

# Notice of meeting

## ANNUAL SHAREHOLDERS' MEETING

**May 4, 2023, at 3pm**

Palais des Congrès, Amphithéâtre Bordeaux,  
2, place de la Porte Maillot, 75017 Paris

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**Schneider**  
Electric

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2, place de la Porte Maillot  
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For events and company information, contact Schneider Electric:

- Phone : toll-free number 0805 651 650
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## Statement of the Vice-Chairman & Lead Independent Director

Dear Shareholders,

2022 was a strong year with record revenues, profitability, and net income despite the many challenges confronting businesses around the world. This led the Board to propose a dividend of €3.15 per share; making 2023 the 13<sup>th</sup> consecutive year of dividend growth. The Board is also proud of the progress made in the second year of the ambitious 2021–2025 Schneider Sustainability Impact program as the Company scored 4.91 against a target of 4.70, in accordance with the Board's commitment toward sustainability and our wish to be an Impact company. These strong results, achieved amidst ongoing headwinds, are testament to the success and robustness of the strategy implemented for the last 20 years under the leadership of Jean-Pascal Tricoire, Chairman & CEO.

After two decades where Jean-Pascal Tricoire has led the strategic transformation of the Group and further to his wish to step down as CEO as of May 3, 2023, the time has come for a change of governance at the head of the Company. In accordance with the intention disclosed in 2021, the Board of Directors has decided to separate the functions of Chairman and Chief Executive Officer.

Peter Herweck who was the CEO of AVEVA, will succeed Jean-Pascal Tricoire as CEO on May 4, 2023, becoming responsible for the general management of Schneider as the sole executive corporate officer. Over the last four years, the Governance & Remunerations Committee, under the guidance of the Board of Directors, has conducted a comprehensive and robust succession planning process to propose a successor for the role of CEO. Several high-quality candidates were considered. Peter Herweck's level of global operational experience, technology and software acumen, skills and personal qualities were assessed by the Board as being particularly in line with the Group's strategy. His appointment was unanimously approved by the Board of Directors with Jean-Pascal Tricoire's full support.

At the unanimous request of the Board of Directors, who want to retain the benefit of his extensive experience, Jean-Pascal Tricoire will remain as Chairman. On behalf of the Board, I express our deepest thanks to Jean-Pascal Tricoire for the transformation of the Group in scale, performance, purpose and capability. His many achievements include the repositioning of Schneider Electric as a leader in the fields of digitization, electrification and sustainability, as well as building a distinctive culture and management system based on a meaningful and inclusive mission and the empowerment of people. This robust foundation has made Schneider Electric future-ready and the Board of Directors is confident in the continued success of the Group in the coming years, which will continue to be supported by Jean-Pascal Tricoire in his role as Chairman.

This change of governance will go alongside a new set up of the Committees and a reorganization of the powers of each corporate body. A Governance, Nominations & Sustainability Committee will be created and will focus on matters considered to be central to the work of the Board, including governance, succession planning of Board members, Corporate Officers and Executive Committee members, and Sustainability. A separate Human Capital & Remunerations Committee will oversee all topics related to the compensation of the employees, Executive Committee members, as well as Corporate officers and Board members. The Chairman of the Board will be entrusted with extended powers and missions beyond those provided for by law to put his experience at the Company's service. Further to this, my own powers, as Vice-Chairman & Lead Independent Director, will now include the ability to request that the Chairman of the Board of Directors call a meeting of the Board of Directors to discuss a given agenda.

During the year, the Board continued to improve and reinforce its composition, and invites you to support, at the Shareholders' Meeting, the appointment of two new Independent Directors. Abhay Parasnis, a US citizen, is Adobe's former Chief Technology Officer and Chief Product Officer and serves on the Board of Directors at Dropbox. He will bring to the Board his remarkable technology and digital skills,

especially his experience in cloud transition and in SaaS transformation, as well as his spirit of innovation and reinvention. Giulia Chierchia, an Italian and Belgian dual citizen, is currently Executive Vice-President of Strategy, Sustainability and Ventures at BP. She will bring to the Board her expertise in Sustainability and the energy sector, in particular, her experience in energy transition strategy in large companies with a global approach including strategy, sustainability, capital allocation and ventures. I also invite you to renew the terms of office of Léo Apotheker, Gregory Spierkel, and Lip-Bu Tan, all of whom bring many complementary skills to the Board.

Throughout 2022, I had the opportunity to discuss our compensation policy and practices by engaging with many of Schneider Electric's shareholders, as well as investor representative bodies. For 2023, the compensation policies proposed by the Board reflect the Group's governance change. Considering that Jean-Pascal Tricoire is stepping down as CEO on May 3, 2023, the Board decided not to increase his fixed remuneration for the period from January 1, 2023 until May 3, 2023 and to maintain his compensation policy broadly in line with that applied in 2022. When positioning the fixed compensation of Jean-Pascal Tricoire as Chairman for the period beginning on May 4, 2023, the Board used an in-depth study of industry practices for compensation and also took into account the specific missions assigned to him by the Board. In designing the remuneration policy applicable to the new CEO, the Board wished to maintain an overall stability in the existing compensation structure which has evidently driven positive behavior. It appears balanced, provides market competitive pay, and ensures a strong link between pay and performance. The policy also provides strong alignment with both employees and shareholders, as well as a focus on the long-term. The Board also took into account shareholders' feedback and proposed some adjustments, such as (i) the review of the targeted amounts for the different components of the compensation which will lead to a decrease of the on-target global remuneration opportunity by 23% compared to the previous Chairman & CEO remuneration policy, (ii) the strengthening of the performance targets linked to the involuntary severance indemnity, and (iii) the inclusion of a clawback provision. We hope that these proposals which appear balanced and fair will receive your support.

Further to this letter, I invite you to read the governance and compensation report and notice of meeting which provide more details on the resolutions you are asked to approve at the 2023 Shareholders' Meeting. We look forward to a successful AGM and sincerely hope that many of you will take part in the Company's decisions by voting on the resolutions, attending physically, and expressing your views during the Q&A session.

Thank you for your support and your trust,

**Fred Kindle**  
Vice-Chairman & Lead Independent Director



# “We develop solutions for a world that is more digital, more electric, and more sustainable.”

Jean-Pascal Tricoire, Chairman and CEO

It goes without saying: 2022 was another hugely challenging year for the world. On top of the lingering effects of the pandemic, supply chain disruptions, and electronic and resource shortages of the preceding years, 2022 brought war, sanctions, soaring interest rates, inflation, and an energy and cost-of-living crisis that caused hardship for millions of people and weighed on economies around the world. And not to forget some of the worst climate-related events on record.

Against this backdrop, we, at Schneider Electric, deployed our people and resources across our geographic footprint to make a meaningful impact – both supporting the communities impacted by the immediate crises, and helping all our stakeholders to improve their efficiency, reach for their sustainability goals, digitize to be fit for the future and bolster their long-term resilience against future economic and environmental shocks.

It was another year in which we were true to our purpose: to empower all to make the most of our energy and resources, bridging progress and sustainability for all.

## The inflection point: the new energy future is about to materialize

While there's a lot to reflect on, it's best to focus on what this means for the future.

The root cause of both the climate crisis and the energy crisis is the same: an unsustainable energy model that relies heavily on carbon-dense energy sources like gas, coal and oil. In 2022, we saw the consequences of having put insufficient investment towards remodeling our energy system. Energy prices, aggravated by the war in Ukraine, soared to a point that choked the economy.

What all this means is that we're at an inflection point. The twin crises of climate and energy has created a potential turning point in the way we generate, manage, and consume energy.

The medium-term aspiration of reaching carbon neutrality to fight climate change now fully aligns with the short-term objective of ensuring energy security and shielding economies from the volatility and pressure of energy prices.

Accelerating the energy transition has never made more sense.

## A year that reinforced our focus on digitization, electrification, and sustainability

The best way to make the energy transition a reality is to decarbonize the demand side of the energy equation – how we use and consume energy. Think about it: Net-zero buildings, homes or cities, cars powered by electricity, ultra-efficient industries. All these are less severely impacted by rising energy costs and energy supply constraints. And they contribute less to climate change.

Too often, the debate focuses purely on how to shift energy supply away from fossil fuels and towards renewables. This is forgetting the most important part: energy transitions happen when we transition the demand side. So we must transition demand for technologies that benefit users, and the supply will follow.

We have the opportunity, today, to create a more energy-efficient world by combining:

1. **Digitization** that can save energy in homes, commercial and other buildings, infrastructure, data centers, and industry.
2. **Greater electrification**, on both the production and the consumption side. Electricity is much more efficient than the combustion of fossil fuels. Electric cars and heat pumps are clear examples of this. We don't appreciate enough that 60% of fossil fuels today are wasted in the process of conversion.
3. **Decentralization** of some of our energy production, via microgrids using on-site renewables.
4. **Flexibility** of energy supply and demand, via smart grids that allow us to optimize how we use or store energy.

At Schneider Electric we've spent the last 20 years building our expertise and portfolio in exactly those areas. We develop solutions for a world that is more digital, more electric, and more sustainable, helping our customers at every stage of their journey towards greater efficiency and resilience, wherever they are.

**EcoStruxure**, our full IoT, plug-and-play, open, interoperable architecture and platform, covers everything from Connected Products to Edge Control, and Apps, Analytics and Services to meet the needs of customers.

Our **agnostic software and data portfolio** provides the toolbox for customers to digitize their enterprise. By bringing together all of their data into an industrial format, we can build a full digital twin of their operations. This enables them to immerse their people in a comprehensive metaverse of their enterprise, deliver greater efficiency and costs savings, and increase safety, resilience and circularity. The recent acquisition of AVEVA allows us to bring these possibilities to our customers faster.

Our **services** offer supports our customers across the lifecycle of their assets, from initial consultation to end-of-life and circularity.

Our **sustainability business** supports customers with a full-service consultancy offering, from strategy right through to digitization and decarbonization. It starts with measuring their carbon and energy footprint, then helping to reduce this footprint and bolster their energy resilience, including through sourcing the cheapest and greenest energy for their use.

While the majority of our activity is focused on the demand side, we also provide solutions to decarbonize and improve the safety of the fossil fuel industry. Realistically, fossil fuels will remain a significant part of the energy mix for many years. At Schneider Electric, we therefore assist this industry in their journey to minimizing their carbon and methane footprint, and the impact on environment and society.



## A year that reinforced our strategy of having ESG at the core of everything we do

Business drivers and performance are one side of the story. The other is non-financial performance: we don't see positive environmental, social and governance (ESG) performance as something that comes at the price of business performance.

Since the early 2000s, we've put ESG principles at the heart of everything we do. Back then, we set ourselves ambitious goals around decarbonization, diversity and inclusion, social responsibility, among others. Since then, we've consistently dialed up those goals and commitments. They've helped us to expand into promising new markets, to innovate, to reduce waste and costs, recycle and save resources, and to attract and retain talent.

Today, we are an "Impact Company", striving to make a long-term positive impact across multiple dimensions on the planet and societies around us. The logic is simple: if you want to do *well* as a company, you must also do *good* – and vice versa. And we must bring everyone along on this journey.

Over the course of 2022, we delivered some great achievements and received numerous awards and recognitions that attest to our performance on these fronts.

For more detail on all this, please read the overview that Gwenaëlle Avice-Huet, our Chief Strategy and Sustainability Officer, provides later on in this report.

## A year that underlined the value of our unique multi-hub model and culture

Throughout the turmoil of the past few years – and in 2022 in particular – our multi-hub set-up has stood us in good stead. Having four regional hubs -- in North America, Europe, China and India – has provided us with greater resilience amid constant change.

Our teams are empowered to make decisions in light of the local situation, adapting and responding quickly to market opportunities and local circumstances. They do this while staying close to our customers, business partners and other stakeholders, and locating our factories and warehouses close to the points of sale, thus limiting the carbon footprint of our supply chains.

## A year that highlighted that Great People really make Schneider a Great Company

Crises or not, our colleagues in more than 100 countries around the world work with purpose, passion and commitment to support our customers, our communities, our business, and each other.

I'm proud to say that's long been the case, as the numerous awards and recognitions we receive every year confirm. But 2022 truly highlighted this dedication.

Our supply chain, sales and customer service teams navigated difficulties and worked hard to try to find solutions to the resource and delivery challenges that still haunted the world for much of 2022. Our factory workers in some countries volunteered to spend weeks inside their sites to ensure that mission-critical operations continued throughout the local lockdowns. And together, our people and company raised over €2 million for the Tomorrow Rising Ukraine Fund, which we set up to support Ukrainians at this very difficult time, and donated a range of electrical equipment, to help restore energy in the country.

