy CEO of SAP AG in 2007 and CEO of SAP AG in 2008, a position he held until 2010. In November 2010, he was appointed *CEO and President* of Hewlett-Packard.

Members of the Supervisory Board

Claude Briquet

Age: 50

Business address: Schneider Electric Industries SAS, boulevard Salvador Allende – Zone Industrielle – BP 660 – 16340 L'Isle d'Espagnac, France

1 767¹ Schneider Electric SA shares

First appointed: 2008 / Term ends: 2012

Other directorships and functions

- Currently: Member of the Supervisory Boards of **Schneider Electric SA** and the “Schneider France-Germany” corporate mutual fund; Responsible for trading in Europe within the Industry Department of Schneider Electric’s European Operating Division; Director of the “Schneider Énergie, Sicav Solidaire” socially responsible mutual fund.

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- Previous directorships and functions held in the past 5 years: Executive Vice-President of Alombard.

Expertise and experience

An engineering graduate of École Nationale d'Ingénieurs in Tarbes and ENSEEIHT in Toulouse, Claude Briquet joined Schneider Electric in 1985. He began his career in development, quality and production. Mr Briquet managed the Pacy I plant from 1992 to 1996 and the Vaudreuil plant from 1996 to 1999. He was appointed Executive Vice-President of Mafelec in 1999 and of Alombard in 2001. Mr Briquet is currently responsible for trading in Europe within the Industry Department of Schneider Electric's European Operating Division.

Gérard de La Martinière*

Age: 67

Professional address: 18, allée du Cloître – 78170 La Celle-Saint-Cloud

3,428 Schneider Electric SA shares

First appointed: 1998 / Term ends: 2014

Other directorships and functions

- Currently: Member of the Supervisory Board of **Schneider Electric SA**; director of **Air Liquide**; Member of the Supervisory Board of European Financial Reporting Advisory Group (EFRAG – a Belgian association); Director of the simplified corporation Poor's Credit Market Services France; Director of Allo Finance.
- Previous directorships and functions held in the past 5 years: Chairman of Fédération Française des Sociétés d'Assurances (F.F.S.A) and Chairman of the European Insurance Committee (CEA); Vice Chairman of the European Insurance Committee (CEA); Director of **Schneider Electric SA**; Chairman of the Board of LCH. Clearnet Group Ltd, London; Member of the Supervisory Board of **Air Liquide**; Director of Banque d'Orsay.

Expertise and experience

A graduate of École Polytechnique and École Nationale d'Administration, Gérard de La Martinière held several positions in the French Finance Ministry before serving as Secretary General of Commission des Opérations de Bourse and General Manager of Société des Bourses Françaises. In 1989, he joined AXA, where he was appointed Executive Vice President for Holding Companies and Corporate Functions in 1993, member of the Management Board in 1997 and Executive Vice President, Finance, Budget Control and Strategy in 2000. Mr de La Martinière left AXA in 2003 to become Chairman of Fédération Française des Sociétés d'Assurances (F.F.S.A), a position he held until October 2008.

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Noël Forgeard*

Age: 64

Professional address: 85, avenue de Wagram – 75017 Paris

250 Schneider Electric SA shares

First appointed: 2005 / Term ends: 2014

Other directorships and functions

- Currently: Member of the Supervisory Board of **Schneider Electric SA**; Member of the Committee of France Galop; Principal shareholder of Carbone forgé.
- Previous directorships and functions held in the past 5 years: Chairman and Executive Vice President of Airbus SAS; Chairman of the Board of directors of Airbus France; Chairman or Director of various Airbus subsidiaries; Director of **EADS (Netherlands)**, of **Schneider Electric SA**, of **Arcelor**, of **Dassault aviation**, of the *École Polytechnique*; Chief Executive Officer of **EADS**.

Expertise and experience

A graduate of *École Polytechnique* and *École des Mines*, Noël Forgeard began his career in the French civil service before joining Usinor subsidiary *Compagnie Française des Aciers Spéciaux*. In 1986, he served as an advisor on industrial issues in Prime Minister Jacques Chirac's office. In 1987, he joined Lagardère, where he headed Matra's defense and space divisions. Five years later, he became Chairman and Executive Vice President of Matra Haute Technologie and joint Vice President of the Lagardère Group. In 1998, he was appointed director and general manager of GIE Airbus-Industrie, and in 2000, CEO of Airbus SAS (an Airbus integrated company). From July 1, 2005 to July 1, 2006 he was co-Executive Chairman of EADS.

Jérôme Gallot*

Age: 51

Business address: CDC Group Entreprises, 137, rue de l'Université – 75007 Paris, France

250 Schneider Electric SA shares

First appointed: 2005 / Term ends: 2012

Other directorships and functions

- Currently: Member of the Supervisory Board of **Schneider Electric SA**; Chairman of CDC Entreprises SAS, CDC Entreprises Elan PME, FSI PME Portefeuille and Consolidation et Développement Gestion; Member of the Management Board of CDC Group; Member of the Executive Committee of Fonds Stratégique d'Investissement; Director of **Nexans SA**, of **Icade SA**, Caixa Seguros SA (Brazilian subsidiary of CNP), **Plastic Omnium**; Non-voting director of **NRJ Group SA**.
- Previous directorships and functions held in the past 5 years: Senior Executive Vice President, Caisse des Dépôts et Consignations; director of **Schneider Electric SA**, Crédit Foncier de France, Galaxy Fund, Galaxy Management Services and Caisse Nationale de Prévoyance (**CNP Assurances SA**); Chairman of Sicav Austral; Member of the Supervisory Board of *Compagnie Nationale de Rhône (CNR)*, Non-voting director of OSEO (EPIC).

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Expertise and experience

Jérôme Gallot is a graduate of Institut d'Études Politiques de Paris and École Nationale d'Administration. After three years with the Cour des Comptes, he served as an advisor to the Secretary General of the interministerial committee for European economic cooperation, from 1989 to 1992, and then moved to the Budget Department. He was then Chief of Staff in a number of French ministries, from 1993 to 1997. In 1997, he was appointed director of the Competition, Consumer Affairs and Anti-Fraud Division of the Ministry of Economy and Finance. He left this position in 2003 to become Senior Executive and member of the Management Board at Caisse des Dépôts et Consignations. He was appointed Chairman of CDC Entreprises and member of the Management Board of Caisse des Dépôts in September 2006. In January 2009, he was appointed member of the Executive Committee of Fonds Stratégique d'Investissement.

Willy R. Kissling*

Age: 67

Professional address: Poststrasse n° 4 BP - 8808 Pfäeffikon (Switzerland)

1 832 Schneider Electric SA shares

First appointed: 2001 / Term ends: 2012

Other directorships and functions

- Currently: Member of the Supervisory Board of **Schneider Electric SA**; Member of the Board of directors of **Cleantech Invest AG**; Member of European Advisory Board of Booz & Co.
- Previous directorships and functions held in the past 5 years: Director of **Schneider Electric SA**, Director of **Kühne + Nagel International AG** (logistics), Director of **Holcim Ltd**; Chairman of the Board of directors of **Oerlikon Bührlé Holding AG** (renamed **OC Oerlikon Corp**); Chairman of the Board of directors of Grand Resort Bad Ragaz AG.

Expertise and experience

Willy Kissling, a Swiss citizen, holds diplomas from the University of Bern and Harvard University. He began his career at Amiantus Corporation and then joined Rigips, a plasterboard manufacturer, in 1978. He was appointed to the Rigips Executive Committee in 1981 and subsequently became Chairman. From 1987 to 1996, Mr Kissling served as Chairman and Chief Executive Officer of Landis & Gyr Corporation, a provider of services, systems and equipment for building management, electrical contracting and pay phones. From 1998 to 2005, he was Chairman of the Board of directors of Oerlikon Bührlé Holding AG (since renamed OC Oerlikon Corp.).

Cathy Kopp*

Age: 61

Business address: 22, square de l'Alboni – 75016 Paris, France

250 Schneider Electric SA shares

First appointed: 2005 / Term ends: 2014

Other directorships and functions

- Currently: Member of the Supervisory Board of **Schneider Electric SA**; Director of **Dexia**; Member of the appointments and remunerations committee of **de Dexia**; Member of the Board

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of École Normale Supérieure (Paris); Member of the Board of Fondation SNCF; Member of Haut Conseil de l'Intégration.

- Previous directorships and functions held in the past 5 years: Non-voting member of **Schneider Electric SA**; Executive Vice-President, Human Resources and member of the Executive Committee of **Accor**; Member of the Board of Haute Autorité de Lutte contre les Discriminations (Halde), France's equal opportunities commission.

Expertise and experience

After earning a degree in mathematics, Cathy Kopp joined IBM France in 1973. In 1992, she became Human Resources director at IBM France before being appointed Vice President of Human Resources, Storage Systems Division of IBM Corp. In 2000, Ms. Kopp became Chairman and Executive Vice President of IBM France. From 2002 to 2009, she served as Executive Vice-President for Human Resources at Accor. Ms. Kopp was Chairman of the employee relations commission of the Service Industry Group of the French employers' federation (Medef) up to 2009. She led Medef's inter-industry negotiations on diversity in 2006 and on modernizing the labor market in 2007.

Anand Mahindra*

Age: 55

Business address: MAHINDRA TOWERS, 6th floor, Dr 6M b hosle road, Mumbai 400 018, INDIA

250 Schneider Electric SA shares

First appointed: 2010 / Term ends: 2012

Other directorships and functions

- Currently: Member of the Supervisory Board of Schneider Electric S.A.; Deputy Chairman and Chief Executive Officer of **Mahindra & Mahindra Ltd.**; Deputy Chairman of **Mahindra Ugin Steel Co. Ltd.**; Chairman of **Tech Mahindra Ltd.**, Mahindra Navistar Automotives Ltd. and Mahindra Two Wheelers Ltd.; Director of **National Stock Exchange of India Ltd.**, **Kotak Mahindra Bank Ltd.**, Mahindra First Choice Wheels Limited, Araku Originals Ltd., **National Aviation Company of India Ltd.**, Tech Mahindra Foundation, Avion Aerosols Private Limited, M.A.R.K. Hotels Private Limited and Prana Holdings Inc.; member of the Executive Committee of The Mahindra United World College of India, the Association of Indian Automobile Manufacturers, the Nehru Center and the National Council of Confederation of Indian Industry; Trustee of K.C. Mahindra Education Trust, Mahindra Foundation, Breach Candy Hospital Trust, Naandi Foundation and Award Programme Foundation Board.
- Previous directorships and functions held in the past five years: Director of Mahindra & Mahindra Financial Services Limited; Mahindra Lifespace Developers Ltd.; Tech Mahindra (Americas) Inc.; Mahindra (China) Tractor Co. Ltd.; MW.Com India Pvt. Ltd.; Mahindra Inter-trade Limited.

