

Governance Roadshow

April 2024

1. Full Year 2023: record performance in milestone year



Energy Management

€28bn
FY23 revenues

+14%
org. growth

Industrial Automation

€8bn
FY23 revenues

+7%
org. growth

Group

€36bn
FY23 revenues

+13%
org. growth

17.9%
Adj. EBITA margin

+180bps
org. improvement

Adj. EBITA up +25% org. exceeding targeted range

End-markets exposure¹

Data Centers & Networks 21%

Buildings 32%

Industry 34%

Infrastructure 13%

1. Based on 2023 Orders

2. Annual Shareholders' Meeting Agenda

Ordinary Shareholder's Meeting

FY2023 Financial statements

1. Approval of statutory financial statements for the 2023 fiscal year
2. Approval of consolidated financial statements for the 2023 fiscal year
3. Appropriation of profit for the fiscal year and setting the dividend
4. Approval of regulated agreements governed by Article L. 225-38 *et seq.* of the French Commercial Code
5. Appointment of Mazars as the statutory auditor responsible for certifying sustainability information
6. Appointment of Pricewaterhouse Coopers Audit as the statutory auditor responsible for certifying sustainability information

Say on pay *ex-post*

7. Approval of the information on the Directors' and the Corporate Officers' compensation paid or granted for the fiscal year ending December 31, 2023 mentioned in Article L. 22-10-9 of the French Commercial Code
8. Approval of the components of the total compensation and benefits of all types paid during the 2023 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire in his capacity as Chairman and Chief Executive Officer (from January 1, 2023 to May 3, 2023)
9. Approval of the components of the total compensation and benefits of all types paid during the 2023 fiscal year or awarded in respect of the said fiscal year to Mr. Peter Herweck in his capacity as Chief Executive Officer (from May 4, 2023 to December 31, 2023)
10. Approval of the components of the total compensation and benefits of all types paid during the 2023 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire in his capacity as Chairman of the Board of Directors (from May 4, 2023 to December 31, 2023)

Say on pay *ex-ante*

11. Approval of the compensation policy for the Chief Executive Officer
 12. Approval of the compensation policy for the Chairman of the Board of Directors
 13. Approval of the Directors compensation policy
- #### Renewal/ Appointment of Directors
14. Renewal of the term of office of Mr. Fred Kindle
 15. Renewal of the term of office of Mrs. Cécile Cabanis
 16. Renewal of term of office of Mrs. Jill Lee
 17. Appointment of Mr. Philippe Knoche as a Director

Share buy-back

18. Authorization granted to the board of Directors to buy back Company share

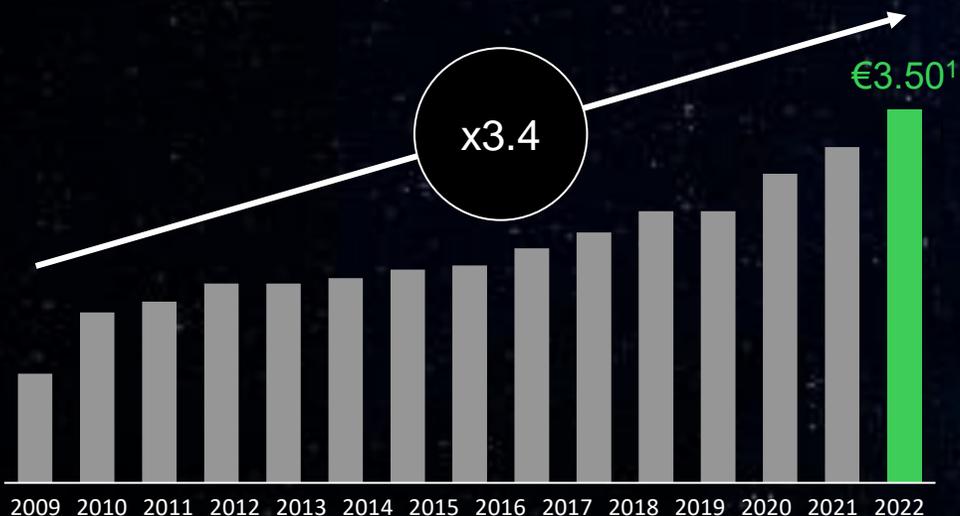
Extraordinary Shareholder's Meeting

Capital increase reserved to employees

19. Delegation of authority to the Board of Directors to undertake capital increases reserved for participants in a company savings plan without shareholders' preferential subscription right
20. Delegation of authority to the Board of Directors to undertake capital increases reserved for employees of certain non-French subsidiaries of the Group, directly or *via* entities acting to offer those employees benefits comparable to those offered to participants in a company savings plan without shareholders' preferential subscription right
21. Powers for formalities

