

Statutory Auditors' additional report on the issue of bonds convertible into and/or exchangeable for new and/or existing shares (OCEANEs) with cancellation of preemptive subscription rights

To the Annual General Meeting of Schneider Electric SE,

In our capacity as Statutory Auditors of your Company (the "Company") and in accordance with the requirements of article R. 225-116 of the French Commercial Code (*Code de commerce*), and further to our report of March 20, 2023, we hereby report to you on the issue, with the cancellation of preemptive subscription rights, through an offer referred to in Paragraph II of Article L. 411-2-1° of the French Monetary and Financial Code, of (i) ordinary shares of the Company, (ii) securities governed by articles L. 228-91 et seq. of the French Commercial Code which are equity securities of the Company, giving access to other equity securities of the Company and/or giving entitlement to the allotment of debt securities of the Company and/or (iii) debt securities governed or not by articles L. 228-91 et seq. of the French Commercial Code, giving or likely to give access to equity securities to be issued by the Company, and which may also give access to existing equity securities and/or debt securities of the Company, and/or (iv) securities which are equity securities of the Company giving access to existing equity securities or to equity securities to be issued by, and/or to debt securities of, companies in which the Company holds directly or indirectly, at the time of issue, more than half of the share capital, and/or (v) debt securities governed or not by articles L. 228-91 et seq. of the French Commercial Code, giving access or likely to give access to equity securities to be issued by companies in which the Company directly or indirectly holds, at the time of issue, more than half of the share capital, such securities also being able, where applicable, to give access to existing equity securities and/or debt securities of said companies, as authorized by the Extraordinary Shareholders' Meeting of May 4, 2023.

This Extraordinary Shareholders' Meeting delegated to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, the authority to decide on such issuance within a period of 26 months and up to a maximum nominal amount of capital increase of €120 million being deducted from the capital increase ceiling of €224 million provided for in the 20th resolution and to the capital increase ceiling of €800 million provided for in the nineteenth resolution of the said Extraordinary Shareholders' Meeting.

Using this authorization, the Board of Directors decided at its meeting of August 28, 29 and 30, 2023, to approve the principle of an issuance of securities giving access to the Company's capital, represented by bonds convertible into or exchangeable for new or existing shares in the Company ("OCEANEs"), in the context of a public offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code to qualified investors in France and outside France (as the case may be, except in the United States of America, Canada, Japan and/or Australia), without shareholders' preferential subscription rights. The Board of Directors has decided that (i) the total nominal amount of such issuance of OCEANEs may not exceed €750 million and (ii) the maximum total nominal amount of the corresponding capital increase(s) resulting from the potential conversion of the OCEANEs into new ordinary shares may not exceed €30 million euros (excluding any adjustments to preserve the rights of OCEANE holders).

The Board of Directors sub-delegated to the Chief Executive Officer, for a period of 12 months from the date of the meeting, all powers to decide the issuance of OCEANEs and to set its conditions.

Using this sub-delegation, the Chief Executive Officer decided on November 20, 2023 to issue 6,500 OCEANEs bonds with a nominal value of 100,000 euros at a unit price of €100,000.

At its meeting on December 13, 2023, the Board of Directors placed on record the completion of this issuance.

It is the responsibility of the Board of Directors to prepare an additional report in accordance with Articles R. 225-115 et seq. of the French Commercial Code. Our role is to report on the fairness of the interim financial information, on the cancellation of pre-emptive subscription rights and on certain other disclosures relating to the issue, contained in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures mainly consisted in verifying:

- the fairness of the financial information taken from the interim financial statements as at June 30, 2023, prepared under the responsibility of the Board of Directors using the same methods and presentation as the latest annual financial statements. Our procedures in respect of this interim financial position consisted in interviewing the members of management responsible for accounting and financial matters, verifying that it has been prepared in accordance with the same accounting principles and the same valuation and presentation methods as those used to prepare the latest annual financial statements, and performing analytical procedures;
- the compliance of the terms and conditions of the issue with the delegation of authority granted by the Extraordinary Shareholders' Meeting;
- the information provided in the Board of Directors' additional report on the choice of constituent elements used to determine the issue price and on its final amount.

We have no matters to report as to:

- the fairness of the financial information taken from the interim financial statements and included in the Board of Directors' additional report;
- the compliance of the terms and conditions of the issue with the delegation of authority granted by the Extraordinary Shareholders' Meeting of May 4, 2023 and the information provided to shareholders;
- the choice of constituent elements used to determine the issue price of equity securities and its final amount;
- the presentation of the impact of the issue on the situation of the holders of shares and securities carrying rights to share, as expressed in relation to shareholders' equity and on the company's share price;
- the proposed cancellation of pre-emptive subscription rights, upon which you have voted.

Courbevoie and Neuilly-sur-Seine, December 22, 2023

Statutory Auditors

Mazars

Juliette Decoux-Guillemot

Mathieu Mougard

PricewaterhouseCoopers Audit

Jean-Christophe Georghiou

Séverine Scheer