## A year of challenges – and of opportunity

Yes, 2022 was another year full of challenges for economies, companies and households the world over. But those very challenges are now coalescing to accelerate the transition we so urgently need.

We have the opportunity to create a new energy landscape -- one that is connected, smart, efficient, clean, sustainable, and more resilient to external shocks. And one that makes access to safe and reliable energy a reality for everyone.

Schneider Electric is positioned right at the heart of these changes: our products, systems, services and software; our portfolio, people, and multi-hub set-up; and our commitments to making a positive impact on the planet and society. All these combine to make us a trusted partner and advisor for our customers as they navigate this journey towards the new energy future.

At our 2022 Fiscal results, I made the announcement that as of May 4 2023, Peter Herweck will become Chief Executive Officer of Schneider Electric and I will continue on as Chairman of the Board. After thirty-six years at Schneider, of which twenty were spent as Chief Executive or Operating Officer, I leave the role of CEO just as passionate about the business, people and customers as when I first began my career at this company.

Under Peter's leadership, a new chapter of Schneider Electric begins, building on the solid foundation that many have contributed to and created together these past two decades.

I look forward to continuing this journey with Schneider as Chairman.

**Jean-Pascal Tricoire,**  
Chairman and CEO



# “A record year, positioning us well for ongoing sustainable growth.”

## What were the highlights of Schneider Electric's 2022 financial performance?

We delivered a strong operational performance in 2022 with a focus on execution, enabling us to reach record levels of revenues, adjusted EBITA and net income. We made good progress on our strategic initiatives of more products, more software and services and more sustainability which contributed to us recording +12.2% organic growth and reaching an all-time high EUR 34.2 billion in revenue. We improved our adjusted EBITA margin by +40 bps organic, reaching 17.6%, another record and representing more than EUR 6 billion in value. Net Income of EUR 3.5 billion increased by +9% from 2021 and was also an all-time high, despite losses of ~300M associated with our exit from Russia.

The Group saw good volume expansion year-on-year, with price actions also contributing strongly to growth. Supply chain pressures were evident throughout the year, with progressive easing through the second half, though some tightness related to the supply of electronic components remains. We faced significant inflationary headwinds in the year, from raw materials, freight and electronics, and labor costs, which we were able to offset through strong pricing. We continued to deliver on our structural savings and cost efficiency plan with savings of €203 million in 2022, taking us to a cumulative EUR 1 billion over a three-year period. We also prepared for the future, with an additional €547 million invested on our strategic priorities in 2022.

We delivered Free Cash Flow of EUR 3.3 billion, reflecting record operational cash flow EUR 5.3 billion, but working capital requirements continued to impact the free cash flow for the year, despite strong recovery in the second half, as the Group prioritized securing supply and delivery to customers in an overall strong demand environment.

In 2022, we also made good progress on our digital journey, with our Digital Flywheel now representing 53% of Group revenue, showing good progress towards a target of around 60% by 2025. Software & Services represented 18% of Group revenues in 2022, impacted by our transition to subscription at AVEVA and supply constraints in Services, but with acceleration expected in the next years as we drive our transformation to a hybrid-digital company. Within Software & Services, around 36% of related revenues were classed as recurring, showing strong progress towards a target of around 45% by 2025.

## 2022 was a year of portfolio change, tell us more about it?

We are happy to have completed the transaction to acquire the entire share capital of AVEVA this year, which will allow us to accelerate on our software strategy and towards our ambition of a consistent “Company of 25”<sup>(1)</sup>. We also completed our portfolio optimization program, disposing €1.7 billion of revenues since the start of the program, in 2019. Over the past four years we've made good progress on our portfolio evolution and are well positioned for the future.

## What is the outlook for Schneider Electric in 2023?

Our priority for 2023 is to continue to deliver sustainable growth, targeting organic growth in our adjusted EBITA within the range of between +12% to +16%.

To deliver this strong performance, the Group will use two levers: firstly, organic topline growth where the Group targets between +9% and +11% and, secondly, organic adjusted EBITA margin expansion of +50bps to +80bps.

## How do you intend to drive shareholder returns in the next years?

The themes set out in our 2021 CMD are today more relevant than ever, and we are well positioned to benefit in the coming years from long-term secular trends set to drive growth across the end-markets we serve. Our objective is to continue to generate strong earnings growth through a combination of top line growth and margin expansion supported by these long-term secular trends and accelerated by our strategy of more products, more software and services and more sustainability.

We retain a strong focus on shareholder returns, and we continue our track-record of proposing a progressive dividend for a 13<sup>th</sup> consecutive year, increasing our proposed dividend by +9% to EUR 3.15 per share.

I am confident, as CFO, that we have the portfolio, the technologies and the great people required to enable sustainable growth for years to come, elements which combine to allow us to offer attractive returns to our shareholders.

**Hilary Maxson,**  
Chief Financial Officer

(1) sum of organic revenue growth % and adj. EBITA margin %.

# 1. 2022 Highlights

## At a glance

2022 was a year of strong performance against a complex economic and geopolitical backdrop. We navigated the challenges faced with agility, taking the next step on our sustainable growth journey.

1.

### Financial KPIs



Revenues

€34.2B

+12.2% organic



Free Cash Flow

€3.3B

96% conversion rate



Adjusted EBITA margin

17.6%

+40 bps organic



Adjusted Earnings per Share

€7.11

+16%



Net Income (Group share)

€3.5B

+9%



Proposed Dividend per Share

€3.15

+9%

### Our Impact



72%

Impact Revenues (+1pt vs 2021)



9.7%

Reduction in suppliers CO<sub>2</sub> emissions

4.91/10

Schneider Sustainability Impact score, outperforming 2022 4.70/10 target

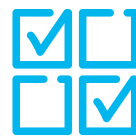


+9.7M

People have access to green electricity in 2022



440M

Tonnes of saved and avoided CO<sub>2</sub> emissions to our customers since 2018

397,864

People trained in energy management since 2009

## 1.1 Business model

### Our advantages and resources

We are advocates of open standards and partnership ecosystems that are passionate about our shared Meaningful Purpose, Inclusive and Empowered values.

### Our expertise

Our integrated approach allows us to provide our customers with a complete plug and play integrated solution.



People

135k+

employees worldwide, in 100+ countries



Innovation

1,000+

patent applications filed globally in 2022



Environment

77

Number of zero-CO<sub>2</sub> sites



Partners and suppliers

650k+

service provider and partner ecosystem



Financial strength

A-/A3

strong investment grade credit rating

## Energy Management

Energy Transition

### End markets



Buildings



Data Centers



## → Creating value

Creating value for  
all our stakeholders.

1.

# Industrial Automation

Industry 4.0

## 440M

tonnes of CO<sub>2</sub> saved  
and avoided since 2018



For our customers

## 10%

performance of the Zero  
Carbon Project



For our partners  
and suppliers

## 39.6M

people provided  
access to green  
electricity since 2008



For the planet &  
local communities

## 62%

of eligible employees  
benefitting from 2022  
share plan



For our employees

## +54%

3-year Total  
Shareholder Return



For our  
shareholders



Infrastructure



Industry

## 1.2 2022 Key Financial Indicators

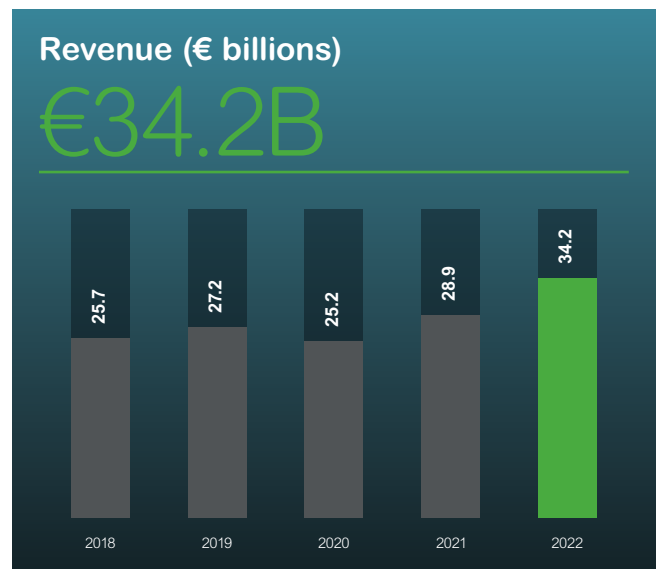
2022 was a year of strong performance against a complex economic and geopolitical backdrop. We navigated the challenges faced with agility, taking the next step on our sustainable growth journey. Strong and dynamic market demand across most end-markets and segments enabled the Group set new record highs in Revenues, Adjusted EBITA and Net Income, while there was a strong recovery on Free Cash Flow in the second half of the year, supported by progressive easing in global supply chains.

### Revenue Performance

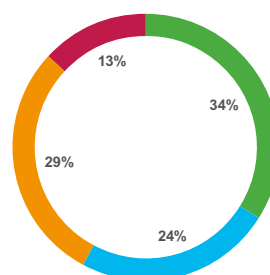
Consolidated revenue totaled EUR 34,176 million for the period ended December 31, 2022, up +12.2% organic and up +18.2% on a reported basis. Organic growth was driven by a continuation of strong and dynamic market demand in the majority of end-markets and segments served by the Group, supported by accelerating energy transition trends and recovery in late-cycle segments. Consumer-linked segments saw softness in some geographies in the second half of the year. The Group saw good volume expansion year-on-year, with price actions also contributing strongly to growth. Supply chain pressures were evident throughout the year, with progressive easing through the second half, though some tightness related to the supply of electronic components remains. Growth was impacted by the Group's withdrawal from Russia and the effects of COVID-19 infections and related lockdowns in China. FX impact was +5.7% primarily due to the strengthening of the USD against the EUR, while there was a net negative impact of -0.2% from acquisitions and disposals.

**Energy Management** generated revenues of EUR 26,442 million, equivalent to 77% of the Group's revenues and was up +12.9% organically. North America grew +18% organic with strong demand across all end-markets, including residential buildings. Western Europe was up +13% organic with double-digit growth in each of the five main economies of the region with continued good traction in Data Center & non-residential Buildings, though residential markets were impacted by pressures on consumer-spending. Asia-Pacific grew +9% organic impacted by the resurgence of COVID-19 and softer residential markets in China, but with strong growth across the rest of the region, notably in India. Rest of the World was up +10% organic with strong project execution in resource driven economies and despite headwinds from Russia prior to the Group's exit.

**Industrial Automation** generated revenues of EUR 7,734 million, equivalent to 23% of the Group's revenues and was up +9.5% organically. Growth was led by Discrete automation markets while sales into Process & Hybrid markets grew strongly, benefiting from recovery in resource driven economies. North America grew +10% organic led by performance in Discrete automation markets, while strong growth in Process & Hybrid markets was supported by execution on a project in Mexico. Western Europe was up +14% organic, with strong growth in Discrete automation markets, particularly in Italy, Spain and France. Asia Pacific was up +7% organic, impacted by the resurgence of COVID-19 in China, but with strong growth across the rest of the region, including in India and Japan. Rest of the World was up +8% organic despite headwinds from Russia prior to the Group's exit.

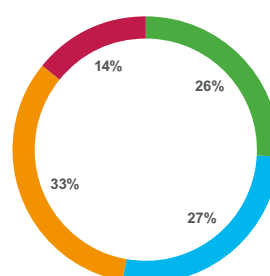


### Energy Management



- North America**  
8,994 M€ (+17.8% org.)
- Western Europe**  
6,223 M€ (+13.1% org.)
- Asia Pacific**  
7,773 M€ (+9.0% org.)
- Rest of the World**  
3,452 M€ (+10.0% org.)

### Industrial Automation



- North America**  
1,992 M€ (+10.5% org.)
- Western Europe**  
2,081 M€ (+13.6% org.)
- Asia Pacific**  
2,568 M€ (+6.5% org.)
- Rest of the World**  
1,093 M€ (+7.7% org.)