Expertise and experience

Mr. Anand G. Mahindra graduated from Harvard College. In 1981, he joined **Mahindra Ugin Steel Company Limited (MUSCO)**, as Executive Assistant to the Finance Director. In 1989 he was appointed President and Deputy Managing Director of the company. In 1991, he was appointed Deputy Managing Director of **Mahindra & Mahindra Limited**, the Indian dominant producer of off-road vehicles and agricultural tractors. In April 1997, he was appointed Managing

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Director of **Mahindra & Mahindra Limited** and in January 2003 given the additional responsibility of Vice Chairman. Mr. Mahindra was a co-promoter of Kotak Mahindra Finance Limited, which in 2003 was converted into a bank. Kotak Mahindra Bank is one of the foremost private sector banks today. He takes a keen interest in matters related to education and apart from being a Trustee of the K.C Mahindra Education Trust, which provides scholarships to students, he is member of the Board of Governors of the Mahindra United World College of India.

G. Richard Thoman*

Age: 66

Business address: Corporate Perspectives, LLC, 126 East 56th Street, 9th Floor - New York NY 10022
(United States)

250 Schneider Electric SA shares

First appointed: 2007 / Term ends: 2012

Other directorships and functions

- Currently: Member of the Supervisory Board of **Schneider Electric SA**; Managing Partner of Corporate Perspectives (consulting); Member of the Board of Advisors of INSEAD, the French American Foundation, the Americas Society, the Council of the Americas, Committee for Economic Development, McGill University School of Management, the Fletcher School and the heritage committee of the *Institut des Hautes Études Internationales*, "IHEID" in Geneva; Adjunct Professor at Columbia University and the Fletcher School; Member of the Trilateral Commission, the Council on Foreign Relations; Business Executives for National Security, New York Economics Club.
- Previous directorships and functions held in the past 5 years: Member of the Board of directors of Union Bancaire Privée (Geneva).

Expertise and experience

G. Richard Thoman has a unique background. He was one of the top five CEOs for four of the top Fortune75 companies, in three different industries: financial services, food and beverages and technology.

Mr Thoman began his career at Citibank after receiving his BA from McGill University in Montreal and MA, MALD and PhD from Fletcher School of Law and Diplomacy (a partnership between Tufts University and Harvard). He also graduated from Hautes Études Internationales in Geneva. After working with Exxon Finance and McKinsey, he became Chairman and co-Executive Vice President of American Express Travel Related Services. In 1992, he was appointed Chairman and Executive Vice President of Nabisco International. In 1993, he joined IBM as Senior Vice President, Personal Systems Group, later becoming Financial Director. In 1997, he rejoined Xerox. He served as Chairman and Executive Vice President of Xerox from April 1999 to May 2000. Mr Thoman is currently Managing Partner of Corporate Perspectives and is on the faculty of several US universities.

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Serge Weinberg*

Age: 60

Business address: Weinberg Capital Partners, 20, rue Quentin Bauchart – 75008 Paris, France

500 Schneider Electric SA shares

First appointed: 2005 / Term ends: 2014

Other directorships and functions

- Currently: Member of the Supervisory Board of **Schneider Electric SA**; Chairman of Weinberg Capital Partners, Financière Piasa, Piasa Holding, Piasa, Team Partners Group, VL Holding, Alret and Maremma; Member of the Supervisory Board of Amplitude Group and Financière BFSA; Vice President and director of Financière Poinsétia and Financière Sasa; Member of the Supervisory Board of Alfina since February 16, 2010; Permanent representative of Weinberg Capital Partners, Member of the Board of Alliance Industrie and Sasa Industrie; Chairman of Corum (Switzerland); Director of Sanofi-Aventis since 12/16/2009 and Chairman of the Board of **Sanofi-Aventis** since 05/17/2010.
- Previous directorships and functions held in the past 5 years: Vice Chairman of the Supervisory Board of **Schneider Electric SA** (from May 2006 to May 2010); Chairman of the Board of directors of **Accor** (January 2006 to February 2009); Director of Alliance Industrie (from October 2006 to November 2008), of Road Holding (from March 2007 to May 2008) and Rasec (from February 2006 to January 2010); Member of the Management board of Pharma Omnium International (from June 2006 to January 2010); Director of **Schneider Electric SA**.; Director of FNAC (from July 1995 to May 2010), of Rothschild Concordia SAS (from March 2008 to October 2010), of Rothschild & Cie (from June 2005 to October 2010), of the Gucci Group (from March 1999 to April 2010).

Expertise and experience

After graduating from France's École Nationale d'Administration, Serge Weinberg held several positions in the civil service and ministerial offices. He then served as Vice President of French television channel FR3, Executive Vice President and then Chairman of the Management Board of Havas Tourisme, and Director of Pallas Finance. In 1990, Serge Weinberg joined what would become Pinault-Printemps-Redoute (PPR) when he became Executive Vice President of CFAO. Within this group, he served as Chairman of Rexel (formerly CDME), an electrical equipment distributor. In 1995, he was appointed Chairman of the PPR Management Board, a position he held until early 2005. In March 2005 he founded Weinberg Capital Partners, a company that manages an investment fund specialized in leveraged buyouts and real estate. From 2006 to 2009, he was Chairman of the Board of directors of Accor. He has been Chairman of the Board of directors of Sanofi-Aventis since May 17 2010.

Note: companies in bold type are those whose securities are listed on a regulated market.

**Member according to the definition contained in the AFEP-MEDEF corporate governance guidelines for listed companies.*

Non-voting members

Claude Bébéar

Age: 75

Business address: GIE AXA, 25, avenue Matignon – 75008 Paris, France

264 Schneider Electric SA shares

First appointed: 2004 / Term ends: 2010

Other directorships and functions

- Currently: Non-voting member of the Supervisory Board of **Schneider Electric SA**; Director of AXA Assurances Vie Mutuelle, AXA Assurances IARD Mutuelle and **BNP-Paribas**; Member of the Supervisory Board of **Vivendi**.
- Previous directorships and functions held in the past 5 years: Chairman of the Supervisory Board of **AXA**, Chairman and director of various **AXA** subsidiaries, including AXA Financial; Chairman and Executive Vice President of **Finaxa**; Director of **Schneider Electric SA**.

Expertise and experience

A graduate of École Polytechnique, Claude Bébéar joined Groupe Ancienne Mutuelle in 1958, the mutual insurance company that would become Mutuelles Unies, then AXA in 1985. He was appointed Chairman and Executive Vice President of the company in 1975.

From late 1996, when AXA merged with UAP, until 2000, Mr Bébéar served as Chairman of AXA's Management Board and Chairman of its Executive Committee. In 2000 he was appointed Chairman of the AXA Supervisory Board. Mr Bébéar resigned as Chairman of the Supervisory Board in April 2008 to become Honorary Chairman of AXA.

Dominique SENEQUIER

Age: 56

Business address: Axa Private Equity, 20, place Vendôme – 75001 Paris, France

First appointed: 2010 / Term ends: 2011

Other directorships and functions

- Currently: Non-voting director of **Schneider Electric SA**; Chairman of the Managing Board of AXA Investment Managers Private Equity SA, of AXA Investment Managers Private Equity Europe SA; Chairman of the Supervisory Committee of AXA Private Equity US LLC; Chairman of the Supervisory Board of AXA Private Equity Germany GmbH; Director of AXA Private Equity Asia Pte Ltd; Chairman of the Board of Directors of AXA Private Equity Italy S.r.l.; of AXA Private Equity UK Ltd; of AXA Private Equity of Switzerland AG; of AXA Private Equity Eastern Europe GmbH; Chairman, Member of the Executive Board and of the Investment Committee of Matignon Développement 1 SAS; of Matignon Développement 2 SAS; of Matignon Développement 3 SAS; of Matignon Développement 4 SAS France; Chairman. Member of the Management Board and of the Coordination Committee of AXA Infrastructure Investissement SAS; Director of Théâtre des Champs-Élysées SA; Non-voting Director of Nakama SA; Non-voting Director of **Groupe Bourbon SA**; Chairman of Pikanter 9 SAS.

Note: companies in bold type are those whose securities are listed on a regulated market.

**Member according to the definition contained in the AFEP-MEDEF corporate governance guidelines for listed companies.*

- Previous directorships and functions held in the past 5 years: Vice-President of the Supervisory Board of **Linedata Services SA**; Chairman of Pikanter 4 SAS; Chairman of AXA Chile Private Equity and member of the Board of Groupe AXA.

Expertise and experience

A graduate of École Polytechnique with a postgraduate diploma in banking and finance. Dominique Sénéquier joined the insurance supervisory body in 1975. She joined GAN in 1980 as head of acquisitions before setting up GAN Participations in 1987, the development of which she oversaw until 1995. In 1996, she joined AXA and set up AXA Private Equity, and is Chairman of its Management Board.

Note: companies in bold type are those whose securities are listed on a regulated market.

Management Board (as of December 31, 2009)

Chairman

Mr Jean-Pascal Tricoire

Age: 48

Business address: Schneider Electric, 35, rue Joseph Monier – 92500 Rueil-Malmaison, France

39,001¹ Schneider Electric SA shares

First appointed: 2006 / Term ends: 2012

Other directorships and functions

- Currently: Chairman of the Management Board of **Schneider Electric SA**, Chairman and Chief Executive Officer of Schneider Electric Industries SAS, director of Schneider Electric USA, Inc. (USA).
- Previous directorships and functions held in the past 5 years: Director of Clipsal Asia Holding Limited, Digital Electronics Corporation, Schneider Electric (Australia) Pty Limited, Schneider Electric New Zealand Holding Limited, PT Schneider Indonesia, Schneider Electric Japan Ltd, Schneider Electric Japan Holding Ltd, Schneider Electric Venezuela SA, Schneider Toshiba Inverter SAS and PDL Holding Ltd.

Expertise and experience

After graduating from ESEO Angers and obtaining an MBA from EM Lyon, Jean-Pascal Tricoire spent his early career with Alcatel, Schlumberger and Saint Gobain. He joined the Schneider Electric Group (Merlin Gerin) in 1986. Between 1988 and 1999, he held a variety of line positions with international subsidiaries: in Italy (five years), China (five years) and South Africa (one year). On his return to France he joined the headquarters team, serving from 1999 to 2001 as Vice President, Strategic Global Accounts with specific responsibility for the Schneider 2000 + program. From January 2002 to the end of 2003, he was Executive Vice President of Schneider Electric's International Division. In October 2003, he was appointed Chief Operating Officer, before becoming Chairman of the Schneider Electric SA Management Board on May 3, 2006.