3. TSR & Progressive dividend: Resolution n. 3

Progressive Dividend¹ for 14th year in a row



€3.50
Dividend per share
+11% vs. 2022

Medium targets, announced at CMD: The Next Frontier

Financial targets	The Next Frontier of organic growth	Well positioned on structurally growing markets and will outperform market growth	+7% to +10% CAGR organic growth, 2023-2027 ²
	Agile operating model and strong Gross Margin drive further profitability	Ambition to grow adj. EBITA margin	c.+50bps CAGR organic expansion, 2023-2027 ²

Across cycle ambitions	Organic Sales growth of 5%+ on average	Consistently be a Company of 25 ³	Cash conversion ratio ⁴ expected to be around 100% on average
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¹ Subject to Shareholder approval on May 23, 2024

² 4-year CAGR

³ Across the economic cycle, sum of organic revenue growth % and adj. EBITA margin %

⁴ Free cash flow as a proportion of Net Income – Group share

4. Board Composition - After 2024 Shareholders' Meeting

If resolutions recommended by the Board are approved

 <p>Jean-Pascal Tricoire Chairman of the Board</p>	 <p>Cécile Cabanis Independent Director</p>	 <p>Linda Knoll Independent Director</p>	 <p>Abhay Parasnis Independent Director</p>	 <p>Bruno Turchet Employee Director</p>
 <p>Fred Kindle Vice-Chairman & Lead Independent Director</p>	 <p>Giulia Chierchia Independent Director</p>	 <p>Jill Lee Independent Director</p>	 <p>Anders Runevad Independent Director</p>	
 <p>Léo Apotheker Director</p>	 <p>Rita Felix Employee Director</p>	 <p>Xiaoyun Ma Director representing the employee shareholders</p>	 <p>Gregory Spierkel Independent Director</p>	
 <p>Nive Bhagat Independent Director</p>	 <p>Philippe Knoche Independent Director</p>	 <p>Anna Ohlsson-Leijon Independent Director</p>	 <p>Lip-Bu Tan Independent Director</p>	

43%
female directors*

86%
independence*

12
different nationalities

Audit & Risks Committee
Chaired by Jill Lee

Governance, Nominations & Sustainability Committee
Chaired by Jean-Pascal Tricoire

Human Capital & Remunerations Committee
Chaired by Linda Knoll

Investment Committee
Chaired by Gregory Spierkel

Digital Committee
Chaired by Abhay Parasnis

Pre-2024 meeting

- Term ends at 2024 AGM
- Observer

* Excluding consideration of the Director representing employee shareholders and the Directors representing the employees

4. Board Composition - After 2024 Shareholders' Meeting

Committees

Board of Directors

Determine the Company strategic directions and ensure their implementation in accordance with the corporate interest and while taking into account social & environmental matters

Examine all matters related to the efficient operation of the business and make decisions about any and all issues concerning the Company

Close financial statements

Appoint/revoke the Corporate Officers and set their compensation

Call AGM

Audit & Risks Committee



Chaired by J. Lee

Financial statements

Appointment/renewal of statutory auditors

Independence of statutory and sustainability auditors

Sustainability reporting (CSRD)

Efficiency of internal control, risk management and compliance program

Governance, Nominations & Sustainability Committee



Chaired by JP. Tricoire

Composition of the Board

Governance structure

CEO's succession

Implementation of long-term commitments in terms of Sustainability

Group sustainability strategy including climate Strategy

Human Capital & Remunerations Committee



Chaired by L. Knoll

Compensation of the Corporate officers and Directors

Employee shareholding scheme

Social impact of major re-organization projects and major human resource policies