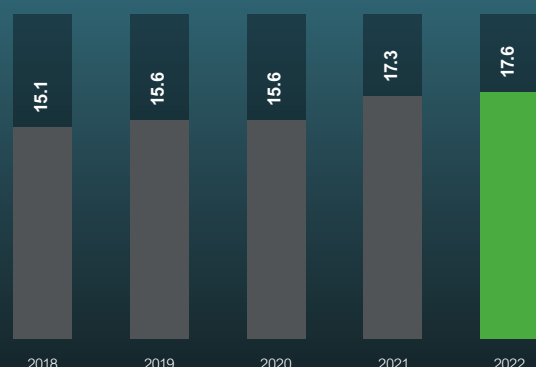
## Summarised Financial Results

€ million	2021 FY	2022 FY	Reported change	Organic change
<b>Revenues</b>	28,905	<b>34,176</b>	<b>+18.2%</b>	<b>+12.2%</b>
<b>Gross Profit</b>	11,843	<b>13,876</b>	<b>+17.2%</b>	<b>+10.8%</b>
<i>Gross profit margin</i>	41.0%	40.6%	-40bps	-50bps
<b>Support Function Costs</b>	(6,856)	<b>(7,859)</b>	<b>+14.6%</b>	<b>+8.2%</b>
<i>SFC ratio (% of revenues)</i>	23.7%	23.0%	+70bps	+90bps
<b>Adjusted EBITA</b>	4,987	<b>6,017</b>	<b>+20.7%</b>	<b>+14.4%</b>
<i>Adjusted EBITA margin</i>	17.3%	17.6%	+30bps	+40bps
Restructuring costs	(225)	(227)		
Other operating income & expenses	(21)	(433)		
<b>EBITA</b>	4,741	<b>5,357</b>	<b>+13%</b>	
Amortization & impairment of purchase accounting intangibles	(410)	(424)		
<b>Net Income (Group share)</b>	3,204	<b>3,477</b>	<b>+9%</b>	
<b>Adjusted Net Income (Group share)<sup>1</sup></b>	3,409	<b>3,968</b>	<b>+16%</b>	<b>+13.5%</b>
<b>Adjusted EPS<sup>1</sup> (€)</b>	6.13	<b>7.11</b>	<b>+16%</b>	<b>+13.1%</b>
<b>Free Cash Flow</b>	2,799	<b>3,330</b>	<b>+19%</b>	

1.

## Adjusted EBITA margin

17.6%



**Adjusted EBITA margin at 17.6%, up +40 bps organic due to better volumes, pricing actions and delivery of the Group's cost savings program.**

**Gross profit** was up **+10.8%** organic with Gross margin down **-50bps** organic, reaching **40.6%** in 2022. The decline in margin was mainly driven by lower productivity due to inflationary pressures in the supply chain.

2022 Adjusted EBITA reached **€6,017** million, increasing organically by **+14.4%** and the Adjusted EBITA margin expanded by **+40bps** organic to **17.6%** as a consequence of strong pricing, good cost control and improving SFC/Sales ratio.

The key drivers contributing to the earnings change were the following:

- Volume impact was positive, **+€761** million.
- The Group's industrial productivity level was **-€457** million. Underlying industrial productivity was +€148 million, before the headwind from higher costs of freight, electronic components and other inflationary items in the supply chain which totaled -€605 million. Over a three-year period (2020–2022) the Group has delivered underlying industrial productivity in excess of €700 million (before the impacts of freight and electronics) with 2022 in particular impacted by tightness in global supply chains.

- The net price<sup>2</sup> impact was positive at **+€1,348** million in 2022. Gross pricing on products was positive at +€1,818 million due to pricing actions taken throughout the year. In total, RMI was a headwind at -€470 million. Net price after taking into account freight, electronic components and other inflationary items in the supply chain was +€743 million.
- Cost of Goods Sold inflation was **-€197** million in 2022, of which the production labor cost and other cost inflation was **-€123** million, and an increase in R&D in Cost of Goods Sold was **-€74** million. The overall investment in R&D, including in support function costs continued to increase as expected and represented ~5% of 2022 revenue.
- Support function costs increased organically by **-€581** million, or **+8.2%** organic in 2022 but the Group was able to reduce the overall SFC to Sales ratio from 23.7% to 23.0%, improving by 90bps organic.

The Group continued to deliver on its structural savings and cost efficiency plan with savings of €203 million in 2022. The Group invested an additional €547 million on its strategic priorities in 2022 including R&D, digital and commercial footprint to support future growth. Additionally, the Group faced a significant headwind from inflation, which totaled €254 million in 2022.

Cumulatively in the period 2020–2022, the Group met its objective in delivering €1 billion of structural savings.

- The impact of foreign currency increased the adjusted EBITA by **+€333** million in 2022, including an IFRS technical adjustment for hyperinflation impact in Turkey and Argentina.
- 2022 performance resulted in a favorable mix effect of **+€49** million due to a strong improvement of Gross Margin in the Systems business (mainly coming from pricing) more than offsetting impacts from the relatively faster growth of Systems volumes compared to Products and lower growth at AVEVA.
- The impact from scope & others was **-€226** million in 2022, with net Scope impacts representing a small negative amount mainly associated with Russia, which is treated as a scope item in Q4.

(1) Organic change of adj. Net Income and adj. EPS is calculated after removal of impacts from Russia operations in both 2021 and 2022.

(2) Price on products and raw material impact.

## 1. 2022 Highlights

### Net income up +9%

Restructuring charges were **-€227 million** in 2022, €2 million higher than last year as the Group continued to implement its operational efficiency program to generate c.€1 billion of structural cost savings in the period 2020–2022. Cumulative restructuring charges over the same three-year period totaled €873 million.

Other operating income and expenses had an impact of **-€433 million**, consisting of -€287 million losses in relation to the exit from Russia (mostly write-off of net book value), -€180 million of M&A and integration costs, -€75 million impairment associated with the disposal of Transformer Plants in Poland and Turkey, partly offset by gains on other disposals made in the year. In 2021, other operating income and expenses had a small negative impact of -€21 million as gains on disposals mostly offset the costs of M&A and integration.

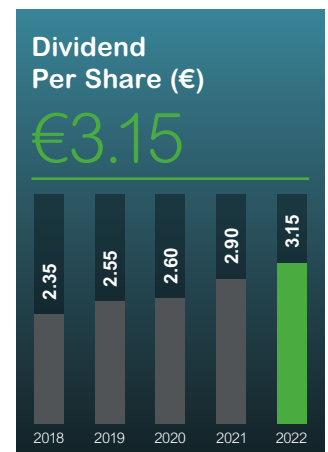
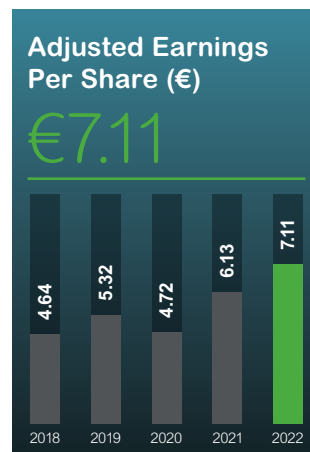
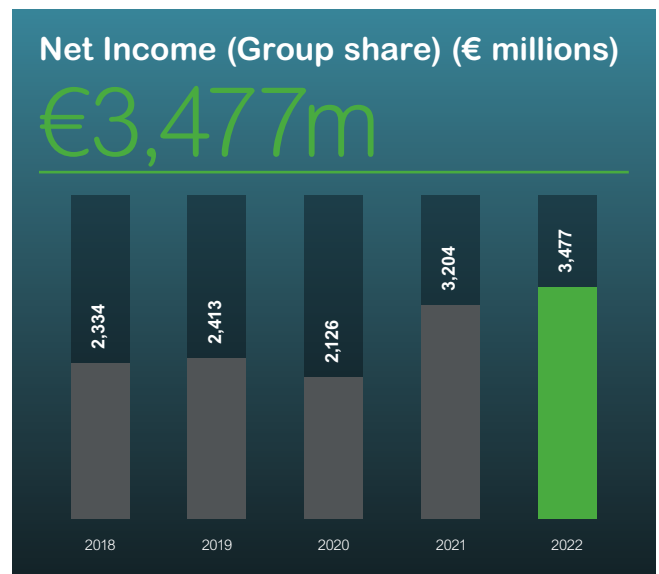
The amortization and impairment of intangibles linked to acquisitions was **-€424 million** compared to -€410 million last year. The increase was mostly due to OSIsoft with a full year of amortization in 2022, compared to 9 months in 2021.

Net financial expenses were **-€215 million**, €39 million higher than in 2021. The cost of debt was up slightly year-on-year, and additionally there was a negative FX impact on currencies where hedging is not possible.

Income tax amounted to **-€1,211 million**, higher than last year by €245 million as a function of the higher profit. The effective tax rate was 25.7%, higher due to the impact of the Russia disposal (ETR of 24.6% excluding Russia, in the expected range of 23%-25% and compared to 23.2% in 2021).

Share of profit on associates decreased to **+€29 million**, down -€55 million compared to last year. Net Income from Delixi was down -€29 million year-on-year, impacted by COVID-19 lockdowns in China and some softness in Residential buildings markets. The net result generated by Uplight was also down year-on-year.

As a result, Net Income (Group share) was **€3,477 million** in 2022, up +9% from 2021. The Adjusted Net Income was **€3,968 million** in 2022, up +16% vs. 2021.



### Energy Management

**20.4%**

Adjusted EBITA margin, up +40 bps organic.

### Industrial Automation

**18.9%**

Adjusted EBITA margin, up +30 bps organic.

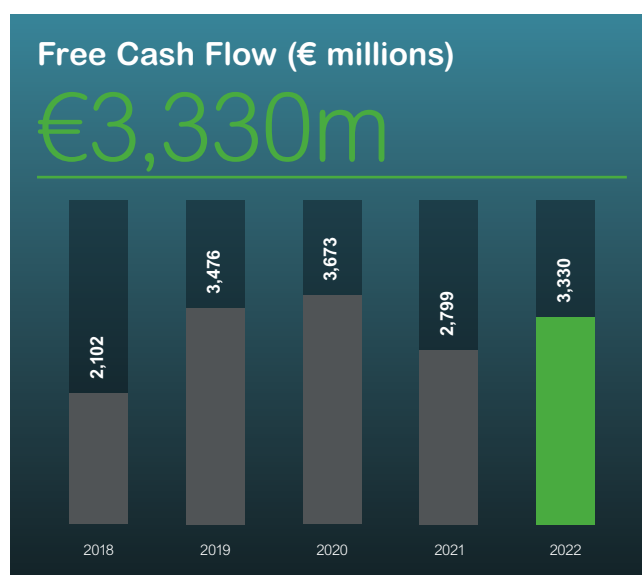


## Free Cash Flow reached €3.3 billion

The Group delivered Free Cash Flow of **€3,330 million**, primarily due to the P&L performance driving record operating cash flow of €5,393 million.

Trade working capital requirements continued to impact the free cash flow for the year, as the Group prioritized securing supply and delivery to customers in an overall strong demand environment. The trade working capital dynamic turned positive in H2 as expected, with easing of supply chain constraints supporting backlog execution and therefore a reduction in the inventory levels held.

Net capital expenditure of €1,024 million remained stable at ~3% of revenue, while R&D cash costs of €1,845 million represented 5.4% of 2022 revenue.



1.

## Balance Sheet Remains Strong

millions of euros	Dec. 31, 2022	Dec. 31, 2021
Total current and non-current financial liabilities	10,463	9,749
- of which Bonds	8,627	8,234
Cash and cash equivalents	-3,986	-2,622
<b>Net financial debt excluding purchase commitments over non-controlling interests</b>	<b>6,477</b>	<b>7,127</b>
Purchase commitments over non-controlling interests	4,748	176
<b>Net financial debt including purchase commitments over non-controlling interests</b>	<b>11,225</b>	<b>7,303</b>

Schneider Electric SE issued bonds totaling €1,100 million during 2022.

Schneider Electric's net debt at December 31, 2022 amounted to **€11,225 million** after payment of €1.8 billion to fulfill the 2021 dividend, net acquisitions of €0.3 billion, offset by the good Free Cash Flow performance of €3.3 billion.

The net debt was also impacted by a technical adjustment of €4.6 billion to reflect the commitment to purchase the minority shares in AVEVA, a transaction which closed on January 18, 2023. Adjusting to exclude the impact of such purchase commitments would result in a net debt of €6,477 million, comparable to the €7,127 million of the previous year end.

The Group remains committed to retaining its strong investment grade credit rating.