Member

Mr Emmanuel Babeau

Age: 44

Business address: Schneider Electric, 35, rue Joseph Monier – 92500 Rueil-Malmaison, France

713¹ Schneider Electric SA shares

First appointed: 2009 / Term ends: 2012

Other directorships and functions

- Currently: Chairman of the Board of Directors of Schneider Electric Services International, director of Schneider Electric Industries S.A.S., Schneider Electric France and Schneider Electric USA.

Note: companies in bold type are those whose securities are listed on a regulated market.

** Member according to the definition contained in the AFEP-MEDEF corporate governance guidelines for listed companies.*

- Previous directorships and functions held in the past 5 years: Group Deputy Managing director in charge of Finance at **Pernod Ricard**.

Expertise and experience

Emmanuel Babeau began his career at Arthur Andersen in late 1990 after graduating from *École Supérieure de Commerce de Paris* (ESCP). In 1993, he joined Pernod Ricard as an internal auditor. He was appointed head of Internal Audit, the Corporate Treasury center and consolidation in 1996. Mr. Babeau subsequently held several executive positions at Pernod Ricard, notably outside France, before becoming Vice President, Development in 2001, CFO in June 2003 and Group Deputy Managing director in charge of Finance in 2006. He joined Schneider Electric in the first half of 2009.

Summary Overview of the Company's Financial Situation and Business Activity in 2010

• SALES

Consolidated revenue totaled € 19,580 million for the year ended December 31, 2009, up 24.0% on a current structure and currency basis from the year before. This organic growth decomposes into an organic increase of 9.3%, while acquisitions net of disposals added 8.7% and the positive currency effect 6.0%.

Organic growth by businesses in the fourth quarter

€ million	Full Year 2010	% change Full Year (organic)
Power	10,318	+ 5.7%
Areva Distribution	1,230 *	
Industry	3,551	+ 23.6%
IT	2,646	+ 9.6%
Buildings	1,402	+ 3.3%
CST	433	+ 16.9%
Total	19,580	+ 9.3%

* the period from June to December

• EBITA

EBITA before restructuring costs and consolidation impact of Areva Distribution reached € 2,967 million, or 16.2% of sales, up 3.4 points. The strong improvement in profitability was the result of solid sales rebound and continuous drive for cost efficiency in line with the strategic roadmap set under the One program.

Reported EBITA before restructuring costs and non-recurring integration costs of Areva Distribution reached a record high of € 3,052 million, or 15.6% of sales.

The key drivers contributing to the improvement were the following:

- The strong rebound in volume added € 630 million to profitability.
- Productivity and structural adaptation drove cost down by € 580 million. Volume effects, discipline on fixed manufacturing costs, as well as high purchasing efficiency lifted industrial productivity to an impressive level of € 505 million savings. Support function costs were reduced by € 75 million (before inflation). Continuous cost-cutting in mature markets offset investment in new economies and new market opportunities. Cumulative cost savings exceeded € 1.2 billion since the launch of the One program in 2009.
- Currency impact continued to be positive, adding € 192 million to the profit, made up primarily of translation impact, but also partly of transaction impact related to the appreciation of the Australian dollar, the Canadian dollar, and the Brazilian real against the Euro.

The benefits of the above items were somewhat offset by the following key factors:

- Mix impact was -€ 34 million, substantially better than same period last year.
- Pricing impact was slightly negative at -€ 41 million, in line with expectations.
- Raw material headwind, which was significantly higher in the second half of the year, reduced full year profit by € 184 million. Production labor inflation was € 52 million, a consequence of the strong rebound in activity. Support function cost inflation amounted to € 136 million, with the majority of the increase in new economies.

Lastly, acquisitions net of divestments added € 100 million to the profit. Of this total, Areva Distribution contributed € 85 million.

A non-recurring charge of € 25 million related to the Areva Distribution acquisition was included in the EBITA before restructuring costs of € 3,027 million, but was restated in the oper-

ating figures mentioned here for better comparability.

Reported EBITA reached **€ 2,931 million**. Including the performance of Areva Distribution on a full year basis, EBITA was **€ 2,940 million**.

• Operating margin

Reported EBITA reached **€ 2,931 million**, or **15.0%** of sales. Including the performance of Areva Distribution on a full year basis, EBITA was **€ 2,940 million**, or **14.5%** of sales.

By business, the margin of Power improved by 2.7 point over last year, at **20.1%** of sales. Profitability of Industry jumped 8.9 points and reached 18.8% of sales. IT continued its margin progression, up 0.9 points, at **16.9%** of sales. CST posted the best margin improvement, up 10.8 points, at **16.4%** of sales thanks to volume rebound and continuous restructuring effort. Profitability of Building was flat compared to last year, at **10.3%** of sales.

Certain functions reported at the businesses level in 2009 are now part of the Group global shared services and were consequently booked as corporate costs, in line with the new organization put in place under the One company program. Therefore, the total corporate costs in 2010 amounted to **€ 438 million** or 2.2% of sales (excluding the non-recurring charge on Areva Distribution), similar to 2009 level.

• Net profit

The net profit reached **€ 1,720 million**, up **109%** year-on-year. It includes the amortization and depreciation of intangibles for **€ 228 million**, out of which **€ 43 million** were related to Areva Distribution and **€ 56 million** to the amortization of certain brands following the brand migration policy.

Financial expenses amounted to **€ 347 million**, including the interest component of defined benefit plan costs (for € 49 million), a positive currency impact of € 25million and a one-off charge of € 36 million related to the partial buy-back of the bond maturing in July 2013.

Income tax amounted to **€ 566 million** corresponding to an effective tax rate of 24.0%.

• Earnings per share

Earnings per share came to **€ 6.59**.

• Free cash flow

Operating cash flow was strong and reached **€ 2,468 million**, up **44%** year-on-year.

Sales rebound led to an increase in working capital consumption of **€ 206 million**, but **free cash flow** stayed strong and reached **€ 1,734 million**, or **8.9%** of sales. Cash conversion was at **101%**.

Net investment was **€ 528 million**, down **€ 48 million** compared to prior year.

• Financial position and cash

Schneider Electric's net debt amounted to **€ 2,736 million** (€ 2,812 million in December 2009) after the payment of the Areva Distribution acquisition. EBITDA was at record high of **€ 3,481 million**. The net debt-to-equity ratio was low at **18%** as of December 31, 2010. The Group's net debt to EBITDA ratio was solid at **0.8x**.

• Outlook 2011

Schneider Electric expects the overall conditions of its end-markets to improve in 2011. Momentum of shorter cycle Industry and IT businesses is expected to stay solid, but will face more demanding year-on-year comparison. Power should continue to see progressive improvement. On the longer-cycle businesses, Energy is expected to grow in 2011 aided by gradually improving utility end-market while energy efficiency and better trends in mature markets should be a support to the Buildings business.

The Group will continue to drive strong industrial productivity which is expected to deliver about € 400 million of savings. It will also invest for growth in areas related to energy efficiency, the smart grid and in new economies,

but at the same time keep support function costs increase at a rate below the organic sales growth. The Group expects raw material input cost headwind of about € 250 million, to be partly offset by price increases of ~1% in 2011.

Consequently, Schneider Electric targets for 2011 a solid organic sales growth of 6% to 9% and an EBITA margin of 15.0% to 15.5% of sales, a raise from the 14.5% level in 2010 on pro-forma basis.

FIVE-YEAR FINANCIAL SUMMARY

	2006	2007	2008	2009	2010
CAPITAL AND POTENTIAL CAPITAL AT DECEMBER 31					
Capital stock (in thousands of Euros).....	1,821,587	1,962,395	1,979,405	2,102,016	2,175,672
Shares in issue.....	227,698,348	245,299,366	247,425,629	262,752,025	271,959,090
Convertible bonds in issue (in thousands)	–	–	–	–	–
Maximum number of shares to be created (in thousands)					
• through conversion of bonds	–	–	–	–	–
• through exercise of rights	10,174	9,382	9,183	9,860	7,478
RESULTAT OF OPERATIONS					
(in thousands of Euros)					
Sales net of VAT.....	1,735	946	1,906	2,419	2,225
Investment revenue, interest income and other revenue	812,373	747,914	1,623,715	723,928	833,865
Income before tax, depreciation, amortization and provisions	683,335	136,259	1,087,409	393,238	506,204
Income tax	4,304	11,099	10,883	13,244	9,922
Net income	887,825	226,643	1,147,592	475,753	702,982
Dividends paid ⁽¹⁾ excluding <i>précompte</i> equalization tax and tax credit ...	683,095	809,488	853,618	538,642	⁽²⁾ 870,269
PER SHARE DATA					
(in Euros)					
Net income before depreciation, amortization and provisions	3.92	0.51	4.72	1.71	2.62
Earnings per share.....	3.90	0.92	4.64	1.81	2.58
Dividend per share, net of tax credit.....	3.00	3.30	3.45	2.05	⁽²⁾ 3.20
EMPLOYEES					
Average number of employees during the year.....	2	2	1	2	2
Total payroll for the year (in thousands of Euros)	3,648	4,291	4,376	3,859	4,262
Total employee benefits paid over the year (payroll taxes, other benefits) (in thousands of Euros)	1,194	2,606	1,374	2,004	3,936

(1) dividend accruing to the shares *autodétenues* on the day of payment implementation as well as the corresponding withholding tax are posted to the report

(2) Subject to the shareholders' approval of April, 21, 2011.

Agenda of the combined Annual and Extraordinary Shareholders' Meeting

The Management Board asks that the combined Annual and Extraordinary Shareholders' Meeting that it has called:

- (I) approve the annual financial statements and set the dividend,
- (II) approve the report on agreements,
- (III) broaden the composition of the Supervisory Board and increase directors' fees,
- (IV) make changes to the by-laws (abandoning the statutory age limit – allowing the possibility of a third non-voting member to be appointed – halving the par value of shares),
- (V) renew financial approvals allowing the company to purchase its own shares or increase its capital with or without preferential subscription,
- (VI) renew financial approvals in favor of employees (stock options, share grants, capital increases reserved for employees).

I. Approval of the annual financial statements and setting of the dividend (resolutions 1 to 3)

The **first two resolutions** concern the approval of the company and consolidated financial statements respectively. Schneider Electric SA's net profit was 702.9 million euros. The Group's consolidated net profit was 1,720 million euros and net earnings per share were 6.59 euros.

The **third resolution** calls for the allocation of distributable income and the payment of a dividend of **3.20 euros** per share. This represents a payout ratio of nearly 50% of the net profit.