Risk management related to human resources

Investment Committee



Chaired by G. Spierkel

Investment policy and portfolio

M&A / disvertures

Capital deployment strategies

Reconfiguration or consolidation scenarios happening in the sector

Digital Committee



Chaired by A. Parasnis

Digital matters of the Group

Group's digital strategy (business model, digital offer, digital M&A)

Assess digital-related risks

Evolution of the digital landscape

4. Board Composition - Renewal of Directors: Resolutions n. 14,15 & 16

Resolution n. 14 Renewal of Mr. Fred Kindle



Age: 65
Nationality: Swiss
Other directorship: None

Former Chief Executive Officer of ABB

Contribution to the Board: skills in corporate finance, and his knowledge of international markets, Schneider's industry, and governance matters.

Candidate for a 4-year term renewal. If renewed, continues to participate in the work of the Board as Vice-Chairman & Lead Independent Director.

Resolution n. 15 Renewal of Mrs. Cécile Cabanis



Age: 52
Nationality: French
Other directorships: Unibail-Rodamco-Westfield SE

Former Chief Financial Officer of Danone and Former Deputy Chief Executive Officer of Tikehau Capital (end of function March 31, 2024)

Contribution to the Board: skills in accounting, risks & audit, sustainability, and her knowledge of international markets.

Candidate for a 4-year term renewal. If renewed, will qualify as an independent Director and serve on the Audit & Risks Committee.

Resolution n. 16 Renewal of Mrs. Jill Lee



Age: 60 years
Nationality: Singaporean
Other directorships: None

Former Chief Financial Officer of Sulzer Ltd

Contribution to the Board: knowledge in accountability, risks & audit, Schneider Electric's industry, and understanding of international markets, especially the Asian markets.

Candidate for a 4-year term renewal. If renewed, will continue to participate as Chairwoman of the Audit & Risks Committee and serve on Investment Committee.

4. Board Composition - Appointment of a New Director: *Resolution n. 17*

Process of recruitment

Board of Directors asked the Governance, Nominations & Sustainability Committee to work on the search for candidates

Committee identified the skills required to diversify and strengthen the Board and hired an external recruitment firm

Committee preselected a short-list and the members of the Committee **interviewed the short-listed candidates**

Committee recommended one candidate to the Board of Directors, Mr. Philippe Knoche

Resolution n. 17

Appointment of Philippe Knoche



Age: 55 years

Nationality:
French/German

Other directorship:
None

Currently Senior Executive Vice President Operations and Performance of Thales

Former Chief Executive Officer of Orano from 2015 to 2023.

Joined Areva in 2004 and undertook leadership roles (Director of Strategy, Director of the Processing Business Unit, Director of the Reactors and Services Business Group and member of Areva's Executive Board) before being named Executive Vice-President for Nuclear Operations in 2011. In 2015 was appointed Chief Executive Officer of Areva which he completely transformed and restructured, leading to the creation in 2017 of Orano of which he had been the Chief Executive Officer before joining Thales in October 2023.

Graduate of Ecole polytechnique and Ecole des mines.

Will bring to the Board his expertise in energy and technology as well as his experience in transformations both at a strategic and operational level.

Will qualify as an Independent Director as per the AFEP-MEDEF Corporate Governance Code.

If appointed by the Shareholders' Meeting in May 2024, will join the Audit & Risks Committee.

5. Compensation: Resolution n. 9

Compensation paid to CEO, Peter Herweck, from May 4 - Dec 31 2023 - Say on pay *ex post*

Fixed €790,323

Annual variable

PERFORMANCE CRITERIA	WEIGHT (%)	ACHIEVEMENT		
		2023 Results	Achievement rate (non weighted)	Achievement rate (weighted)
Group financial indicators (70%)				
Organic sales growth	35 %	12.7%	56.7%	19.8%
Adj. EBITA margin improvement (org.)	25 %	1.8 pts	116.7%	29.2%
Cash conversion rate	10 %	115%	200.0%	20.0%
Net Satisfaction Score (10%)	10%	5.2pts	148.0%	14.8%
Sustainability (20%)				
Schneider Sustainability Impact score	20 %	6.13	121.7%	24.2%
Total	100 %			108%