## Financial Strength

A-

Standard &amp; Poor's

**S&P Global**  
Ratings

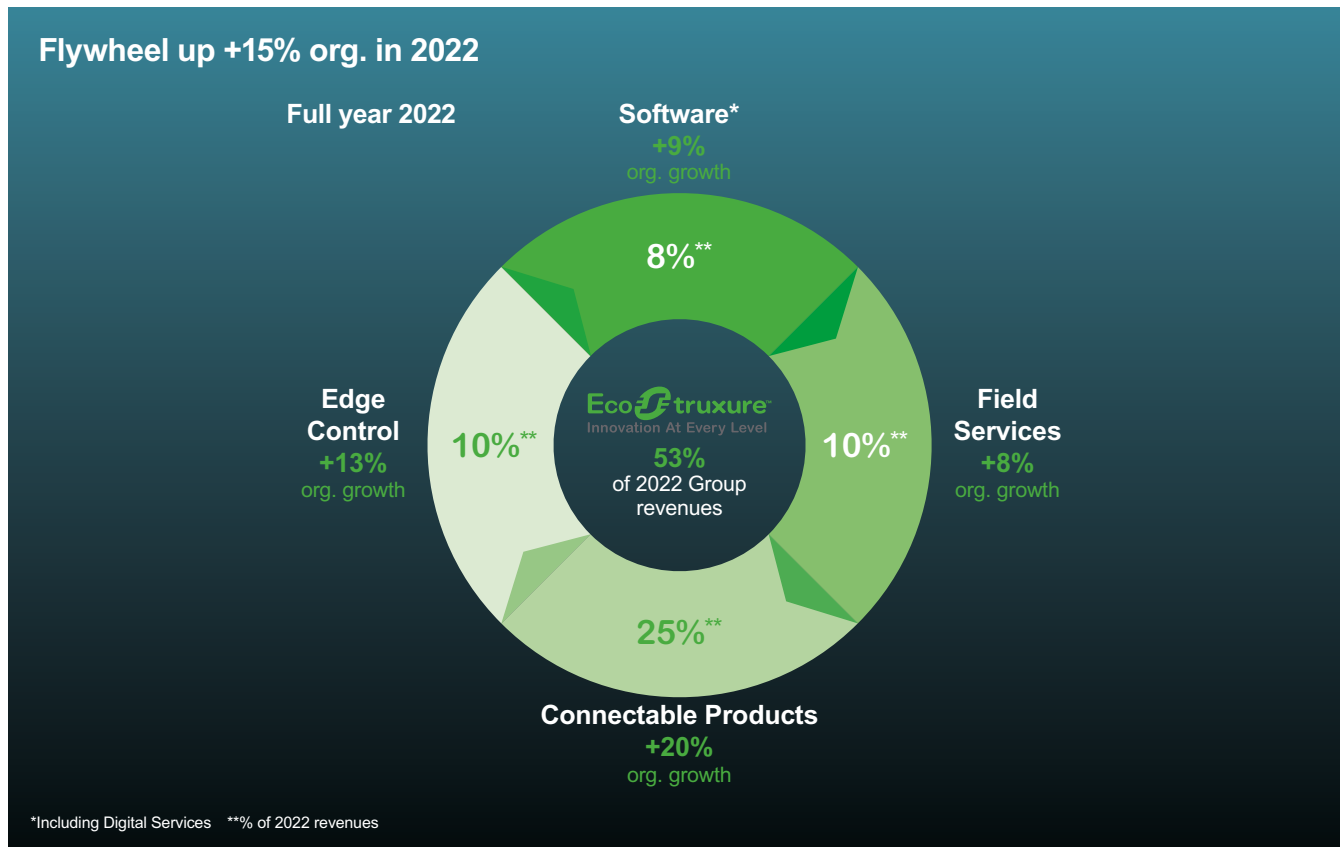
A3

Moody's

**MOODY'S**

### Making strong progress on our digital journey

Schneider Electric continues to make progress on its 'Digital Transformation @ Scale' to create unified software, user experience, data federation and AI as set out in the 2021 Capital Markets Day. This includes tracking the evolution of its digital flywheel where strong progress has been made against the targets set out in 2021. Schneider Electric is focused on growing recurring revenues which serve to deepen the relationship with customers across the lifecycle of their assets and installations, for the benefit of both parties over time.



2021 → 2022

Digital flywheel as % of Group revenues

c.50%

53%

Software & Services as % of Group revenues

c.18%

18%

Recurring revenue as % of Software & Services revenues

c.30%

36%

### Key achievements of the year

- Digital innovation driving strong growth in connectable products
- Good growth in Software and Digital Services despite transition to subscription at AVEVA
- Strong traction for efforts to make software and services revenues more recurring

## 1.3 2023 outlook & target

### Expected trends in 2023

- A continuation of strong and dynamic market demand, supported by secular trends of electrification, digitization and sustainability
- Demand in consumer-linked segments (Residential buildings, Distributed IT) to continue deceleration from highs, particularly in mature markets
- Government incentives across the world centered around energy transition, decarbonization and improved energy efficiency to further support growth
- Backlog execution to support growth
- Supply constraints expected to progressively ease; improving supply environment should support stronger underlying industrial productivity
- Some deceleration of inflationary pressure, though pockets of inflation expected to remain

### 2023 Target

The Group sets its 2023 financial target as follows:

#### 2023 Adjusted EBITA growth of between +12% and +16% organic.

The target would be achieved through a combination of organic revenue growth and margin improvement, currently expected to be:

- Revenue growth of **+9% to +11% organic**
- Adjusted EBITA margin up **+50bps to +80bps organic**

This implies Adjusted EBITA margin of **around 17.4% to 17.7%** (including scope based on transactions completed to-date and FX based on current estimation).

1.

## 2022–2024 targets and long-term ambitions as announced in 2021 Capital Markets Day

### 2022–2024 Targets:

- Organic revenue growth of between +5% to +8%, on average
- A yearly organic improvement of between +30 bps to +70 bps in adjusted EBITA margin
- c.€4 billion Free Cash Flow by 2024

### Longer-term ambitions:

- Organic revenue growth of 5%+ on average across the economic cycle
- Opportunity to further expand adjusted EBITA margin and Free Cash Flow beyond 2024: Operational leverage and continued evolution of business mix to positively impact margins

## 1.4 2022 Environmental & Social Impact

### Proud of 2022's sustainability achievements

The Schneider Sustainability Impact is a scorecard demonstrating that rapid and disruptive changes for a more sustainable world are possible across diverse, complex topics. We are committed to taking urgent action to co-create a brighter future aligned with the United Nations SDGs, and measuring our impact with transparency.

In 2022, the SSI achieved a great score of 4.91/10, exceeding its 4.70/10 target for the year, and is on track to achieve its 2025 ambition. This result represents the average progress of 10 SSI programs, ie excluding SSI #11 and exceptionnaly SSI #6 as 2022 is the baseline for this program.















Significant progress was notably achieved for SSI #9 with 5.5 million people provided with access to green electricity in 2022 alone (vs 4.2 in 2021). The Group also achieved the rapid transition of 45% of its packaging to plastic-free and recycled cardboard (SSI #5), compared to 21% one year before. The Decent Work program (SSI #6) was launched for the first year, with more than 500 suppliers committing to join the program and some 1.5% already meeting the expectations set by Schneider Electric. Lastly, progress against the nearly 200 local commitments taken in all markets where Schneider operates under SSI #11 can be consulted online, some examples are provided in the opposite page.

## SCHNEIDER SUSTAINABILITY IMPACT

# 4.91/10

vs 3.92 in 2021 and outperforming 4.70/10 target for 2022

### Schneider Sustainability Impact

6 Long-term Commitments	11+1 targets for 2021–2025	Baseline <sup>(1)</sup>	2022 Progress <sup>(2)</sup>	2025 Target
<b>Climate</b>   	1. Grow Schneider Impact revenues <sup>(3)</sup>	2019: 70%	72%	80%
	2. Help our customers save and avoid millions of tonnes of CO <sub>2</sub> emissions	2020: 263M	440M	800M
	3. Reduce CO <sub>2</sub> emissions from top 1,000 suppliers' operations	2020: 0%	10%	50%
<b>Resources</b>  	4. Increase green material content in our products	2020: 7%	18%	50%
	5. Primary and secondary packaging free from single-use plastic, using recycled cardboard	2020: 13%	45%	100%
<b>Trust</b>   	6. Strategic suppliers who provide decent work to their employees	2022: 1%	1%	100%
	7. Level of confidence of our employees to report unethical conduct	2021: 81%	+1pt	+10pts
<b>Equal</b>   	8. Increase gender diversity in hiring (50%), front-line management (40%) and leadership teams (30%) <sup>(4)</sup>	2020: 41/23/24 <sup>(4)</sup>	41/27/28	50/40/30
	9. Provide access to green electricity to 50M people	2020: 30M	+9.7M	50M
<b>Generations</b>   	10. Double hiring opportunities for interns, apprentices and fresh graduates	2019: 4,939	x1.33	x2.00
	11. Train people in energy management	2020: 281,737	397,864	1M
<b>Local</b>	+1. Country and Zone Presidents with local commitments that impact their communities	2020: 0%	100%	100%

(1) The baseline year is indicated in front of each SSI baseline performance.

(2) Each year, Schneider Electric obtains a "limited" level of assurance on methodology and progress from an independent third party verifier for all the SSI and SSE indicators (except SSI #11 and SSE #12 in 2022), in accordance with ISAE 3000 assurance standard (see Independent verifier's report on page 270). In addition, SSI #8 received a "reasonable" assurance level in 2022. Please refer to page 242 for the methodological presentation of each indicator. The 2022 performance is also discussed in more details in each section of this report.

(3) Per Schneider Electric definition and methodology. Note that for the reporting requirements under the European Taxonomy Regulation, please refer to pages 253 to 263.

(4) Calculation methodology for SSI #8 has been expanded in Q2 2022 to include blue collar managers in the scope of front line managers. Due to this methodological change, the 2020 baseline for front line managers has been recalculated to 23% instead of 25%.



# 2. Corporate Governance

## 2.1 Governance structure as of May 4, 2023

In accordance with the intention of the Board of Directors announced in 2021 to separate the functions of Chairman and Chief Executive Officer, the Board, at its meeting of February 15, 2023, has decided to implement a new governance structure that splits the office of Chairman from that of Chief Executive Officer as of May 4, 2023:

- Mr. Peter Herweck who was Chief Executive Officer of AVEVA, will succeed Mr. Jean-Pascal Tricoire as Chief Executive Officer of Schneider Electric, becoming responsible for the general management of the Company, as the sole executive corporate officer;
- Mr. Jean-Pascal Tricoire will remain as Chairman, at the unanimous request of the Board of Directors who wants to retain the benefit of his experience in significantly and successfully transforming the company over the past 20 years.

**“The Governance & Remunerations Committee, under the guidance of the Board of Directors, has conducted over the last four years a comprehensive robust process to propose a succession plan for the role of CEO. Several high-quality candidates were considered. Peter’s level of global operational experience, technology and software acumen, skills and personal qualities were assessed by the Board as being particularly in line with the Group’s strategy. His appointment was unanimously approved by the Board of Directors with Jean-Pascal Tricoire’s full support”.**

Fred Kindle, Vice-Chairman & Lead Independent Director

2.

Roles and Responsibilities		
Chairman	Vice-Chairman & Lead Independent Director	Chief Executive Officer
<ul style="list-style-type: none"><li>• Organizes and directs work of Board, presides over AGMs</li><li>• Supports the Company in its high-level relations with select stakeholders (notably in Asia), in coordination with CEO</li><li>• Promotes Company’s values and culture in particular in relation to Environmental, Social and Governance</li><li>• Advises CEO, notably on strategic, human capital and leadership development matters</li></ul>	<ul style="list-style-type: none"><li>• Consulted by the Chairman on agenda and sequence of events for Board meetings</li><li>• Has the ability to require that the Chairman convene a Board meeting</li><li>• Deals with any possible conflicts of interest</li><li>• Carries out annual assessments of the Board</li></ul>	<ul style="list-style-type: none"><li>• Has sole authority to bind the company toward third parties</li><li>• Defines and proposes the Strategy</li><li>• Manages the Company</li><li>• Runs the Business</li><li>• Develops human capital and leadership</li></ul>

### Mr. Peter Herweck, incoming Chief Executive Officer

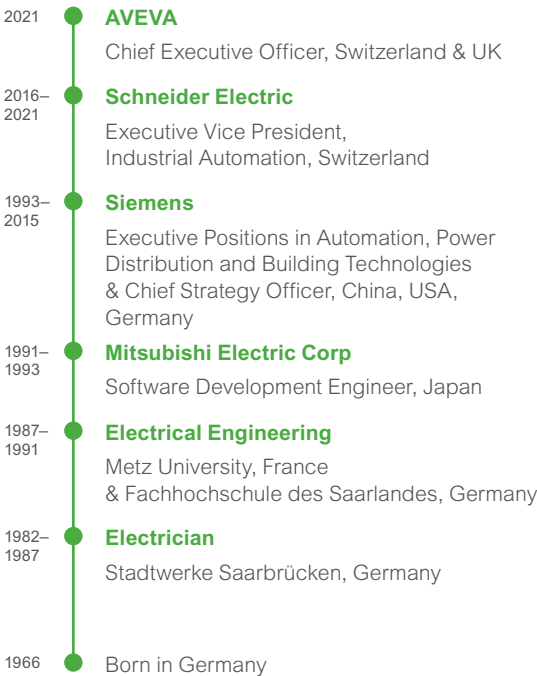


“Passionate about technology driving efficiency and sustainability, allowing both progress and decarbonization.”