This dividend entitles beneficiaries who are natural persons residing in France:

- to a 40% deduction (in accordance with Article 158-3 (2) of the General Tax Code);
- to a fixed annual deduction of 1,525 euros for taxpayers who are single, divorced, widowed or married but taxed as individuals, or 3,050 euros for couples filing jointly.

Beneficiaries may opt for a flat withholding tax rate of **19%** on the dividend without any deduction.

The dividend will be paid on May 4, 2011.

II. Regulated agreements

The **fourth resolution** asks you to take note of the report of the statutory auditors on regulated agreements concluded in 2009 or in prior years and approved by the Annual Shareholders' Meeting. These are:

- the shareholders' agreement with the AXA Group on reciprocal holdings between AXA and Schneider Electric, approved by the Board of Directors on January 6, 2006,
- commitments and agreements governing the status of Jean-Pascal Tricoire, who, in accordance with the AFEP/MEDEF recommendations, terminated his employment contract when his term as Chairman of the Management Board was renewed on May 3, 2009. His new

status, applicable as of May 3, 2009, was approved by the Annual Shareholders' Meeting. Under his new status, Mr. Tricoire:

- benefits from the top-hat pension plan for Schneider Group senior executives, the Schneider Electric SA employee benefit plan and the supplementary health, disability and death coverage available to the Group's senior executives;
 - is bound by a non-compete agreement;
 - is entitled, subject to performance conditions, to compensation in the event of separation, capped at 24 months of his target remuneration taking into account compensation provided for in the non-compete agreement described above and provided that his separation comes after a material change in Schneider Electric's shareholder structure or a re-orientation of the strategy pursued and promoted by him until that time;
 - retains, subject to performance conditions, all unvested stock options, stock grants and performance stock grants should he separate from the Company;
- Emmanuel Babeau's entitlement to the top-hat pension plan for senior executives of the Group provided under his service contract with Schneider Electric Industries SAS.

III. Broaden the composition of the supervisory board and increase directors' fees (resolutions 5 to 9)

Resolutions 5 to 9 bear on the appointment of new Supervisory Board members. You are asked:

- to ratify the cooptation of Anand Mahindra and to appoint him as a member of the Supervisory Board for the unexpired term of office of his predecessor, James Ross, who has resigned for personal reasons;
- to appoint Betsy Atkins, Dominique Sénéquier, who joined the board as a non-voting member in June, and Jeong H. Kim as members of the Supervisory Board.

These proposals were adopted by the Supervisory Board on the basis of a report by the Remunerations, Appointments and Human Resources Committee. Each of the three nominees, who are independent under the terms of the AFEP/MEDEF Corporate Governance Code, bring new skills and experience to the Board, while at the same time helping rejuvenate it and making it more international. With these appointments, women will account for more than 20% of directors, directors of non-French origin or citizenship more than 40% and independent directors 85%.

Betsy Atkins, 56

Holder of a BA from the University of Massachusetts and Phi Beta Kappa & Trinity College Oxford, Betsy Atkins began her career by co-founding several consumer and high-tech companies, including Ascend Communications. She was also Chairman and CEO of NCI from 1991 to 1993 and CEO of Key Supercomputer from 1987 to 1989.

Betsy Atkins sits on the boards of **Chicos FAS Inc.** (since January 2004), **Polycom Inc.** (April 1999) and **SunPower Corp.** (October 2005). She is also Chairman of the Board of Directors of Vantrix (Canada) (since January 2011) and a member of the Advisory Committee of **SAP** (June 2009).

Jeong Kim, 49

Holder of a Ph.D. in Reliability Engineering from the University of Maryland and a graduate of Johns Hopkins University, where he studied technical management, electrical engineering and computer science.

Businessman, teacher and member of the National Academy of Engineering, Dr Kim joined Lucent Technologies in 1998, when it acquired Yurie Systems, a company he founded in 1992. He then oversaw Lucent's Optical Networking division. He subsequently joined the University of Maryland, where he taught simultaneously in the Department of Electrical Engineering and Computer Science, and the Department of Mechanical Engineering. Previously, Kim Jeong had held technical positions and management in the fields of IT, satellite systems and data communications, and had spent seven years as an officer aboard a US Navy nuclear submarine.

In 2005, Jeong Kim was appointed Chairman of Bell Labs -Alcatel-Lucent-. He was the group's eleventh Chairman.

The biographies of **Anand Mahindra** and **Dominique S  n  quier** are on pages 15 and 18.

In the **ninth resolution**, you are asked, in order to reflect the enlargement of the Board and its greater internationalization, to raise the total amount of directors' fees for members of the Supervisory Board from 800,000 to 1 million euros.

IV. Changes to the by-laws (resolutions 11 to 13)

In the **eleventh resolution**, you are asked, at the request of the Supervisory Board, to remove the statutory age limit of 74 and to provide that, from age 70, board members shall be appointed for renewable two-year terms. On the basis of the current age limit, Mr. Lachmann's term is due to expire in 2012. With that in mind, Leo Apotheker was appointed Vice-Chairman of the Supervisory Board on April 22, 2010 as a potential successor to Mr. Lachmann. His appointment as Chairman and CEO of Hewlett-Packard in November 2010 precludes this plan. The proposed amendment will extend Mr. Lachmann's term by two years and will allow more flexibility in the future.

In the **twelfth resolution**, you are asked, at the request of the Supervisory Board, to amend the by-laws to allow the appointment of a third non-voting member, whose term shall not exceed one year. The Supervisory Board uses positions as non-voting members to obtain the advice of "wise" people, and to bring onboard people that it wishes to see appointed as directors at the next Annual Shareholders' Meeting. The latter option is important as a way of promoting loyalty among individuals who might make commitments to other boards.

In the **thirteenth resolution**, you are asked to divide the par value of each share by two so as to increase its affordability and liquidity. As such, the number of shares comprising the share capital shall be doubled, by the creation of shares with par value of four (4) euros each. These new shares shall be allocated by way of an exchange with the holders of shares with a par value of eight (8) euros, on the day of the exchange, at a ratio of two new shares for every share held. It is up to the Management Board to set the date of the exchange, which shall take place after June 30, 2011.

Note: companies in bold type are those whose securities are listed on a regulated market.

V. Financial authorizations (resolutions 10, 14 to 19 and 24)

a) Share buybacks and cancellations

The **tenth resolution** ten seeks renewal of the company's authorization to buy back its own shares in accordance with Articles L.225-209 et seq. of the French Commercial Code. These may be for the purpose of reducing the capital stock, covering share buyback option plans, allocating free shares or convertible bonds, making acquisitions, or for market making as part of a liquidity contract. The maximum share purchase price is set at 150 euros per share. This authorization cannot be acted on during an offer period. Based on the authorization conferred at the 2010 Annual Meeting, the company carried out no share buybacks.

The **twenty-fourth resolution** seeks renewal of the Management Board's authorization to cancel shares acquired under share buyback programs. This authorization is valid for 24 months and relates to 10% of the capital. The Management Board did not act on the authorization conferred by the Annual Meeting of April 23, 2009.

b) Capital increase with or without pre-emptive subscription rights

Resolutions fourteenth to nineteenth seek to renew the mandates of the Management Board to carry out equity issues that are due to expire. The Management Board did not act on the authorization conferred on it by the Annual Meeting of April 23, 2009 and the Annual Meeting of April 22, 2010. You are hereby asked to renew it for lower amounts.

You are asked, in accordance with the provisions of the French Commercial Code, to authorize the Management Board to increase the capital stock by issuing new shares or securities giving access to equity, with or without pre-emptive subscription rights. The maximum nominal amount for capital increases is set at **800 million euros**, i.e. **100 million shares** at a nominal price of **8 euros or 36.8% of the capital stock**. You are asked to set:

- a nominal operation amount with pre-emptive subscription rights of **800 million euros, i.e. 100 million shares, or 36.8% of the capital stock -fourteenth resolution-**,
- a maximum nominal amount without pre-emptive subscription rights of **217 million euros, i.e. 27.12 million shares or 10% of the capital stock**. These operations may take the form of:
 - a capital increase through a public offering with pre-emptive rights for shareholders **-sixteenth resolution-**,
 - a capital increase to pay for tendered shares in the event of a share exchange offer initiated by the company **-eighteenth resolution-**,
 - equity issues to pay for contributions in kind related to shares issued by third parties **-eighteenth resolution-**,
 - equity issues involving a private placement in which case the amount issued may not exceed 108 million euros or 5% of the capital stock and the issue price of the new shares must at least equal the decision of the Management Board **-nineteenth resolution-**:
 - (i) the weighted average share price quoted on the Paris NYSE Euronext over a maximum period of six months prior to the date on which the issue price is set, or

- (ii) the weighted average share price based on volumes traded on the Paris NYSE Euronext on the date preceding the date on which the issue price is set, less in both cases, and if appropriate, a maximum discount of up to 5%.

You are also asked to authorize the Management Board, in accordance with the above-mentioned thresholds, to approve an increase in the issuance amount where necessary in the event that it is oversubscribed. The additional equity issue, which is authorized within 30 days of the end of the initial subscription period, may not exceed 15% of the initial issuance and must take place at the same price **-seventeenth resolution-**.

The Management Board may also decide to increase the capital through the capitalization of reserves and additional paid-in capital **-fifteenth resolution-**.

Authorizations to proceed with a rights issue for employees who are members of the Company Savings Plan **-twenty-second resolution-** will come under the above-mentioned limits of 800 million euros and 217 million euros.

c) Issuance of marketable securities giving access to debt securities

The fourteenth, sixteenth and nineteenth resolutions also authorize the Management Board to issue securities giving access to debt securities up to a maximum nominal amount of 3 billion euros. These securities, other than equity shares or those giving access to the capital stock, can be issued with pre-emptive subscription rights **-fourteenth resolution-**, with pre-emptive subscription rights through a public offering **-sixteenth resolution-** or as part of a private placement **-nineteenth resolution-**.

VI. Financial authorizations for employees (stock options, free shares/performance shares, employee rights issues)

a) Stock options, free shares/performance shares

Resolutions twenty and twenty-one propose an early renewal of authorizations to grant stock options and free shares/performance shares to the employees and corporate officers of the Company and of the companies related to the parent Company in the meaning of Article L.225-180 of the French Commercial Code.

By their nature, these authorizations imply the cancellation of the preemptive rights of existing shareholders.