AT TARGET PAY OUT		ACHIEVEMENT RATE	2023 ACTUAL PAY-OUT	
As a % of salary	Amount (€)	As a % of target	As a % of salary	Amount (€)
100%	€1,200,000	108%	108%	€853,549

Long-term Incentive (Performance Shares)

17,559 Performance Shares granted in May 2023

representing **€2,255,301** at IFRS Value

Pension Benefit

FIXED AMOUNT	ACHIEVEMENT RATE	VARIABLE AMOUNT	TOTAL DUE FOR 2023
€118,548	108%	€128,032	€246,580

↑
Calculated by applying to the variable portion at target of the pension (€118,548) the percentage of target achievement determined for the calculation of the 2023 annual variable compensation, i.e. 108%.

Other benefits

Total = €26,390

Employer matching contributions, Profit-sharing, Company car, Tax assistance, Supplementary Life & Disability scheme

5. Compensation: Resolutions n. 8 & 10

2023 Jean-Pascal Tricoire's compensation - Say on pay *ex post*

Resolution n. 8

Compensation paid to Chairman & CEO from January 1 - May 3, 2023

Fixed **€341,398**

Annual variable

AT TARGET PAY OUT		ACHIEVEMENT RATE	2023 ACTUAL PAY-OUT	
As % of salary	Amount (€)	As % of target	As % of salary	Amount (€)
130%	€433,817	108%	104.4%	€479,322

↑
Targets of the objectives same as those used for the new CEO since May 4, 2023

Pension Benefit

Fixed amount	Achievement rate	Variable amount	Total due for 2023
€65,412	108%	€91,838	€157,250

Calculated by applying to the variable portion at target of the pension (€85,035) the percentage of target achievement determined for the calculation of the 2023 annual variable compensation, *i.e.* 108%.

Other benefits

Total = €15,859

Employer matching contributions, Profit-sharing, Company car, Tax assistance, Supplementary Life & Disability scheme

Resolution n. 10

Compensation paid to Chairman of Board of Directors for period May 4 - December 31, 2023

Fixed **€612,500**

Other benefits

Total = €39,330

Employer matching contributions, Profit-sharing, Company car, Tax assistance, Supplementary Life & Disability scheme

5. Compensation: Resolution n. 11

2024 Peter Herweck's compensation policy - Say on pay *ex ante*

Fixed €1,200,000 (no change)

Annual Variable

MINIMUM	AT TARGET	MAXIMUM
0%	100%	200%

% of the Fixed compensation

Performance criteria

- 35% Group Organic Sales Growth
- 25% Adjusted EBITA operating margin improvement
- 10% Group Cash conversion
- 10% Net Satisfaction Score Improvement
- 20% Schneider Sustainability Impact

Pension Benefit

- Fixed** 15% of fixed compensation
- Variable** 15% of actual variable compensation paid

Long-Term Incentive Plan

- Vesting period: 3 years. Holding period: 1 year (for 80% shares granted)
- Cap of LTIP for CEO:** LTIP valued in accordance with IFRS standards, should not represent more than 150% of the combined fixed and short-term variable compensation at target
- 2024 grant:** 108.5% of the combined fixed and target short-term variable compensation
- Permanent presence condition within the Group
- Strict *pro rata* vesting rules in case of retirement or change of assignment within the Group of the CEO

Update in 2024: Post-mandate vesting rule

PERFORMANCE CRITERIA

40% Improvement of adjusted Earnings Per Share (EPS)	0% at the minimum threshold 75% at the intermediary objective 100% at the targeted objective
17.5% Relative TSR vs. CAC 40	0% below median 50% at median (rank 20) 100% at rank 10 120% at ranks 1 to 4
17.5% Relative TSR vs. panel of 11 companies	0% at rank 7 and below 50% at median (rank 6) 100% at rank 4 150% at ranks 3 to 1
12.5% Scope 1 & 2 carbon emissions target	0% if emissions ≥ to 159,163 ton of CO ₂ 100% if carbon emissions ≤ to 151,584 ton of CO ₂
12.5% Scope 3 upstream carbon intensity target	0% if intensity ≥ to 185 g of CO ₂ /€ of revenue 100% if intensity ≤ to 165 g of CO ₂ /€ of revenue

Update in 2024: Linking compensation with GHG reduction targets, aligned with SBTi Net Zero