- Multi-decade industry experience in Energy Management and Industrial Automation
- Technology focus – digital and software
- Diverse, cross-cultural mindset derived from leading teams in both mature and emerging markets

#### Biography

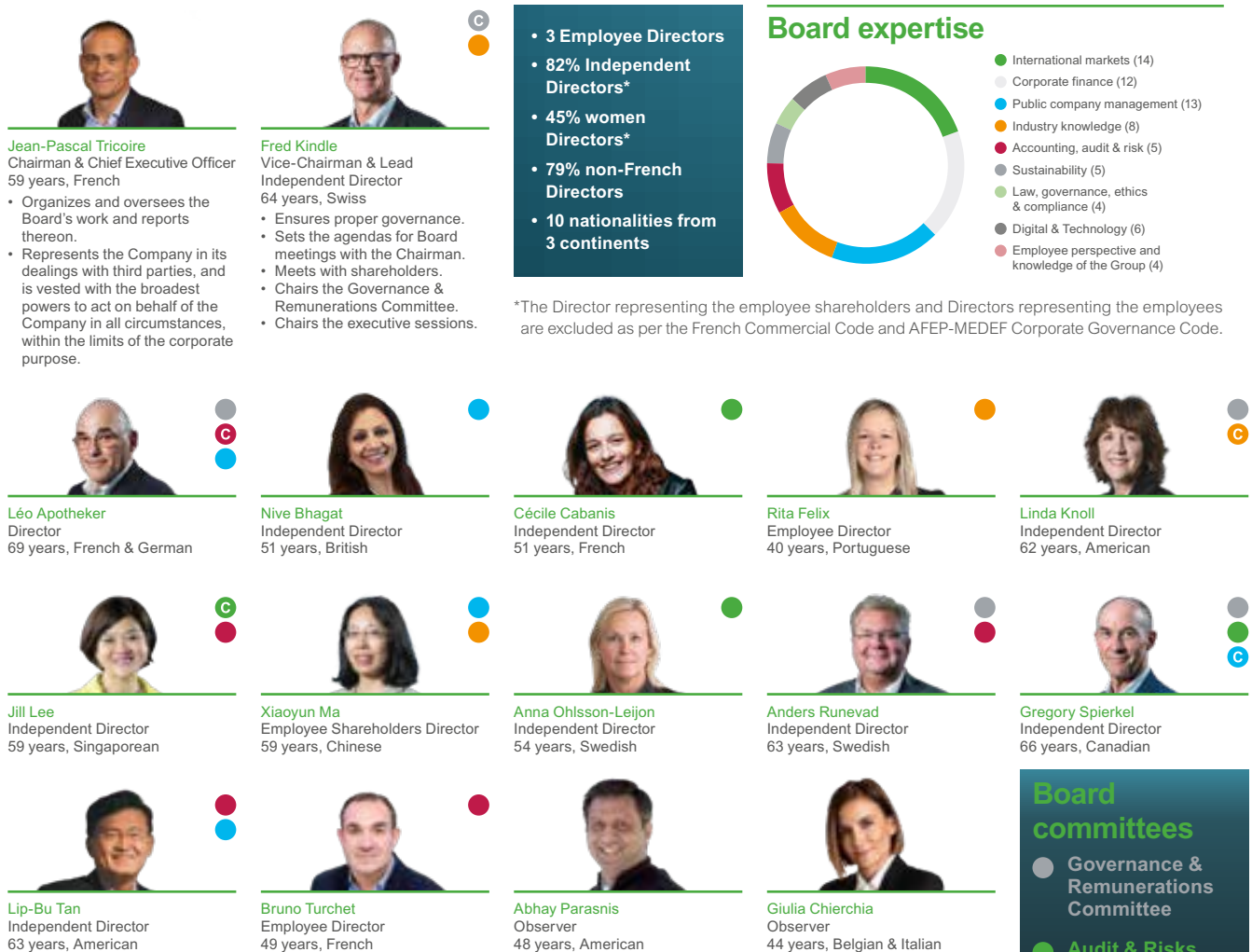
Mr. Peter Herweck joined Schneider Electric, where he successfully led the global Industrial Automation Business, in 2016 before being appointed as Chief Executive Officer of AVEVA. Mr. Peter Herweck started his career as software development engineer with Mitsubishi in Japan, later joining Siemens, where he held several executive positions in Automation, Power Distribution and Building Technologies, before becoming Chief Strategy Officer. Mr. Peter Herweck has a diverse, cross-cultural mindset, derived from leading teams in both mature and emerging markets. His passion for technology driving positive progress in term of energy efficiency for the world makes him a great candidate for the role of Chief Executive Officer of Schneider Electric.



# 2.2 Governance structure in 2022 and until May 3, 2023

## 2.2.1 Overview

As of March 28, 2023, the Board of Directors consisted of 14 Directors and 2 Observers. The appointment as Directors of Mr. Abhay Parasnis and Mrs. Giulia Chierchia, who joined the Board as Observers respectively on July 27, 2022 and February 15, 2023, will be submitted to shareholders at the Annual Shareholders' Meeting to be held on May 4, 2023.



## Activities of the Board in 2022

There were nine meetings (including a Strategy session of three days) with 97% average attendance.

### Business and financial results

Ongoing business, financial statements and information delivered to the market, and ESG strategy.

### Strategy and investment

Review of strategic priorities, including during the Strategy session, and authorization of significant acquisitions and disposals (over €250 million).

### Risks and compliance

Risk mapping, business continuity plan, and ethics & compliance framework.

### Corporate governance

Composition of the Board and its committees, succession plan for Corporate Officers, compensation of Corporate Officers, Long-term incentive plan, preparation of the Annual General Meeting.

## Board committees

- Governance & Remunerations Committee
- Audit & Risks Committee
- Investment Committee
- Digital Committee
- Human Resources & CSR Committee
- Committee Chair

## Board committees

### Governance & Remunerations Committee

9 meetings\*\*  
5 members  
80% independent  
93% average attendance

### Audit & Risks Committee

6 meetings\*\*  
4 members  
100% independent  
100% average attendance

### Investment Committee

2 meetings  
5 members  
75% independent\*  
100% average attendance

### Digital Committee

5 meetings\*\*  
5 members  
75% independent\*  
83% average attendance

### Human Resources & CSR Committee

6 meetings\*\*  
4 members  
100% independent\*  
100% average attendance

\* Excluding the Director representing the employee shareholders and Directors representing the employees. \*\* Including joint meeting with other committee.

## 2.2.2 Key information on the Board members

### Overview of the composition of the Board of Directors as of the date of this Universal Registration Document

Personal information					Position within the board				Attendance rate in 2022		Participation in Board committees				
Age	Gender	Nationality	Number of directorships in listed companies*	Number of Schneider Electric shares held	Independence	First appointment**	Term end	Seniority on the Board**	Board	Committee	Audit & Risks Committee	Governance & Remunerations Committee	Human Resources & CSR Committee	Investment Committee	Digital Committee
<b>Jean-Pascal Tricoire, Chairman &amp; Chief Executive Officer</b>															
59	M		2	840,147		2013	AGM 2025	9	100%	–					
<b>Fred Kindle, Vice-Chairman &amp; Lead Independent Director</b>															
64	M		2	40,000		2016	AGM 2024	6	100%	100%					
<b>Léo Apotheker, Non-independent Director</b>															
69	M		2	3,093		2008	AGM 2023	14	100%	90%					
<b>Nive Bhagat, Independent Director</b>															
51	F		1	200		2022	AGM 2026	<1	100%	75%					
<b>Cécile Cabanis, Independent Director</b>															
51	F		3	1,000		2016	AGM 2024	6	100%	100%					
<b>Rita Felix, Employee Director</b>															
40	F		1	144		2020	AGM 2024	2	100%	100%					
<b>Linda Knoll, Independent Director</b>															
62	F		3	1,000		2014	AGM 2026	8	100%	94%					
<b>Jill Lee, Independent Director</b>															
59	F		1	1,000		2020	AGM 2024	2	100%	100%					
<b>Xiaoyun Ma, Director representing the employee shareholders</b>															
59	F		1	36,201		2017	AGM 2025	5	89%	90%					
<b>Anna Ohlsson-Leijon, Independent Director</b>															
54	F		2	1,000		2021	AGM 2025	<1	89%	100%					
<b>Anders Runevad, Independent Director</b>															
63	M		3	1,000		2018	AGM 2026	4	78%	94%					
<b>Gregory Spierkel, Independent Director</b>															
66	M		3	1,000		2015	AGM 2023	7	100%	100%					
<b>Lip-Bu Tan, Independent Director</b>															
63	M		4	1,000		2019	AGM 2023	3	100%	90%					
<b>Bruno Turchet, Employee Director</b>															
49	M		1	810		2021	AGM 2025	1	100%	100%					
<b>Giulia Chierchia, Observer</b>															
44	F		1	0		–	–	–	–	–	–	–	–	–	–
<b>Abhay Paransis, Observer</b>															
48	M		2	1,000		–	–	–	–	–	–	–	–	–	–

\* Including Schneider Electric SE directorship.

\*\* As a Director or member of the Supervisory Board (if any, the period of presence at the Board as an Observer is not taken into account).

Governance & Remunerations Committee
 Audit & Risks Committee
 Investment Committee
 Digital Committee
 Human Resources & CSR Committee
 Committee Chair

## 2. Corporate Governance

### Changes in the composition of the Board of Directors in 2022 and until the date of this Universal Registration Document

	Name	Gender	Nationality	Date of appointment	Term end
Directors whose term of office was renewed at the 2022 AGM*	Linda Knoll	F		May 2014	AGM 2026
	Anders Runevad	M		April 2018	AGM 2026
Directors who left the Board of Directors in 2022	Willy R. Kissling	M		May 2002	AGM 2022
	Fleur Pellerin	F		April 2018	AGM 2022
Directors who joined the Board of Directors in 2022	Nive Bhagat	F		May 2022	AGM 2026
Observer who joined the Board of Directors in 2022 and early 2023	Abhay Parasnis	M		July 2022	AGM 2023
	Giulia Chierchia	F		February 2023	AGM 2023

\* Annual General Shareholders' Meeting.

### 2.2.3 Biographies of the Board members

#### List of directorships and other functions of the members of the Board of Directors as of the date of this Universal Registration Document

## Jean-Pascal Tricoire

Chairman & Chief Executive Officer of  
Schneider Electric SE

Age: 59 years

Nationality: French

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

840,147<sup>(1)</sup> Schneider Electric SE  
shares

Attendance rate at:  
Board meetings

100%

### Experience and qualifications

Jean-Pascal Tricoire has been successively Chairman of the Management Board and Chairman & CEO of Schneider Electric since 2006. Prior to that, he spent his early career with Alcatel, Schlumberger, and Saint-Gobain and joined the Schneider Electric Group (Merlin Gerin) in 1986. From 1988 to 2001, he occupied operational functions within Schneider Electric abroad, in Italy, China, South Africa and the US. He held corporate positions from 1999 to 2001 including Director in charge of Strategic Global Accounts and the strategic plan. From January 2002 to the end of 2003, he joined the Executive Committee as Executive Vice-President of Schneider Electric's International Division. In October 2003, he was appointed Deputy CEO before becoming Chairman of the Management Board of Schneider Electric SA on May 3, 2006. On April 25, 2013, following the change in mode of governance of the Company, he was appointed Chairman & CEO. Jean-Pascal Tricoire is a graduate of ESEO Angers and obtained an MBA from EM Lyon.

### Term of office

First appointed: 2013  
Current term started: 2021  
Term ends: 2025

### Current external directorships

#### Other directorships at listed companies:

Director of **Qualcomm, Inc.** (USA).

#### Other directorships:

Director of the Board of the United Nations Global Compact (USA); Member of the Board of Trustees of Northeastern University (USA).