According to the authorizations of April 23, 2009, your Management Board granted the following authorizations for:

- the 2010 annual long-term incentive plan covering 1,575 employees, 0.8 million purchase or subscription stock options representing 0.3% of the capital stock and/or 0.55 million performance shares representing 0.2% of the capital stock;
- the 2011 annual long-term incentive plan covering 2,360 employees, 0.9 million performance shares representing 0.33% of the capital.

The exercise of 50% of these stock options or shares (100% in the case of options granted to members of the Management Board) is subject to attaining certain performance targets (average operating margin over 2010 - 2011 or 2011 - 2012, proportion of total revenue generated in the 'new economies' during 2011 or the positive difference between the Company's organic

growth and global GDP). Consequently, some of these options or shares may be cancelled. Thus, 100% of the options or shares subject to performance conditions under the 2008 long-term incentive plan were cancelled because the performance targets were not attained.

The **twentieth resolution** proposes to renew the authorization to grant purchase or subscription options.

The new authorization is granted to the Management Board for a period of 38 months. The amount of options granted and not yet exercised is limited to 1% of the capital stock. Grants to delete Management Board members shall not exceed 0.03% of the capital stock per year. The stock options shall be granted without any discount, with the minimum strike or subscription price being no lower than the average of the opening prices for the 20 trading days preceding the day on which the options are granted. The maximum validity of the options is fixed at 10 years. Under the long-term incentive plans, 50% of the options granted to employees and 100% of those granted to members of the Management Board shall be subject to performance conditions.

The **twenty-first resolution** proposes to renew the authorization to grant free shares/performance shares (existing or to be issued).

The new authorization is granted to the Management Board for a period of 38 months. The amount of shares that may be granted is limited to 1.3% of the capital stock. Grants to members of the Management Board shall not exceed 0.03% of the capital stock per year. Under the long-term incentive plans, 50% of the shares granted to employees and 100% of those granted to members of the Management Board shall be subject to performance conditions.

These shares, subject to the attainment of performance targets, will be definitively transferred to their beneficiaries with French residency after a vesting period greater than two years and they will be subject to a minimum lock-in period of two years. For residents of countries other than France the vesting period shall be a minimum of four years, with or without a stipulated lock-in period.

Moreover, in accordance with the AFEP/MEDEF's Corporate Governance Code, the attribution of performance shares to members of the Management Board is subject to an obligation to acquire shares when these shares become available.

b) Equity issues reserved for employees

The **twenty-second resolution** proposed to grant the Management Board the powers necessary to float equity issues reserved for employees who contribute to the Company Savings Plan, with a maximum limit of 2% of the capital stock. This authorization, which is valid for 26 months, fixes a maximum 20% discount that may be attributed to the subscription price of the shares offered to the employees contributing to the Company Savings Plan.

The **twenty-third resolution** is intended to allow the extension of financial benefits for employees to certain foreign countries where the legislation or local practices are somewhat incompatible with French rules regarding Company Savings Plans. It therefore proposes to authorize the Management Board to float equity issues reserved for specific categories of beneficiaries, particularly employees of the Group's foreign subsidiaries. This authorization carries a top limit of 1% of the capital stock. Any such equity issues shall be counted in the maximum 2% of the capital stock reserved for rights issues covering employees contributing

to the Company Savings Plan. These shares may be also issued with a maximum 20% discount from the reference market price. This authorization has a validity limitation of 18 months. These authorizations cancel and replace those granted by the Shareholders' Meeting of April 22, 2010 for their unused amounts. Indeed, the Supervisory Board authorized the Management Board to float share issues for Schneider Electric employees within a maximum limit of 1.1% of the capital stock. These equity issues will be open to 80% of the Group's total workforce, and are scheduled to take place in June 2011.

RESOLUTIONS

RESOLUTIONS TO BE VOTED ON AT ORDINARY MEETING

■ FIRST RESOLUTION

(Approval of 2010 parent company financial statements)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, having heard the reports of the Management Board and of the Statutory Auditors, and noting the Supervisory Board's comments on the Management Board's report and on the parent company financial statements, approves the transactions and parent company financial statements for the year ended December 31, 2010 as presented to it. These financial statements show a net profit for the year of € 702.9 million.

■ SECOND RESOLUTION

(Approval of 2010 consolidated financial statements)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, having heard the reports of the Management Board and of the Statutory Auditors, and noting the Supervisory Board's comments on the Management Board's report and on the parent company consolidated financial statements, approves the parent company consolidated financial statements for the year ended December 31, 2010 as presented to it.

■ THIRD RESOLUTION

(Appropriation of profit for the year, dividend and dividend reinvestment option)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, resolves, on the basis of the number of shares as of December 31, 2010 of 271,959,091 shares, to appropriate as set out below income available for distribution, consisting of:

- (i) Retained earnings of € 256,680,990.42;
- (ii) Net income for the year of € 702,982,338.39;
- (iii) Less the statutory allocation to the legal reserve of € 7,365,652.80; representing a total amount to be appropriated of € 952,297,676.01

To the payment of a dividend	€ 870,269,091.20
Retained earnings	€ 82,028,584.81
Total	€ 952,297,676.01

The dividend will amount to € 3.20 for each of the € 8 par value shares carrying rights to the 2010 dividend.

The full dividend will be eligible for the 40% deduction for individuals resident in France provided for in article 158-3-2 of the French Tax Code. This deduction will not apply if the shareholder has chosen to pay the flat-rate withholding tax on his or her dividends provided for in article 117 quater of the French Tax Code.

Unpaid dividends on shares held in treasury as of the ex-dividend date will be allocated to retained earnings.

Apart from the dividend described above, no other amounts eligible or not eligible for the 40% deduction provided for in article 158-3-2 of the French Tax Code will be distributed.

Dividend payments for the last three years were as follows:

	2007	2008	2009
Dividend (1)	3.30	3.45	2.05

(1) The full dividend is eligible for a 40% deduction for individuals resident in France. No non-eligible dividends have been distributed.

■ **FOURTH RESOLUTION**

(Approval of the report on regulated agreements signed in 2010 and previous years)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings and having heard the Statutory Auditors' special report on agreements governed by articles L.225-38, L.225-86, L.225-90-1, and L.225-79-1 of the French Commercial Code, notes the agreements signed and commitments made in 2010 and previous years, as presented in this report.

■ **FIFTH RESOLUTION**

(Ratification of the co-optation of Mr Anand Mahindra and his appointment as a member of the Supervisory Board).

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, ratifies the co-optation of Mr Anand Mahindra as a member of the Supervisory Board with effect from October 19, 2010 and appoints him as a member of the Supervisory Board for the remaining period of his predecessor, expiring at the close of the Shareholders' Meeting to be called in 2012 to approve the 2011 financial statements.

■ **SIXTH RESOLUTION**

(Appointment of Ms Betsy Atkins as a member of the Supervisory Board).

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, appoints Ms Betsy Atkins as a member of the Supervisory Board for a period of four years expiring at the close of the Shareholders' Meeting to be called in 2015 to approve the 2014 financial statements.

■ **SEVENTH RESOLUTION**

(Appointment of Mr Jeong H. Kim as a member of the Supervisory Board).

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, appoints Mr Jeong H. Kim as a member of the Supervisory Board for a period of four years expiring at the close of the Shareholders' Meeting to be called in 2015 to approve the 2014 financial statements.

■ **EIGHTH RESOLUTION**

(Appointment of Ms Dominique Sénéquier as a member of the Supervisory Board).

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, appoints Ms Dominique Sénéquier as a member of the Supervisory Board

for a period of four years expiring at the close of the Shareholders' Meeting to be called in 2015 to approve the 2014 financial statements.

■ NINTH RESOLUTION

(Determination of the amount of attendance fees awarded to the members of the Supervisory Board)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings and having heard the report of the Supervisory Board, decides to award, with effect from the current financial year, a total of € 1,000,000 of attendance fees to the Supervisory Board.

■ TENTH RESOLUTION

(Authorization to trade in the Company's shares: maximum purchase price € 150)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, having heard the report of the Management Board, authorizes the Management Board, in accordance with article L.225-209 of the French Commercial Code, to buy back Company shares for cancellation, or for allotment upon exercise of stock options or share grants or upon conversion of convertible debt securities, or for delivery in exchange for shares in another company as part of an external growth transaction, or for the purpose of market making under a liquidity agreement.

- The maximum number of shares that may be acquired pursuant to this authorization shall not exceed 10% of the issued share capital as of the date of this Meeting (representing 27,195,909 shares on the basis of the number of shares outstanding at the last official count on December 31, 2010).
- The maximum purchase price is set at € 150. However, if all or some of the shares acquired pursuant to this authorization are intended to be allotted upon exercise of stock options, in application of articles L.225-177 et seq. of the French Commercial Code, the selling price of the shares in question will be determined in accordance with the provisions of the law governing stock options.
- Share purchases may not exceed an aggregate maximum amount of € 4,079,386,350.
- The shares may be acquired, sold or otherwise transferred by any appropriate method on the market or over the counter, in compliance with current legislation, including through block purchases or sales, the use of all forms of derivatives traded on a regulated market or over the counter, or the use of put or call options including combined puts and calls.
- Shares acquired may also be canceled, subject to compliance with the provisions of articles L.225-204 and L.225-205 of the French Commercial Code and in accordance with the twenty-fourth resolution of the present Shareholders' Meeting.
- The Management Board may adjust the price(s) set above to take into account the effect of any of the following: (i) an issue of bonus shares or increase in the par value of existing shares paid up by capitalizing reserves or earnings, (ii) a stock-split or reverse stock-split, or (iii) more generally, any transaction affecting equity, to account for the impact of such transactions on the share price. Said adjustment will be determined by multiplying the price by the ratio between the number of shares outstanding before and after the transaction.

- The Management Board shall have full powers to implement this resolution, directly or through a representative.
- This authorization will expire at the end of a period of eighteen months from the date of this Meeting.

RESOLUTIONS TO BE VOTED ON AT EXTRAORDINARY MEETING

■ ELEVENTH RESOLUTION

(Statutory changes: the statutory age limit for members of the Supervisory Board is replaced by a restriction to two years (renewable) of the period of appointment of members aged over 70)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings and having heard the report of the Management Board, decides to modify the provisions of article 11 of the Company's articles of association (dealing with the age limit for members of the Supervisory Board) by:

- 1°) removing the existing age limit of 74 years;
- 2°) limiting the period of appointment of members aged over 70 to two years (renewable).