5. Compensation: Resolutions n. 12 & 13

2024 Board Compensation policy - Say on pay *ex ante*

Resolution n. 12

Chairman of the Board of Directors, Jean-Pascal Tricoire

No change in compensation or benefits from 2023

Fixed €930,000

Non-compete undertaking

In the event of termination of his duties as Chairman, he will be required not to work in direct competition with Schneider Electric for a period of 12 months (without indemnification)

Other

No benefit from any annual variable compensation, LTIP, Director's fee, Extraordinary awards, Pension, severance pay, any non-compete indemnity

Resolution n. 13

Directors' compensation policy

Non-executive Directors

Changes in the 2024 compensation policy

- €11,000 per Board meeting physically attended, €6,000 per Board meeting digitally attended (vs. €7,000 per meeting);
- €4,500 per committee meeting attended (vs. €4,000 per meeting);
- €6,000 for inter-continental travel (vs. €5,000) or €3,500 for intra-continental travel (vs. €3,000) per Board session physically attended;

- fixed basic amount of €25,000 for membership of the Board; and
- €25,000 for the yearly strategy week (half in case of digital attendance).

Committee chairs & Lead Independent Director

Additional annual payments to reflect additional responsibilities and workload:

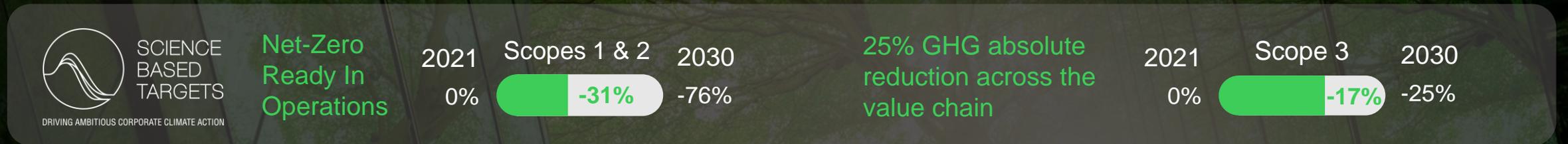
- Audit & Risks Committee: €20,000;
- Other committees: €15,000; and
- Lead Independent Director: €250,000.

Observer

Annual fixed payment of €20,000, unless become non-executive Director at next General Meeting. In this case, receive same fees for attending Board and committee meetings as non-executive Directors. All payments prorated for time served during the year and are paid in cash.

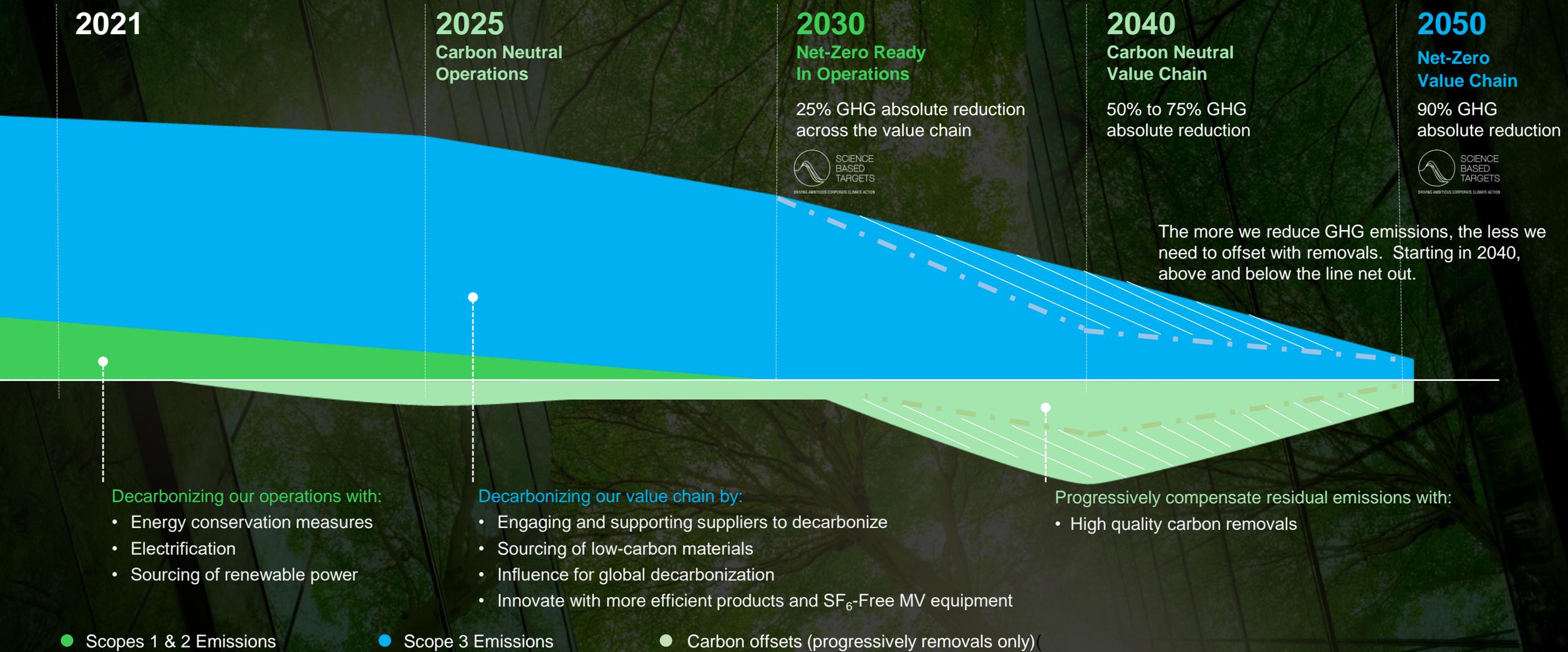
6. Climate: 2023 Schneider Electric's carbon footprint