### Other internal directorships:

Chairman of the Board of Directors of Schneider Electric Industries SAS (France); Director of Delixi Electric Ltd. (China); Director of Schneider Electric USA, Inc. (USA); Chairman of the Board of Directors of Schneider Electric Asia Pacific Ltd. (Hong Kong).

### Previous directorships

#### Previous directorships held in the past five years:

Co-Chairman of the France-China Business Committee;  
Chairman of the Board of Directors of Schneider Electric Holdings Inc. (USA).

### Skills

**Honorary Chairman:** Mr. Didier Pineau-Valencienne

(1) Held directly or through the FCPE.

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

#### Skills

Public Company Management

Corporate Finance

International Markets

Industry Knowledge

Sustainability

Law, Governance, Ethics & Compliance

Digital & Technology

Accounting, Audit & Risk

Employee perspective and knowledge of the Group





### Fred Kindle\*

Vice-Chairman & Lead Independent Director of Schneider Electric SE

Age: 64 years

Nationality: Swiss

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

40,000 Schneider Electric SE shares

#### Board committees



#### Attendance rate at:

Board meetings      Committee meetings

100%      100%

#### Experience and qualifications

Fred Kindle, who currently is the Vice-Chairman & Lead Independent Director of Schneider Electric SE, is the former CEO of ABB. He began his career in the Marketing Department of Hilti AG in Liechtenstein from 1984 to 1986. From 1988 to 1992, he worked as a consultant at McKinsey & Company in New York and Zurich. He then joined Sulzer AG in Switzerland where he held various management positions. In 1999, he was appointed CEO of Sulzer Industries and in 2001, he became CEO of Sulzer AG. After joining ABB Ltd in 2004, Fred Kindle was appointed CEO of the ABB Group, a position which he held until 2008. He then became a partner at Clayton, Dubilier & Rice LLC, a private equity fund based in London and New York. He is now an independent consultant and Director at several companies. Board member of Schneider Electric SE since 2016, he was appointed Vice-Chairman & Lead Independent Director in April 2020. Fred Kindle graduated from the Swiss Federal Institute of Technology (ETH) in Zurich and holds an MBA from Northwestern University, Evanston, USA.

#### Term of office

First appointed: 2016

Current term started: 2020

Term ends: 2024

#### Current external directorships

##### Other directorships at listed companies:

Chairman of the Board of Directors of **VZ Holding AG** (Switzerland).

##### Other directorships:

None.

#### Previous directorships

##### Previous directorships held in the past five years:

Director of **Stadler Rail AG** (Switzerland); Director of **Exova Plc.** (United Kingdom); Partner of **Clayton Dubilier & Rice LLC** (USA); Chairman of the Board of Directors of **Exova Group Plc.** (United Kingdom); Chairman of the Board of Directors of **BCA Marketplace Plc.** (United Kingdom); Director of **Rexel SA** (France); Member of the Development committee of the Royal Academy of Engineering (London); Vice-Chairman of **Zurich Insurance Group Ltd.** (Switzerland); Chief Executive Officer of **Kinon AG** (Switzerland).

#### Skills



### Léo Apotheker

Company Director

Age: 69 years

Nationality: French/German

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

3,093 Schneider Electric SE shares

#### Board committees



#### Attendance rate at:

Board meetings      Committee meetings

100%      90%

#### Experience and qualifications

Léo Apotheker, former CEO of SAP and Hewlett-Packard, began his career in 1978 in Management Control. He then held management and executive responsibilities in several firms specializing in information systems including SAP France & Belgium, where he was Chairman and CEO between 1988 and 1991. Léo Apotheker was founding Chairman and CEO of ECsoft. In 1995, he returned to SAP and, after various appointments within SAP as Regional Director, he was appointed in 2002 as a member of the Executive Committee and President of Customer Solutions & Operations, then in 2007 as Deputy CEO of SAP AG and in 2008 CEO of SAP AG. In 2010, he became President & CEO of Hewlett-Packard, a position he held until the fall of 2011. Board member of Schneider Electric SE since 2008, Léo Apotheker served as Vice-Chairman & Lead Independent Director from 2014 to April 2020. In 2020, he launched a SPAC (Special Purpose Acquisition Company) called Burgundy Technology Acquisition Corporation, listed on the Nasdaq Capital Market, which intends to focus on public and private opportunities in the technology sector, particularly companies in enterprise software or technology-enabled services. Léo Apotheker graduated with a degree in International Relations and Economics from the Hebrew University in Jerusalem.

#### Term of office

First appointed: 2008

Current term started: 2021

Term ends: 2023

#### Current external directorships

##### Other directorships at listed companies:

Director of **NICE-Systems Ltd** (Israel).

##### Other directorships:

Chairman of Synchron International AB (Sweden); Director of P2 Energy Solutions (USA); Director of MercuryGate (USA), Director Eudonet (France).

#### Previous directorships

##### Previous directorships held in the past five years:

Chairman and Co-CEO of **Burgundy Technology Acquisition Corporation** (USA); Chairman of the Board of Directors of Unit 4 NV (Netherlands); Director of Taulia (USA); Chairman of the Supervisory Board of Signavio GmbH (Germany); Director and Chairman of the Board of KMD A.S. (Denmark); Member of the Supervisory Board of **Steria** (France).

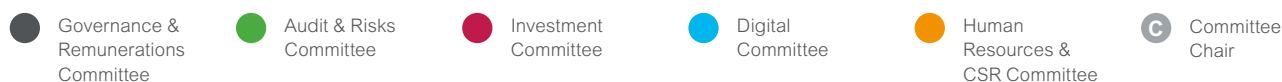
#### Skills



\* An independent Director within the meaning of the AFEP-MEDEF Corporate Governance Code.

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

#### Board committees



## 2. Corporate Governance



### Nive Bhagat\*

Chief Executive Officer Cloud  
Infrastructure Services of CapGemini

Age: 51 years  
Nationality: British  
Business address: CapGemini,  
40 Holborn Viaduct, London, EC1N,  
United Kingdom  
200 Schneider Electric SE shares

#### Board committees



Attendance rate at:  
**Board**      **Committee**  
**meetings**   **meetings**  
**100%**   **75%**

#### Experience and qualifications

Nivedita Krishnamurthy Bhagat, also known as Nive Bhagat, is currently Global Chief Executive Officer for Global Cloud Infrastructure Services of Capgemini and a member of its Group Executive Committee. Nive began her career in articling with PricewaterhouseCoopers before joining KPMG's Corporate Finance team. She later joined Infosys Technologies where she held several leadership positions including Head of Enterprise Solutions EMEA and head of its Proximity Development Centre in London. In 2010, Nive joined Capgemini and held senior executive positions including Chief Operating Officer of its Application Business in the UK and European Head of the Cloud Infrastructure Services business before taking her current global position of leading Capgemini's global Cloud, Cyber and Infrastructure business. Nive has a Bachelor's degree in Economics and is a Chartered Accountant from the Institute of Chartered Accountants of India.

#### Term of office

First appointed: 2022  
Term ends: 2026

#### Current external directorships

##### Other directorships at listed companies:

None.

##### Other directorships:

Director of Capgemini UK plc. (United Kingdom);  
CGS Holdings Ltd. (United Kingdom); and Capgemini  
Outsourcing Services GmbH (Germany).

#### Previous directorships

##### Previous directorships held in the past five years:

Non-executive Director of **Mitie Plc.** (United Kingdom);  
Member of Audit & Nomination Committees of **Mitie Plc.**  
(United Kingdom).

#### Skills



### Cécile Cabanis\*

Deputy Chief Executive Officer of  
Tikehau Capital

Age: 51 years  
Nationality: French  
Business address: Tikehau Capital,  
32 rue de Monceau, 75008 Paris, France  
1,000 Schneider Electric SE shares

#### Board committees



Attendance rate at:  
**Board**      **Committee**  
**meetings**   **meetings**  
**100%**   **100%**

#### Experience and qualifications

Cécile Cabanis is currently Deputy Chief Executive Officer of Tikehau Capital. She began her career in 1995 at L'Oréal in South Africa, where she worked as Logistics Manager and Head of Management Control before working in France as an internal auditor. In 2000, she joined Orange as Assistant Director in the Group's Mergers-Acquisitions Division. Cécile Cabanis move to Danone in 2004 as Corporate Financial Officer, then Head of Development.

In 2010, she was appointed Chief Financial Officer of the Fresh Dairy Products Division. From 2015 to February 2021, she has been Danone's Chief Financial Officer Technology & Data, Cycles & Procurement. Cécile Cabanis has been a member of the Board of Directors of Danone SA (from 2018 to 2022) and served as Vice-Chairwoman (from December 2020 to April 2022). In 2021, she joined Tikehau Capital and serves as Deputy Chief Executive Officer of the Group where she oversees the Human Capital, ESG/CSR, Communications and Brand Marketing functions of the Group. Cécile Cabanis is an engineer graduated from Agro Paris Grignon.

#### Term of office

First appointed: 2016  
Current term started: 2020  
Term ends: 2024

#### Current external directorships

##### Other directorships at listed companies:

Deputy Chief Executive Officer of **Tikehau Capital**  
(France); Member of the Supervisory Board of **Unibail-Rodamco-Westfield SE**.

##### Other directorships:

Vice-Chairwoman, member of the Supervisory Board of Mediawan (France); Member of the Supervisory Board of Société Editrice du Monde (France); Director of France Médias Monde.

#### Previous directorships

##### Previous directorships held in the past five years:

Vice-Chairwoman of the Board of Directors of **Danone SA** (France); Director of Michel et Augustin SAS (France); Chairwoman and member of the Board of Directors of Livelihoods Fund (SICAV, Luxembourg); Chairwoman and Director of **2MXOrganic** (France); Director of Central Danone (Morocco), Fromagerie des Doukkala (Morocco), Danone Djurdura (Algeria), Produits Laitiers Frais Iberia (Spain), Danone SA (Spain), Compagnie Gervais Danone (France), Dan Trade (Russia), Danone Limited (United Kingdom), Danone Industria LLC (Russia), JSC Danone Russia (Russia), Danonewave (Public Benefit Corporation – USA); Member of the Supervisory Board of Danone Sp.z.o.o (Poland); Toeca International Company B.V. (the Netherlands); Chief Executive Officer of Danone CIS Holdings B.V.

#### Skills



\* An independent Director within the meaning of the AFEP-MEDEF Corporate Governance Code.  
Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

#### Skills

☆ Public Company  
Management

€ Corporate Finance

🌐 International Markets

🔗 Industry Knowledge

🌱 Sustainability

📋 Law, Governance, Ethics &  
Compliance

💻 Digital & Technology

📊 Accounting, Audit & Risk

👥 Employee perspective and  
knowledge of the Group



### Rita Felix

Market Segmentation and Competitive Intel Leader

Age: 40 years

Nationality: Portuguese

Business address: Schneider Electric, Av. do Forte 3, Ed. Suécia IV, Piso 3, 2794-038 Carnaxide, Portugal

144<sup>(1)</sup> Schneider Electric SE shares

#### Board committees



#### Attendance rate at:

Board meetings Committee meetings

100% 100%

#### Experience and qualifications

Rita Felix has been an Employee Director designated by the European Work Council since 2020. She began her career in consulting at Deloitte, where she worked from 2006 to 2008. After that she joined the Marketing Department of COSEC (a credit insurance company partially owned by Euler Hermes). Rita Felix came to Schneider Electric Portugal in 2012 as Business Excellence. In 2017, she was appointed Project Management Officer (PMO) for Global Marketing, International Operations at Schneider Electric Group. Since 2021 she has been working as a PMO, Inside Sales Director and, more recently as Market and Competitive Intelligence leader. Since July 2020, she was designated Director representing the employees of Schneider Electric SE. Rita Felix is graduated from ISCTE – IUL (University Institute of Lisbon) including six months in the Vrije Universiteit (Amsterdam). She also holds a master's degree in Marketing Management (2012). She has attended the High-Performance Boards (IMD Business School, 2020), Strategy in the Age of Digital Disruption (INSEAD, 2021) and more recently Digital Transformation Foundations program (IMD Business School, 2022).

#### Term of office

First appointed: 2020

Term ends: 2024

#### Current external directorships

Other directorships at listed companies:

None.

Other directorships:

None.

#### Previous directorships

Previous directorships held in the past five years:

None.