Thus paragraph b of article 11 of the Company's articles of association (dealing with the composition of the Supervisory Board) will henceforth read as follows:

"Members of the Supervisory Board are appointed for terms of office of four years (renewable), with the exception of persons aged 70 or more who are appointed for terms of office of two years (renewable). Further, when appointment is made of a member of the Supervisory Board who will reach the age of 70 before the normal end of that appointment, its duration is limited to the period expiring at the close of the Shareholders' Meeting called to approve the previous year's financial statements and held in the year during which the said member of the Supervisory Board will reach the age of 70. That Ordinary Shareholders' Meeting may then reappoint the said member of the Supervisory Board for a two year (renewable) term of office.

In the event of the whole Supervisory Board being due for reappointment, the appointment of half the elected members, rounded down if necessary, will expire at the end of two years and that of the other members at the end of four years, based on a random draw to be performed at the first ensuing meeting of the Supervisory Board.

The duties of members of the Supervisory Board cease at the close of the Ordinary Shareholders' Meeting called to approve the previous year's financial statements and held in the year during which their appointments expire.

No more than a third of the members of the Supervisory Board may be aged 70 or more. In the event of this limit being exceeded, and in the absence of any voluntary resignation of a member of the Supervisory Board aged 70 or more, the oldest member of the Supervisory Board shall be deemed to have resigned. However, should this limit be exceeded as a result of a fall in the total number of members of the Supervisory Board in office, the above requirement shall be waived in the event that, within three months, the departed members are

replaced in such a manner as to enable the number of Supervisory Board members in office aged 70 or more to be maintained.”

■ TWELFTH RESOLUTION

(Statutory changes: possibility of appointing a third non-voting member)

The Shareholders’ Meeting, acting with the quorum and majority required for Extraordinary Shareholders’ Meetings and having heard the report of the Management Board, decides to modify the provisions of article 16 of the Company’s articles of association (dealing with non-voting members of the Supervisory Board) by making provision for appointing a third non-voting member.

Thus article 16 of the Company’s articles of association (dealing with the composition of the Supervisory Board) will henceforth read as follows:

“The Supervisory Board may designate up to three non-voting members. They will be convened to and participate in meetings of the Supervisory Board on a consultative basis. They may participate in the committees created by the Supervisory Board with the exception of the Audit Committee. They may be chosen from amongst the Company’s shareholders, or independently thereof, and receive remuneration as decided by the Supervisory Board.

Non-voting members are appointed for a maximum period of four years, subject to the proviso that no more than two non-voting members may simultaneously hold four year appointments. Non-voting members appointed for periods in excess of one year may always have their appointments renewed. Appointments may also be terminated at any time.”

■ THIRTEENTH RESOLUTION

(Statutory changes: division by two of the par value of the Company’s shares)

The Shareholders’ Meeting, acting with the quorum and majority required for Extraordinary Shareholders’ Meetings and having heard the report of the Management Board, decides to divide the par value of the Company’s shares by two (2), thereby reducing the par value of each share from eight euros (€ 8) to four euros (€ 4).

The Shareholders’ Meeting notes that said division of shares’ nominal value, and the correlative attribution of new shares to the Company’s shareholders, shall be without effect on the rights attached to the Company’s shares as provided for by its articles of association. The new shares will retain the same rights as the old shares for which they are substituted.

The Shareholders’ Meeting decides that all the expense involved in dividing the shares’ par value shall be borne by the Company.

The Shareholders’ Meeting gives full powers to the Management Board, including the powers of delegation as provided for by law, to establish the date on which the division will come into effect, which will take place after June 2011, undertake any adjustments required as a result of this division, in particular as regards the stock option and stock grant plans in any form existing as of the date of the division, modify the Company’s articles of association as required and carry out all legal filing and other formalities required as a result of this decision.

■ FOURTEENTH RESOLUTION

(Authorization to (i) increase the capital by a maximum of € 800 million by issuing common shares or securities convertible, redeemable, exchangeable or otherwise exercisable for common shares of the Company or one of its subsidiaries, subject to preemptive subscription rights; or (ii) issue securities providing for the attribution of debt securities, subject to preemptive subscription rights)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, having heard the report of the Management Board and the Statutory Auditors' special report and in accordance with articles L.225-129-2, L.225-132, L.225-134, L.228-92 and L.228-93 of the French Commercial Code:

- decides to authorize the Management Board, directly or through a representative, to (i) increase the Company's issued share capital on one or several occasions by issuing, in France or abroad, common shares or securities convertible, redeemable, exchangeable or otherwise exercisable for new or existing common shares in the Company or in any other company in which it holds more than half of the issued capital either directly or indirectly (the securities may be denominated in euros or in any other currency or any monetary unit determined by reference to a basket of currencies); or (ii) issue, subject to the same conditions, securities providing for the attribution of debt securities governed by the provisions of articles L.228-91 et seq. of the French Commercial Code, all the above securities may be paid up in cash or by capitalizing debt.
- decides that this authorization is given for a period of 26 months from the date of this Shareholders' Meeting;
- decides that the aggregate par value of shares issued under this authorization shall not exceed € 800 million (i.e. approximately 36.8% of the Company's share capital as of December 31, 2010). This ceiling does not include the par value of any shares to be issued to preserve, in accordance with the law and any applicable contractual stipulations, the rights of holders of marketable securities that give them access to the company's capital, options to subscribe to existing shares or purchase new shares, or free or performance shares. Share capital increases carried out on the basis of the sixteenth, seventeenth, eighteenth, nineteenth and twenty-second resolutions adopted by this Meeting will be deducted from this amount, regardless of any adjustments necessary to preserve, in accordance with the law and any applicable contractual stipulations, the rights of holders of marketable securities that give them access to the company's capital, options to subscribe to existing shares or purchase new shares, or free or performance shares. This par value limit of € 800 million shall not apply to any share capital increases by means of incorporation of share premium, other reserves, retained earnings or profit under the fifteenth resolution, nor to any share capital increases reserved for the benefit of the employees or corporate officers by virtue of the twentieth, twenty-first and twenty-third resolutions adopted by the present Meeting, which are subject to specific resolutions;
- decides that the aggregate par value of marketable securities that may be issued under this authorization in accordance with articles L. 228-91 and L. 228-92 of the French Commercial Code is set at € 3 billion or the exchange value of this amount. This ceiling is common to this resolution and to marketable securities payable against the Company based on the sixteenth and nineteenth resolutions adopted by this meeting;

- decides that securities convertible, redeemable, exchangeable or otherwise exercisable for new or existing common shares in the Company may notably take the form of debt securities or be associated with the issue of such securities, or serve as intermediate securities or equally have subordinated status or not, or determinable maturities or not;
- decides that holders of existing shares shall have a preemptive right to subscribe any securities issued pursuant to this resolution;
- decides that the Management Board shall fix the conditions and limits subject to which holders of existing shares may exercise their preemptive right to subscribe any securities issued pursuant to this resolution, and may institute for their benefit an additional right subject to allocation on a proportionate basis up to the amount of their requests;
- decides that if the above mentioned subscriptions have not sufficed to absorb the totality of any issue of shares or other securities as defined above, the Management Board shall be free to make use of the dispositions provided for under article L.225-134 of the French Commercial Code and notably, to place all or part of the un-subscribed securities by means of public offerings or private placement as provided for by article 411.2 of the French Monetary and Financial Code;
- recognizes that this authorization entails the waiver by shareholders of their preemptive right to subscribe any common shares issued on redemption, conversion, exchange or exercise of share equivalents issued in application of this resolution;
- decides that the Management Board shall have full powers to implement this authorization;
- decides that this authorization shall cancel and replace the unused portion of the authorization given in the tenth resolution of the Shareholders' Meeting of April 23, 2009.

■ FIFTEENTH RESOLUTION

(Authorization to increase the Company's capital by capitalizing reserves, earnings or additional paid-in capital)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, having heard the report of the Management Board and in accordance with articles L.225-129-2 and L.225-130 of the French Commercial Code:

- authorizes the Management Board to increase the share capital on one or several occasions by capitalizing paid-in capital, reserves, earnings or other items, the capitalization of which is consistent with the application of the law and the Company's articles of association, whether by means of the allocation of free shares or of increasing the par value of the existing shares;
- decides that the aggregate par value of share capital increases liable to be performed under this authorization, together with the par value of any shares to be issued to preserve, in accordance with the law and any applicable contractual stipulations, the rights of holders of marketable securities that give them access to the company's capital, options to subscribe to existing shares or purchase new shares, or free or performance shares, shall not exceed the amount of the above mentioned reserves, share premium or profit existing at the time of each applicable share capital increase. The limit to which the present authorization is subject is an autonomous one that is distinct from the limit defined by the fourteenth resolution;

- decides that the Management Board shall have full powers to implement this authorization; This authorization is given for a period of twenty-six months from the date of this Meeting and cancels and replaces the unused portion of any prior authorization.

SIXTEENTH RESOLUTION

(Authorization to (i) increase the capital by a maximum of € 217 million, by issuing common shares or securities convertible, redeemable, exchangeable or otherwise exercisable for common shares of the Company or one of its subsidiaries; or (ii) issue securities providing for the attribution of debt securities; in both cases, by means of public offerings and subject to the waiver by existing shareholders of their preemptive subscription rights)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, having heard the report of the Management Board and the Statutory Auditors' special report and in accordance with articles L.225-129-2, L.225-135, L.225-136, L.228-92 and L.228-93 of the French Commercial Code:

- decides to authorize the Management Board, directly or through a representative and by means of public offering, to (i) increase the Company's issued share capital on one or several occasions by issuing, in France or abroad, common shares or securities convertible, redeemable, exchangeable or otherwise exercisable for new or existing common shares in the Company or in any other company in which it holds more than half of the issued capital either directly or indirectly (the securities may be denominated in euro or in any other currency or any monetary unit determined by reference to a basket of currencies); or (ii) issue, subject to the same conditions, securities providing for the attribution of debt securities governed by the provisions of articles L.228-91 et seq. of the French Commercial Code, all the above securities may be paid up in cash or by capitalizing debt.

In accordance with article L.228-93 of the French Commercial Code, the issue of shares by the Company may occur as a result of securities issued by companies in which it holds more than half of the issued capital either directly or indirectly, and which securities provide access by any means to ordinary shares of the Company.