More than 99% of the carbon footprint is under shared influence with our ecosystem



Notes: "Mt" stands for million tons. Schneider Electric's full Scopes 1, 2, and 3 carbon footprint receives limited assurance each year from an accredited third-party verifier. 'Use of sold products' emissions correspond to the electricity consumption and heat dissipation (Joule effect) during use phase, estimated over their lifetime (up to 40 years).

6. Climate: Roadmap to Net Zero



Disclaimer: emission reduction curves are indicative and do not commit the group to annual reduction targets. Proportions between Scopes 1, 2, and 3 are not exact to facilitate the visualization of our emissions reduction's trajectories. All precise carbon footprint data are published in the Group's Universal Registration Documents, and CDP Climate Change responses and are externally assured by accredited third party verifiers

6. Climate: Long-Term Incentive Plan updated to link compensation with GHG reduction targets, aligned with SBTi Net Zero - Scope 1 & 2

Proposed 2026 Scope 1 and 2 Target

	No vesting 0%	Full vesting 12.5%
Scope 1 & 2 Emission (ton of CO ₂ e)	159,163 <i>(i.e. emissions 5% above target)</i>	151,584
% of Reduction vs. 2023 Scope 1 & 2 Emission	-20%	-25%

Investment

~€400M invested by 2030

Deploying technologies such as heat pumps & EV chargers

~€5-15M/yr invested previously on own solutions and renewable certificates

Concrete actions for decarbonization of own operations

By 2025

150 Zero-CO₂ sites (SSE #1)

90% electricity sourced from renewables (SSE #3)

15% energy efficiency increase in sites (SSE #5)

1/3 corporate vehicle fleet shifted to EVs (SSE #7)

By 2030

100% electricity sourced from renewables (RE100)

2X energy productivity compared to 2005 (EP100)

100% corporate EV fleet (EV100)

2023 Progress

SSE #1

101

Zero CO₂ Sites

SSE #3

88%

Renewable

SSE #5

13%

Efficiency

SSE #7

24%

EV Fleet

6. Climate: Long-Term Incentive Plan updated to link compensation with GHG reduction targets, aligned with SBTi Net Zero - *Scope 3 Upstream*

Proposed 2026 Scope 3 Upstream Target

	No vesting 0%	Full vesting 12.5%
Scope 3 upstream (g CO ₂ e / € of revenue) <small>(i.e. emissions 12% above target)</small>	185	165
% of reduction vs. 2023 carbon intensity	-15%	- 25%