#### Skills



### Linda Knoll\*

Company Director

Age: 62 years

Nationality: American

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

1,000 Schneider Electric SE shares

#### Board committees



#### Attendance rate at:

Board meetings Committee meetings

100% 94%

#### Experience and qualifications

Linda Knoll, currently Company Director, is the former Chief Human Resources Officer of Fiat Chrysler Automobiles. After a career in the Land Systems Division of General Dynamics, Linda Knoll joined CNH Industrial in 1994. She held various operating positions there, culminating in her appointment to multiple senior management positions. In 1999, she became Vice-President and General Manager of the company's Global Crop Production business unit. From 2003 to 2005, she was Vice-President for North America Agricultural Industrial Operations. She then served as Executive Vice-President for Worldwide Agricultural Manufacturing until 2007, managing 20 plants in 10 countries, before being appointed Executive Vice-President Agricultural Product Development, and President Parts and Service (ad interim). She served as Chief Human Resources Officer in CNH Industrial (from 2007 to 2019) and Fiat Chrysler Automobiles (from 2011 to March 2021). Linda Knoll holds a Bachelor of Science Degree in Business Administration from Central Michigan University.

#### Term of office

First appointed: 2014

Current term started: 2022

Term ends: 2026

#### Current external directorships

Other directorships at listed companies:

Director of **Astec Industries, Inc.** (USA); Director of **Iveco Group N.V.** (Netherlands).

Other directorships:

None.

#### Previous directorships

Previous directorships held in the past five years:

Director of Comau S.p.A.; Chief Human Resources Officer and member of the Group Executive Council of **Fiat Chrysler Automobiles N.V.** (Netherlands); Chief Human Resources Officer and member of the Group Executive Council of **CNH Industrial N.V.** (Netherlands).

#### Skills



\* An independent Director within the meaning of the AFEP-MEDEF Corporate Governance Code.

(1) Held directly or through the FCPE.

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

#### Board committees



Governance & Remunerations Committee



Audit & Risks Committee



Investment Committee



Digital Committee



















Human Resources & CSR Committee



Committee Chair

## 2. Corporate Governance

 <p><b>Jill Lee*</b> Company Director</p> <p>Age: 59 years Nationality: Singaporean Business address: Schneider Electric, 35, rue Joseph Monier, 92500 Rueil-Malmaison, France 1,000 Schneider Electric SE shares</p> <p><b>Board committees</b></p> <p> </p> <p><b>Attendance rate at:</b></p> <table> <tr> <th>Board meetings</th> <th>Committee meetings</th> </tr> <tr> <td>100%</td> <td>100%</td> </tr> </table>	Board meetings	Committee meetings	100%	100%	<p><b>Experience and qualifications</b></p> <p>Jill Lee is a non-executive director of PSA International, a global port group headquartered in Singapore. She was the Group Chief Financial Officer and a member of the Executive Committee of Sulzer Ltd from 2018 to 2022. Beginning her executive career in Singapore in 1986 with AT&amp;T, Tyco Electronics and Siemens, Lee went on to build an international career where she spent several years heading CFO functions in China, followed by global strategic positions in Germany and Switzerland. During her two-decade career up to 2010 in Siemens, Lee's leadership roles included Country CFO and Senior Vice-President of Siemens in Singapore, Regional CFO and Senior Executive Vice-President of Siemens in China, as well as Group Chief Diversity Officer. Later, Lee was the Senior Vice-President, Finance, Strategy and Investments for Neptune Orient Lines in Singapore (2010 to 2011). From 2012 to 2018, Lee held leadership positions in ABB, including Regional CFO and Senior Vice-President for ABB China and North Asia as well as Head of Next Level Program Management and Group Senior Vice-President of ABB. In terms of non-executive directorships, Lee was previously a member on the board of Sulzer Ltd (2011–2018), Signify N.V. (2017–2020) and medmix Ltd (2021–2022), and she had been the chairperson of the Audit Committee on all three boards. Lee holds a Bachelor's Degree of Business Administration from National University of Singapore and an MBA from Nanyang Technological University in Singapore.</p> <p><b>Term of office</b></p> <p>First appointed: 2020 Term ends: 2024</p> <p><b>Current external directorships</b></p> <p><b>Other directorships at listed companies:</b> None.</p> <p><b>Other directorships:</b> Non-executive Director of 65 Equity Partners Pte Ltd (Singapore); Non-executive Director of PSA International (Singapore); Advisory Board Member of Nanyang Business School (Singapore); Foundation Board Member of IMD Business School (Switzerland) (both being advisory roles for the university with maximum of two meetings per year).</p> <p><b>Previous directorships</b></p> <p><b>Previous directorships held in the past five years:</b> Non-executive Director of <b>medmix Ltd</b> (Switzerland); Member of the Supervisory Board of <b>Signify N.V.</b> (formerly Philips Lighting, Netherlands); Non-executive Director of <b>Sulzer Ltd</b> (Switzerland).</p> <p><b>Skills</b></p> <p>    </p>
Board meetings	Committee meetings				
100%	100%				
 <p><b>Xiaoyun Ma</b> Chief Financial Officer for Schneider Electric's China Operations</p> <p>Age: 59 years Nationality: Chinese Business address: Schneider Electric, 8F, Schneider Electric Building, No. 6, East WangJing Rd. Chaoyang District Beijing 100102, China 36,201<sup>(1)</sup> Schneider Electric SE shares</p> <p><b>Board committees</b></p> <p> </p> <p><b>Attendance rate at:</b></p> <table> <tr> <th>Board meetings</th> <th>Committee meetings</th> </tr> <tr> <td>89%</td> <td>90%</td> </tr> </table>	Board meetings	Committee meetings	89%	90%	<p><b>Experience and qualifications</b></p> <p>Xiaoyun Ma, currently Director representing the Employee Shareholders, is the Chief Financial Officer for Schneider Electric's China Operations, in charge of China daily finance operations, organization, simplification and internal digital transformation. Graduated from top Chinese universities and holding a Chinese Public Accountant Certificate, she started her career as a finance professional at an audit firm (PwC). She joined Schneider Electric in 1997 as the Controller of Schneider (Beijing) Medium Voltage Co., Ltd. in Beijing China. Since then, she has worked in many different controller and Chief Financial Officer positions, covering manufacturing, supply chain and front office, in the China and Asia Pacific zone, while getting an MBA from New York City University in 2004.</p> <p><b>Term of office</b></p> <p>First appointed: 2017 Current term started: 2021 Term ends: 2025</p> <p><b>Current external directorships</b></p> <p><b>Other directorships at listed companies:</b> None.</p> <p><b>Other directorships:</b> Chairwoman of the Board of Directors of Schneider Electric IT (China) Co., Ltd.; Vice-Chairwoman of the Board of Directors of Beijing BipBop Efficiency and Automation Application Technology Center (China); Director of Full Excel (Hong Kong) Limited (Hong Kong), Schneider Electric (China) Co., Ltd., Schneider Shanghai Power Distribution Electrical Apparatus Co., Ltd., Schneider Shanghai Low Voltage Terminal Apparatus Co., Ltd., Schneider Shanghai Industrial Control Co., Ltd., Schneider Busway (Guangzhou) Ltd., Schneider (Beijing) Low Voltage Co., Ltd. (formerly known as Schneider (Beijing) Medium and Low Voltage Co., Ltd.), Schneider Merlin Gerin Low Voltage (Tianjin) Co., Ltd., Schneider Shanghai Apparatus Parts Manufacturing Co., Ltd., Schneider Wingoal (Tianjin) Electric Equipment Co., Ltd., Shanghai ASCO Electric Technology Co., Ltd. (formerly known as Schneider Automation Solutions (Shanghai) Co., Ltd.), Schneider (Shaanxi) Baoguang Electrical Apparatus Co., Ltd., Schneider Switchgear (Suzhou) Co., Ltd., Schneider Smart Technology Co., Ltd.; Supervisor of Zircon Investment (Shanghai) Co. Ltd.(China).</p> <p><b>Other directorships or functions outside Schneider Electric Group:</b> Vice-Chairwoman of the Board of Directors of Sunten Electric Equipment Co., Ltd. (China).</p> <p><b>Previous directorships</b></p> <p><b>Previous directorships held in the past five years:</b> Chairwoman of the Board of RAM Electronic Technology and Control (Wuxi) Co., Ltd. and Schneider Electric Trading (Wuhan) Co., Ltd.; Vice-Chairwoman of the Board of Directors of Schneider Electric (Xiamen) Switchgear Co., Ltd., Schneider Electric (Xiamen) Switchgear Equipment Co., Ltd. and Jingxin Hongde (Beijing) Technology Co., Ltd. (formerly known as Citic Schneider Smart Building Technology (Beijing) Co., Ltd.); Director of Telvent Control Systems (China) Co., Ltd., Schneider Automation &amp; Control Systems (Shanghai) Co., Ltd., Ennovation Systems Control Co., Ltd., Schneider (Suzhou) Transformer Co., Ltd., Telvent-BBS High &amp; New Tech (Beijing) Co., Ltd., Beijing Leader Harvest Electric Technologies Co., Ltd., Schneider Electric Equipment and Engineering (Xi'an) Co., Ltd., Shanghai Foxboro Co., Ltd., Shanghai Invensys Process Systems Co., Ltd., Schneider Great Wall Engineering (Beijing) Co., Ltd., Tianjin Merlin Gerin Co., Ltd., Schneider (Beijing) Medium Voltage Co., Ltd., Shanghai Schneider Electric Power Automation Co., Ltd., Tianjin Wingoal Electric Equipment Co., Ltd., Schneider South China Smart Technology (Guangdong) Co. Ltd. and Clipsal Manufacturing (Huizhou) Co., Ltd.; Executive Director of Beijing Leader Harvest Energy Efficiency Investment Co., Ltd. (China).</p> <p><b>Skills</b></p> <p>    </p>
Board meetings	Committee meetings				
89%	90%				

\* An independent Director within the meaning of the AFEP-MEDEF Corporate Governance Code.

(1) Held directly or through the FCPE.

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

### Skills

 Public Company Management

 Corporate Finance

 International Markets


 Industry Knowledge

 Sustainability

 Law, Governance, Ethics & Compliance

 Digital & Technology

 Accounting, Audit & Risk

 Employee perspective and knowledge of the Group





### Anna Ohlsson-Leijon\*

Chief Commercial Officer of Electrolux Group and Executive Vice-President of AB Electrolux

Age: 54 years

Nationality: Swedish

Business address: AB Electrolux, St Göransgatan 143, 105 45 Stockholm, Sweden

1,000 Schneider Electric SE shares

#### Board committees



#### Attendance rate at:

Board meetings	Committee meetings
89%	100%

#### Experience and qualifications

Anna Ohlsson-Leijon is currently Chief Commercial Officer of Electrolux Group and Executive Vice-President of AB Electrolux. Anna Ohlsson-Leijon began her career in 1993 at PricewaterhouseCoopers where she held various positions advising high-tech, industrial and media companies. In 2000, she joined Kimoda, an e-commerce platform, as Chief Financial Officer, before joining in 2001 AB Electrolux (Sweden) as Director of Project Management. Anna Ohlsson-Leijon then held various senior positions in corporate functions including Director Internal Audit & Global Program Manager Sarbanes-Oxley Act from 2003 to 2005, Head of Management Assurance & Special Assignments until 2008, Group Treasurer until 2011, Head of Corporate Control & Services until 2013 and Chief Financial Officer Major Appliance EMEA thereafter. She was then promoted to Chief Financial Officer of AB Electrolux in 2016 before taking the position as Chief Executive Officer Europe and Executive Vice-President of AB Electrolux in 2018. In 2022 she was promoted to Chief Commercial Officer for the Group. Anna Ohlsson-Leijon holds a Bachelor of Sciences Degree in Business Administration and Economics from Linköping University (Sweden).

#### Term of office

First appointed: 2021

Term ends: 2025

#### Current external directorships

##### Other directorships at listed companies:

Director of **Atlas Copco AB** (Sweden).

##### Other directorships:

None.

#### Previous directorships

##### Previous directorships held in the past five years:

Director of **Alfa Laval AB** (Sweden).

#### Skills



### Anders Runevad\*

Company Director

Age: 63 years

Nationality: Swedish

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

1,000 Schneider Electric SE shares

#### Board committees



#### Attendance rate at:

Board meetings	Committee meetings
78%	94%

#### Experience and qualifications

Anders Runevad, currently Company Director, is the former CEO of Vestas Wind Systems A/S. He started his career at Ericsson in 1984 as a Design Engineer before holding various management positions in Sweden, Singapore, Brazil, UK and USA. In 1998, he was appointed President of Ericsson Singapore. From 2000 to 2004, he served as Vice-President Sales and Marketing of Ericsson Mobile Communications AB. In 2004, he was appointed President of Ericsson Brazil. From 2007 until 2010, he served as Executive Vice-President and member of the Board at Sony Ericsson Mobile Communications AB. He then became President of Western & Central Europe at Telefonaktiebolaget LM Ericsson (public company) in 2010. In 2013, he left Ericsson to join Vestas Wind Systems A/S as Chief Executive Officer and Group President, a position from which he stepped down in 2019. Anders Runevad holds a Master of Science Degree in Electrical Engineering from the University of Lund (Sweden), where he also studied business and economy.