This authorization is given for a period of 26 months from the date of this Meeting;

- decides that the aggregate par value of shares issued under this authorization shall not exceed € 217 million (i.e. approximately 10% of the Company's share capital as of December 31, 2010). This ceiling does not include the par value of any shares to be issued to preserve, in accordance with the law and any applicable contractual stipulations, the rights of holders of marketable securities that give them access to the company's capital, options to subscribe to existing shares or purchase new shares, or free or performance shares; the € 217 million shall be taken into account in computing the overall ceiling provided for in the fourteenth resolution adopted by this Meeting;
- and decides that the aggregate par value of debt securities issued under this authorization and in accordance with articles L.228-91 and L.228-92 of the French Commercial Code shall not exceed € 3 billion or its foreign currency equivalent. This ceiling is cumulative with the ceilings specified in the fourteenth and nineteenth resolutions adopted by the present Meeting;
- decides that securities convertible, redeemable, exchangeable or otherwise exercisable for new or existing common shares in the Company may notably take the form of debt securities

or be associated with the issue of such securities, or serve as intermediate securities or equally have subordinated status or not, or determinable maturities or not;

- decides to suppress existing shareholders preemptive rights of subscription to these securities which will be issued as provided for by law on the basis that rights of priority will be instituted for subscription by existing shareholders as provided for by article L.225-135 of the French Commercial Code;
- decides that the amount payable to the Company for shares issued, or liable to be issued, under this authorization, after taking account of the price paid for any applicable share subscription or allocation rights, shall be at least equal to the minimum price payable under the applicable legal and/or regulatory provisions as of the date of each issue, whether or not the said shares are treated as fungible with the Company's existing shares;
- recognizes that this authorization entails the waiver by shareholders of their preemptive right to subscribe any common shares issued on redemption, conversion, exchange or exercise of share equivalents issued in application of this resolution;
- decides that the Management Board shall have full powers to implement this authorization;
- decides that this authorization shall cancel and replace the unused portion of the authorization given in the eleventh resolution of the Shareholders' Meeting of April 23, 2009.

SEVENTEENTH RESOLUTION

(Authorization to increase the amount of an initial share issue, with or without preemptive subscription rights, determined pursuant to the fourteenth and sixteenth resolutions respectively where an issue is oversubscribed).

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings and having heard the report of the Management Board and the Statutory Auditors' special report, resolves as follows, in accordance with article L.225-135-1 of the French Commercial Code:

- To authorize the Management Board, for a period of 26 months, directly or through a representative, for each issue determined pursuant to the fourteenth and sixteenth resolutions adopted by this Meeting, that the number of common shares and securities to be issued can be increased by the Management Board in accordance with statutory and regulatory provisions and within the ceilings set out in the fourteenth and sixteenth resolutions adopted by this Meeting;
- That the Management Board shall have full powers to use this authorization and that this authorization renders ineffective all prior authorizations with the same purpose.

■ EIGHTEENTH RESOLUTION

(Option to use the authorization to increase the capital without preemptive subscription rights in payment for shares in the case of a public exchange offer or share equivalents relating to the shares of other companies)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings and having heard the report of the Management Board and the Statutory Auditors' special report, resolves that the capital issues provided for under the sixteenth resolution adopted by this meeting may, where applicable, be used in payment for shares of

another company tendered to a public exchange offer in accordance with article L. 225-148 of the French Commercial Code.

Similarly, based on the Statutory Auditor's report, the Shareholders' Meeting authorizes the Management Board for the same period of 26 months, to proceed, within the scope of the authorization under the sixteenth resolution, with one or more capital increases up to a limit of 10% of share capital, in payment for share equivalents granted to the company comprising shares or securities, where the provisions of article L. 225-148 do not apply.

In all cases, the amount of the share issues carried out under this resolution will be deducted from the ceiling provided for under the sixteenth resolution adopted by this Meeting.

Where necessary, the Shareholders' Meeting resolves to waive the preemptive subscription rights of existing shareholders to subscribe the shares and securities thus issued for the benefit of the holders of these shares or securities.

The Shareholders' Meeting notes that the Management Board shall have full powers, directly or through a representative, to carry out the transactions described in this resolution, to increase the capital and place the increase on record.

■ NINETEENTH RESOLUTION

(Authorization, through an offering governed by article L.411-2 II of the French Monetary and Financial Code, in all cases without preemptive subscription rights, at a price set by the Management Board in accordance with procedures approved by shareholders at this Meeting to (i) increase the capital by a maximum of € 108 million (i.e. 5% of share capital), by issuing common shares or securities of the Company or one of its subsidiaries or (ii) to issue convertible debt securities)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings and having heard the report of the Management Board and the Statutory Auditors' special report, resolves, in accordance with articles L.225-127, L.225-128, L.225-129, L.225-129-2, L.225-135, L.225-136, L.228-92 and L.228-93 of the French Commercial Code and article L.411-2 II of the French Monetary and Financial Code:

1. that the Management Board, directly or through a representative, without preemptive subscription rights, through an offering governed by article L.411-2 II of the French Monetary and Financial Code, on one or several occasions, with or without consideration, at any time or on fixed dates, in France or abroad, in euros or in any other currency or any monetary unit determined by reference to a basket of currencies:

(i) is authorized to increase the Company's issued share capital, through common shares or marketable securities, governed by articles L.228-91 et seq. of the French Commercial Code, convertible, redeemable, exchangeable or otherwise exercisable for new or existing common shares in the Company or in any other company in which it holds more than half of the issued capital either directly or indirectly (a "Subsidiary")(whether new or already existing in the Company); (ii) under the same conditions, the issue convertible debt securities, governed by articles L.228-91 et seq. of the French Commercial Code;

Noting that all the above securities may be paid up in cash or by capitalizing debt;

2. that the aggregate par value of share capital issued under this authorization, directly or on conversion, redemption, exchange or exercise of other securities or rights, shall not exceed € 108 million. This amount does not include the additional number of shares to be issued

in order to preserve, where necessary and according to the law, the rights of holders of marketable securities which confer a right to the Company's capital, of share subscription or purchase options, or of free or performance shares. This ceiling is not cumulative with the ceiling specified in the sixteenth resolution of the Shareholders' Meeting and is included in the blanket ceiling set out in the fourteenth resolution adopted by this Shareholders' Meeting;

- that the aggregate par value of marketable securities that may be issued under this authorization in accordance with articles L. 228-91 and L. 228-92 of the French Commercial Code is set at € 3 billion or the exchange value of this amount. This ceiling is common to this resolution and to marketable securities payable against the Company based on the fourteenth and sixteenth resolutions adopted by this meeting;
- 3. that this authorization is given for a period of 26 months from the date of this Shareholders' Meeting;
- 4. that holders of existing shares shall not have a preemptive right to subscribe any securities issued pursuant to this resolution;
- 5. that this authorization entails the waiver by shareholders of their preemptive right to subscribe any common shares issued on redemption, conversion, exchange or exercise of securities issued in application of this resolution;
- 6. that, in accordance with article L.225-136 of the French Commercial Code, the Management Board may override the price-setting mechanisms provided for by law at the time the authorization is used and freely set the issue price for all common shares or securities issued pursuant to this resolution, providing that the issue price is at least equal to:
 - (i) the weighted average price quoted for the shares on the regulated NYSE Euronext Paris stock exchange over a maximum period of six months preceding the issue pricing date, or
 - (ii) the average price weighted by trading volume on the regulated NYSE Euronext Paris stock exchange on the trading day preceding the issue pricing date, Less in both cases and if appropriate, a discount of up to 5%;
- 7. that the Management Board may reduce the issue to the amount of shares or securities subscribed if the original issue is not fully taken up, in accordance with current legal provisions as of the date the authorization is used;
- 8. that the Management Board shall have full powers to implement this authorization.

TWENTIETH RESOLUTION

(Authorization given to the Management Board to grant options to purchase new or existing shares to employees and corporate officers of the Company and its affiliates)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings and having heard the report of the Management Board and the Statutory Auditors' special report, resolves as follows:

- to authorize the Management Board to grant options to purchase new shares in Schneider Electric SA or existing shares in the company acquired by Schneider Electric SA to those employees and corporate officers of the Company and its affiliates on one or several occasions at its discretion, in accordance with article L. 225-180 of the French Commercial Code,
 - The subscription or purchase price on the day on which the option is granted may not be

lower than the average listed price over the previous 20 trading sessions. Furthermore, the purchase price may not be lower than the average purchase price of the shares held by the company under articles L. 225-208 and L. 225-209 of the French Commercial Code;

– In addition

(i) the total number of options granted under this authorization and not yet exercised or canceled may not entitle the holder to subscribe or purchase shares equal to more than 1% of the share capital on the date of this Shareholders' Meeting, regardless of any adjustments that may be made to maintain the rights of beneficiaries in accordance with statutory and regulatory provisions and that within the 1% ceiling, allocations to Management Board members may not exceed annually 0.03% of the share capital on the date of this Meeting (excluding adjustments).

(ii) the options have a life of between five and ten years

(iii) all options granted to members of the Company's Management Board under long-term profit-sharing plans shall be subject to the achievement of one or more performance criteria and all or part of the options allocated to other beneficiaries under these plans shall be subject to the achievement of one or more performance criteria.

This authorization entails the waiver by shareholders of their preemptive right to subscribe any common shares issued on the exercising of these options in favor of the beneficiaries of the subscription options.

- to give the Management Board full powers, subject to the limits and conditions set out above, to implement this authorization and in particular:
 - to determine all transaction methods, set the conditions under which options are granted and determine option beneficiaries,
 - to set the expiry date of the options and the dates or exercise periods of the options,
 - to determine the conditions under which the price and number of shares to be subscribed or purchased may be adjusted to take account of financial transactions carried out by the company,
 - to carry out any necessary formalities to render definitive the capital increase or increases carried out pursuant to this authorization, to amend the articles of association accordingly and, in general, to do all that is necessary,
 - the above shall be carried out in accordance with the legislation and regulations in force at the time the options are granted.

The Shareholders' Meeting notes that the Supervisory Board will determine the conditions related to the exercise of options granted to Management Board members pursuant to article L. 225-185 of the French Commercial Code.

Each year, the Management Board will inform the Ordinary Shareholders' Meeting of transactions carried out under this authorization.

This authorization will expire at the end of a period of thirty-eight months from the date of this Meeting. It cancels and replaces the unused portion of the authorization given in the fourteenth resolution of the Shareholders' Meeting of 23 April 2009.