Investment in Scope 3

Up to 7% of turnover in R&D investments in coming years, **€2BN** in 2023

Designing products with fewer virgin resources, greater efficiency, longer lifespans, lower end-of-life impacts

Concrete actions for decarbonization of value chain By 2025

- 50%** CO₂ emission reduction of Top 1,000 suppliers (SSI #3)
- 50%** increase in green material in products (SSI #4)
- 100%** primary and secondary packaging free from single-use plastic, using recycled cardboard (SSI #5)
- 15%** CO₂ efficiency in goods transportations (SSE #4)
- 200** "Waste-to-Resource" sites (SSE #9)

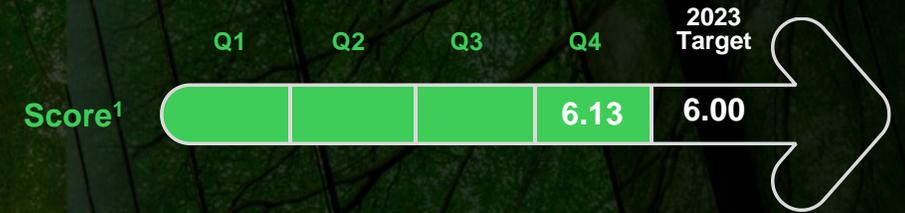
By 2030

5%+ replacement of conventional jet fuel with SAF (WEF First Movers Coalition)

2023 Progress

SS1 #3	SSI #4	SSI #5	SSE #4	SSE #9
27%	29%	63%	1.6%	137
CO ₂ Reduction	Green Material	Recycled	CO ₂ Efficiency	Sites

FY 2023 Results



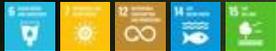
6 long-term commitments

CLIMATE



1. Grow Schneider Impact revenues*²
2. Help our customers save and avoid millions of tonnes of CO₂ emissions³
3. Reduce CO₂ emissions from top 1,000 suppliers' operations

RESOURCES



4. Increase green material content in our products
5. Primary and secondary packaging free from single-use plastic, using recycled cardboard

TRUST



6. Strategic suppliers who provide decent work to their employees⁴
7. Level of confidence of our employees to report unethical conduct⁵

EQUAL



8. Increase gender diversity in hiring (50%), front-line management (40%) and leadership teams (30%)
9. Provide access to green electricity to 50M people⁶

GENERATIONS



10. Double hiring opportunities for interns, apprentices and fresh graduates²
11. Train people in energy management⁶

LOCAL



- +1. Country and Zone Presidents with local commitments that impact their communities

Baseline Q4 2023 2025 Target



*Per Schneider Electric definition and methodology

¹ 2021 baseline 3/10, 2025 target 10/10 ² 2019 baseline ³ cumulated since 2018 ⁴ 2022 baseline ⁵ 2021 baseline ⁶ cumulated since 2009

7. Capital increases reserved for employees: Resolutions n. 19, 20

RESOLUTION	DURATION	CEILING
19 Delegation of authority to the Board of Directors to undertake capital increases reserved for participants in a company savings plan without shareholders' preferential subscription right	26 months (effective from Nov 4, 2024)	Limit of 2% of Company's capital. Maximum discount that shares could be offered is set at 30%.
20 Delegation of authority to the Board of Directors to undertake capital increases reserved for employees of certain non-French subsidiaries of the Group , directly or <i>via</i> entities acting to offer those employees benefits comparable to those offered to participants in a company savings plan without shareholders' preferential subscription right	18 months (effective from Nov 4, 2024)	Will not exceed 1% of capital. Deducted from ceiling of 2% capital set for issuance of shares to employees who are member of company savings plan.

Annexes

2023 Schneider Sustainability External & Relative Index (SSERI)

S&P Dow Jones
Indices
A Division of S&P Global

EURONEXT
vigeo eiris

CDP
DISCLOSURE INSIGHT ACTION

ecovadis

2023 Schneider Score	88/100	A	73/100	88/100
Industry Average Score	21/100	C	39/100	47/100
Progress vs. 2022	-2 pts	Unchanged	Unchanged	+9pts
Highlights	13 th year in world index	13 th year in A List	World 120 and Europe 120 indices	Platinum medal for 4 th year
Assessed universe (# companies)	9,400+	21,000+	4,800	90,000