■ TWENTY-FIRST RESOLUTION

(Authorization given to the Management Board to grant free share allocations (based on existing shares or shares to be issued), subject where applicable to performance criteria, to employees and corporate officers of the Company and its affiliates)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings and having heard the report of the Management Board and the Statutory Auditors' special report, resolves as follows, in accordance with articles L.225-197-1 et seq. of the French Commercial Code:

- to authorize the Management Board, on one or several occasions, to grant free allocations of existing shares or shares to be issued in the Company, for the benefit of members of staff or certain categories thereof, which it will determine from the employees and corporate officers of the Company and its affiliates as defined in article L. 225-197-2 which meet the criteria defined by article L. 225-197-1 of the French Commercial Code;
- that the Management Board shall determine the identity of the beneficiaries of the allocations as well as the conditions and performance criteria to which, where applicable, all or part of the shares allocated under long-term profit-sharing plans will be subject. All shares allocated to members of the Company's Management Board under long-term profit-sharing plans will be subject to the achievement of one or more performance criteria;
- that the total number of shares allocated shall not represent more than 1.3% of Company share capital as of the date of this Meeting;
- that the percentage of the shares allocated annually to members of the Management Board by virtue of this authorization shall not exceed 0.03% of the company's capital as of the date of this Meeting;
- that the allocation of shares to their beneficiaries will be definitive, subject to conditions and the achievement of the performance criteria defined, where applicable, by the Management Board, at the end of a vesting period determined by the Management Board. The Management Board will be authorized to define, in accordance with the provisions of article L. 225-197-1 of the French Commercial Code, the duration of the share vesting and lock-up periods and thus to determine for all or part of the shares a minimum vesting period of four years with no lock-up period, notwithstanding exceptions related to tax and/or social obligations, and/or a minimum vesting period of two years with a minimum lock-up period of two years;
- that, notwithstanding the provisions of the above paragraph, the definitive allocation of shares and the authorization to sell them freely will still be granted to a beneficiary even if the beneficiary is affected by one of the examples of disability referred to by article L.225-197-1 of the French Commercial Code;
- to authorize the Management Board to adjust, where applicable and during the vesting period, the number of shares related to any company capital transactions in order to maintain the rights of beneficiaries;
- that this authorization entails the waiver by shareholders of their preemptive right to subscribe freely-allocated shares to be issued in favor of the beneficiaries of the free shares. The corresponding share capital increase will be carried out definitively solely by dint of the definitive allocation of shares to the beneficiaries;

- this authorization is given for a period of 38 months from today's date and cancels and replaces the unused portion of the authorization given in the fifteenth resolution of the Shareholders' Meeting of April 23, 2009.

The Shareholders' Meeting gives full powers to the Management Board, including the powers of delegation as provided for by law, to implement this authorization, carry out any necessary formalities and disclosures, make, where applicable, adjustments related to any company capital transactions, place on record the capital increase or increases carried out pursuant to this authorization, amend the articles of association accordingly and, in general, do all that is necessary.

The Shareholders' Meeting notes that the Supervisory Board will determine the lock-up arrangements applicable to shares allocated to Management Board members pursuant to the provisions of article L. 285-197-1 II of the French Commercial Code.

■ TWENTY-SECOND RESOLUTION

(Authorization to issue shares to employees who are members of the Employee Stock Purchase Plan)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, having considered the report of the Management Board and the Statutory Auditors' special report, resolves, pursuant to articles L.3332-1 et seq. of the French Labor Code and L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code, and in accordance with said Commercial Code:

1. to give the Management Board a 26-month authorization from the date of this Meeting to decide on the share capital increase, directly or through a representative, on one or several occasions at its discretion, by issuing shares and share equivalents to the members of an Employee Stock Purchase Plan set up by the Company and by French or foreign subsidiaries or affiliates in accordance with article L.225-180 of the French Commercial Code and article L.3344-1 of the French Labor Code. The maximum nominal amount by which the capital may be increased shall not exceed 2% of the issued capital as of the date on which this authorization is used. This ceiling is not cumulative with ceilings set out in the fourteenth and sixteenth resolutions adopted by this Shareholders' Meeting. This authorization may not be used prior to August 1, 2011;
2. to set the maximum discount at which shares may be offered under the Employee Stock Purchase Plan at 20% of the average of the opening prices quoted for Schneider Electric shares on the regulated NYSE Euronext Paris stock exchange over the twenty trading sessions preceding the date on which the decision is made to launch the employee share issue. However, the Shareholders' Meeting specifically authorizes the Management Board to reduce the above discount, within legal and regulatory limits, or not to grant any discount, in particular to comply with local legislation in the countries where the shares will be offered;
3. that in the case of an issue of other securities, the characteristics of these securities will be determined in accordance with the applicable regulations by the Management Board;
4. that, for the benefit of members of the Employee Stock Purchase Plan, shareholders shall waive their preemptive right to subscribe the shares and securities to be issued under this authorization;

5. that shareholders shall waive their preemptive right to subscribe the shares issued on redemption, conversion, exchange or exercise of share equivalents attributed in application of this resolution;
6. that, effective July 31, 2011, this authorization shall cancel and replace the unused portion of the authorization given in the eighteenth resolution of the Shareholders' Meeting of April 22, 2010;
7. that the Management Board shall have full powers, directly or through a representative, to carry out the transactions described in this resolution, to increase the capital and place the increase on record.

■ TWENTY-THIRD RESOLUTION

(Authorization to carry out a share issue restricted to employees of the foreign companies in the Group)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings and having heard the report of the Management Board and the Auditors' special report, resolves, in accordance with articles L.225-129-2 and L.225-138 of the French Commercial Code:

1. to authorize the Management Board, directly or through a representative, to increase the share capital on one or several occasions, at its discretion, by issuing shares or share equivalents to the persons falling into the category defined below. Said shares or share equivalents will rank *pari passu* with existing shares. The maximum nominal amount by which the capital may be increased shall not exceed 1% of the issued capital as of the date of this Shareholders' Meeting. The above 1% ceiling is not cumulative with the ceiling of 2% provided for by the twenty-second resolution but is, however, autonomous and distinct from the ceilings set out in the fourteenth and sixteenth resolutions adopted by this meeting. This authorization may not be used prior to August 1, 2011;
2. that shareholders shall waive their preemptive right to subscribe the shares and share equivalents issued under this resolution and that said shares and share equivalents shall be offered exclusively to persons in one or the other of the following categories: (i) employees and officers of Schneider Electric Group companies that qualify as related companies under article L.225-180 of the French Commercial Code and article L.3344-1 of the French Labor Code that have their headquarters outside France; and/or (ii) corporate mutual funds or other employee stock ownership vehicles, which may or may not be legal entities, whose assets are invested in Schneider Electric SA shares and whose units or shares are held by the persons defined in (i) above; and/or (iii) any bank or bank subsidiary retained by the Company to set up an employee stock ownership or stock purchase plan for the persons defined in (i) above where this enables employees of foreign subsidiaries to benefit from employee stock ownership or stock purchase formulas that are equivalent, in terms of economic benefits, to those available to other Group employees;
3. that the issue price of shares issued under this resolution will be set by the Management Board based on the price quoted for the Company's shares on the NYSE-Euronext Paris stock exchange. At the discretion of the Management Board, said price will be equal to either (i) the opening or closing price of the Company's shares quoted on the trading day the decision of the Management Board setting the issue price is made, or (ii) the average of the opening or closing prices quoted for the Company's shares over the twenty trading

sessions preceding the decision of the Management Board setting the issue price under this resolution or under the twenty-second resolution. When setting the issue price for these shares, the Management Board may apply a maximum discount of 20% to the quoted price of Schneider Electric shares as determined in accordance with either (i) or (ii) above. The discount will be determined by the Management Board taking into consideration any specific foreign legal, regulatory or tax provisions that may apply to any beneficiaries governed by foreign law;

4. that the Management Board shall have full powers to use this authorization as provided for by law, including the powers of delegation, subject to the limits and conditions described above. The Management Board shall draw up the list of beneficiaries within the categories defined in this resolution and set the number of shares or share equivalents to be offered to each beneficiary. It may decide to limit the issue to the number of shares subscribed, providing that no less than 75% of the shares or other securities offered have been subscribed. In particular, the Management Board shall have full powers to:
 - decide the characteristics of the securities to be issued, the issue price, the subscription date or period, the terms and conditions of subscription, payment and delivery of the securities, as well as the cum-dividend or cum-interest date, subject to compliance with the applicable laws and regulations,
 - place the share issue on record, issue shares and share equivalents and amend the articles of association to reflect the new capital,
 - generally, enter into any and all underwriting or other agreements, take any and all measures and perform any and all formalities related to the issue, quotation and servicing of the securities issued under this authorization and the exercise of the related rights;
5. that, effective July 31, 2011, this authorization shall cancel and replace the unused portion of the authorization given in the nineteenth resolution of the Shareholders' Meeting of April 22, 2010.

This authorization is given for a period of 18 months from the date of this Meeting.

■ TWENTY-FOURTH RESOLUTION

(Authorization given to the Management Board to cancel, where applicable, company shares purchased in accordance with the conditions determined by the Shareholders' Meeting, up to a maximum of 10% of capital)

The Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings and having heard the report of the Management Board and the Statutory Auditors' special report, authorizes the Management Board, in accordance with article L. 225-209 of the French Commercial Code, to cancel its own shares acquired by virtue of the authorizations given by the Shareholders' Meeting, in accordance with article L. 225-209 of the French Commercial Code, according to the following procedures:

- The Management Board is authorized, at its discretion, to cancel all or some of the shares acquired by virtue of the authorizations to purchase its own shares on one or several occasions, up to a limit of 10% of capital over a period of 24 months from the date of this meeting and to proceed with capital reductions accordingly;

- The difference between the share purchase price and their par value will be deducted from the issue price and, where applicable, from the legal reserve on the basis of 10% of the canceled capital.

This authorization, which cancels and replaces the authorization given by the Shareholders' Meeting of April 23, 2009, is given for a period of 24 months from this date to the Management Board, directly or through a representative, to carry out any necessary formalities and disclosures to cancel the shares and render definitive the capital reductions and to amend the articles of association accordingly.

■ TWENTY-FIFTH RESOLUTION

(Powers)

The Shareholders' Meeting gives full powers to the bearer of a copy or extract of the minutes of the meeting to carry out all legal filing and other formalities.

Request for information

Ordinary and extraordinary Meeting of April 21rd, 2011 SCHNEIDER ELECTRIC SA

I, the undersigned:

Surname (or company name): _____

Forename: _____

Address: _____

Town / City: _____

Postal Code: _____

Country: _____

Owner of _____ Schneider Electric SA registered shares

Owner of _____ Schneider Electric SA bearer shares,
attached a copy of the shareholding certificate ("attestation de participation") issued by your
intermediary

Hereby request that I be sent the documents and information relating to the Ordinary and Extraordinary
General Meeting to be held on April 21rd, 2011,

as specified in article R.225-83 of the French Commercial Code

Place of signature _____ date of signature _____ 2011

Signature

Notice: In accordance with article R.225-83 of the French Commercial Code, owners of shares may,
by a single request, have the Company send them the documents and information specified in articles
R.225-81 and R.225-83 of the French Commercial Code in advance of all subsequent general meetings.

Shareholders wishing to take advantage of this option must indicate on this request form that they wish
to do so.