#### Term of office

First appointed: 2018

Current term started: 2022

Term ends: 2026

#### Current external directorships

##### Other directorships at listed companies:

Vice-Chairman of the Board of **Vestas Wind Systems A/S** (Denmark); Chairman of the Board of **Peab AB** (Sweden).

##### Other directorships:

Director of Copenhagen Infrastructure Partners (CIP) (Denmark); Chairman of the Board PGA National Sweden (Sweden).

#### Previous directorships

##### Previous directorships held in the past five years:

Director of **Nilfisk Holding A/S** (Denmark); President & CEO of **Vestas Wind Systems A/S** (Denmark); Member of the General Council of the Confederation of Danish Industry; Member of the Industrial Policy Committee of the Confederation of Danish Industry Director of **NKT A/S** (Denmark) (2018).

#### Skills



\* An independent Director within the meaning of the AFEP-MEDEF Corporate Governance Code.

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

#### Board committees



## 2. Corporate Governance



### Gregory Spierkel\*

Company Director

Age: 66 years

Nationality: Canadian

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

1,000 Schneider Electric SE shares

#### Board committees



#### Attendance rate at:

Board meetings Committee meetings

100% 100%

#### Experience and qualifications

Gregory Spierkel, now Company Director, is the former CEO of Ingram Micro Inc. He began his career working for Bell Canada in sales and product development, followed by a period with Nortel Inc. in market research. For four years, he served as Managing Director of Mitel Telecom with responsibilities over Europe and Asia. He then spent five years at Mitel Corp. where he served as President of North America and President of Global Sales and Marketing. In August 1997, he joined Ingram Micro as a Senior Vice-President Asia-Pacific. In June 1999, he was appointed as Executive Vice-President and President of Ingram Micro Europe. He was promoted to President of the Ingram Micro Inc. Group in 2004, before assuming the role of CEO of Ingram Micro Inc. from 2005 to 2012. Gregory Spierkel holds a Bachelor's Degree in Commerce from Carleton University (Ottawa) and a Master's Degree in Business Administration from Georgetown University. He also attended the Advanced Manufacturing program at INSEAD.

#### Term of office

First appointed: 2015

Current term started: 2019

Term ends: 2023

#### Current external directorships

Other directorships at listed companies:

Director of **MGM Resorts International (USA)**; Director of **PACCAR Inc. (USA)**.

#### Other directorships:

Member of McLaren Advisory Group (McLaren Technology Group) (United Kingdom).

#### Previous directorships

Previous directorships held in the past five years:

None.

#### Skills



### Lip-Bu Tan\*

Chairman of Cadence Design Systems, Inc.

Age: 63 years

Nationality: American

Business address: One California Street,  
Suite 1750, San Francisco, CA 94111,  
United States

1,000 Schneider Electric SE shares

#### Board committees



#### Attendance rate at:

Board meetings Committee meetings

100% 90%

#### Experience and qualifications

Lip-Bu Tan is currently Executive Chairman of Cadence Design Systems, Inc. from which he retired as Chief Executive Officer in 2021 and will retire as Chairman in 2023 as he announced he will not seek re-election to the Board at the 2023 Annual Meeting (<https://d18rn0p25nwr6d.cloudfront.net/CIK-0000813672/cd2ef8b8-abb5-4620-a08d-c5c49565fc6c.pdf>). Lip-Bu Tan held management positions at EDS Nuclear and ECHO Energy before being Vice-President of Chappell & Co. He also serves as Chairman of Walden International, a venture capital firm he founded in 1987. After joining the Board of Cadence Design Systems, Inc. in 2004, Lip-Bu Tan was appointed as CEO in 2009, a position that he held until December 2021. At that time, he transitions to his current role of Executive Chairman of Cadence Design Systems, Inc. He holds a Master of Science Degree in Nuclear Engineering from the Massachusetts Institute of Technology, an MBA from the San Francisco University, and a Bachelor of Science Degree from the Nanyang University of Singapore.

#### Term of office

First appointed: 2019

Term ends: 2023

#### Current external directorships

Other directorships at listed companies:

Chairman of **Cadence Design Systems, Inc.<sup>1</sup> (USA)**, Chairman of the Board of **Credo Technology Group Holding Ltd. (Cayman Islands)**; Director of **Intel Corporation (USA)**.

#### Other directorships:

Director of Advanced Micro-Fabrication Equipment Inc (Shanghai), CNEX Labs, Inc. (USA), Fungible, Inc. (USA), Innovium, Inc. (USA), Komprise (USA), RF Pixels, Inc.(USA), LightBits Labs (Israel), Movandi Corporation (USA), NuVia, Inc. (USA), Oryx Vision (Israel), Proximo, Inc. (USA), Proteantecs (Israel), Rosetal System Information Ltd. (Israel), Vayyar Imaging (Israel), HiDeep, Inc. (South Korea), Silicon Mitus, Inc. (South Korea), SambaNova Systems, Inc. (USA), The Electronic System Design Alliance (ESD Alliance), Member of the board of trustees and the School of Engineering Dean's Council at Carnegie Mellon University (CMU), Global Advisory board Member of METI Japan, Member of the board of Global Semiconductor Alliance (GSA), Member of The Business Council and Committee 100.

#### Previous directorships

Previous directorships held in the past five years:

Director of **Softbank Group Corp. (Japan)**; CEO of **Cadence Design Systems (USA)**, Director of **Hewlett Packard Enterprise (USA)**; Board member of Habana Labs Ltd. (Israel), Tagore Technology, Inc. (USA), WekaIO, LTD (Israel), **Aquantia Corporation (USA)**, Semiconductor Manufacturing International Corporation (China), SINA Corporation (China), Quantenna Communications, Inc. (USA) and Ambarella Inc. (USA).

#### Skills



\* An independent Director within the meaning of the AFEP-MEDEF Corporate Governance Code.

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

(1) Lip-Bu Tan will retire as Chairman on May 4, 2023 as he announced he will not seek re-election to the Board at the 2023 Annual Meeting (<https://d18rn0p25nwr6d.cloudfront.net/CIK-0000813672/cd2ef8b8-abb5-4620-a08d-c5c49565fc6c.pdf>).

#### Skills

Public Company Management

Corporate Finance

International Markets

Industry Knowledge

Sustainability

Law, Governance, Ethics & Compliance

Digital & Technology

Accounting, Audit & Risk

Employee perspective and knowledge of the Group



### Bruno Turchet

Vice-President Industrialization for Home & Distribution Europe Division

Age: 49 years

Nationality: French

Business address: Schneider Electric,  
31 rue Pierre Mendès France, 38320  
Eybens, France

810<sup>(1)</sup> Schneider Electric SE shares

### Board committees



### Attendance rate at:

Board meetings      Committee meetings

100%      100%

### Experience and qualifications

Bruno Turchet, currently Employee Director, began his career in 1999 as Electromechanical Engineer for Assystem Technologies (French consulting and engineering company) and held the role of Key Account Manager for the industry market (2001 – 2005). He joined Schneider Electric in 2005 and has been working in different operations. He started as Project Technical Leader for Low Voltage Equipment in France for two years, before expatriation to Schneider Electric China as Low & Medium Voltage Equipment R&D Manager for three years. Back in France in 2011, he led the Productivity Department of one of the main divisions of the Group and deployed there the sustainability program. From 2016 to 2021, he was New Products Industrialization Director of Final Distribution Line of Business. Since July 2021, Bruno Turchet is Vice-President Industrialization for Home & Distribution Europe Division. In April 2021, he has been appointed Director of the Board representing the employees of Schneider Electric SE. Bruno Turchet holds a Master of Science Degree in Engineering & Quality from the University of Besancon (France). He also attended the High Performance Boards program at IMD Business School of Lausanne (Switzerland) in October 2021.

### Term of office

First appointed: 2021

Term ends: 2025

### Current external directorships

Other directorships at listed companies:

None.

Other directorships:

None.

### Previous directorships

Previous directorships held in the past five years:

None.

### Skills



### Abhay Parasnis

Founder & CEO of Typeface AI

Age: 48 years

Nationality: American

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

1,000 Schneider Electric SE shares

### Experience and qualifications

Abhay Parasnis is founder & CEO of Typeface AI, a generative AI company. Previously, he was Vice-President, CTO & CPO of Adobe Inc. He started his career at IBM in 1996 as a software researcher before joining i2 Technologies, Inc. in 1997 where he served as Chief Architect until 2002. From 2002 to 2011, Abhay Parasnis held various leadership positions at Microsoft Corporation, driving strategic platform initiatives and consumer technologies. In 2012, he joined Oracle Corporation, a cloud technology company, successively as Senior Vice-President and as Strategic Advisor of Oracle Public Cloud Initiative. In 2013, he was appointed as President & Chief Operating Officer of Kony, Inc., an enterprise mobility leader, before joining in 2015 Adobe, Inc., a software company that provides digital marketing and media solutions, where he held various leadership roles, including Executive Vice-President & Chief Technology Officer, Executive Vice-President Chief Technology Officer & Chief Strategy Officer, and finally, Executive Vice-President Chief Technology Officer & Chief Product Officer, a position from which he stepped down in February 2022. Abhay Parasnis is also a Director of Dropbox, Inc.'s Board of Directors. Abhay Parasnis holds a Bachelor of Science in Electronics and Telecommunications from the College of Engineering Pune and an advanced diploma from the National Institute of Information Technology.

### Term of office

Co-optation as Observer member: July 2022

Candidate for appointment as a Director: May 2023

### Current external directorships

Other directorships at listed companies:

Director of **Dropbox, Inc.** (USA).

Other directorships:

None.

### Previous directorships

Previous directorships held in the past five years:

None.

### Skills



(1) Held directly or through the FCPE.

Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

### Board committees



## 2. Corporate Governance



### Giulia Chierchia

Executive Vice-President Strategy, Sustainability and Ventures of BP

Age: 44 years

Nationality: Italian/Belgian

Business address: 1 St. James' Square, SW1Y 4PD, London, United Kingdom  
0 Schneider Electric SE shares

### Experience and qualifications

Giulia Chierchia is currently Executive Vice-President Strategy, Sustainability and Ventures at BP. She began her career in 2001 working for UniCredit Bank as an analyst in the corporate banking division, followed by a two-and-a-half-year period with Value Partners as an associate consultant, leading projects in telecommunications and education. In 2006, she joined McKinsey & Company and was appointed Partner in 2013 and Senior Partner in 2019 leading the global downstream oil and gas practice and advising clients regarding their decarbonization strategy and how to pivot their existing portfolio. In April 2020, she was appointed as Executive Vice-President Strategy and Sustainability of BP, a British oil and gas industry company, in charge, in particular, of strategy and sustainability, ethics and compliance, capital allocation, investment governance for the company, delivery of its net-zero carbon aims, ESG transformation and external stakeholder engagement and group energy transition policy. In March 2022, she became Executive Vice-President Strategy, Sustainability and Ventures and was given the additional responsibility for BP's ventures arm. Giulia Chierchia holds a Bachelor's degree in Economics and Corporate Law from Bocconi University (Italy) and a Master's Degree in Business Administration from INSEAD Business School (France).

### Term of office

Co-optation as Observer member: February 2023

Candidate for appointment as a Director: May 2023

### Current external directorships

Other directorships at listed companies:

None.

Other directorships:

Director of BP Technology Ventures Limited (United Kingdom).

### Previous directorships

Previous directorships held in the past five years:

None.

### Skills



### Skills

Public Company Management

Corporate Finance

International Markets

Industry Knowledge

Sustainability

Law, Governance, Ethics & Compliance

Digital & Technology

Accounting, Audit & Risk

Employee perspective and knowledge of the Group

## 2.2.4 Skills and diversity

### Diversity policy within the Board of Directors and within the management of the Company

The Board of Directors pays due attention to its composition and that of its committees. It relies on the works of the Governance & Remunerations Committee which reviews regularly and proposes as often as required, the relevant changes to the composition of the Board of Directors and its committees depending on the Group's strategy.

In that respect, in conformity with its internal regulations, the Board of Directors ensures through its proposals and its decisions that:

- Its composition reflects the international nature of the Group's activities and of its shareholders by having a significant number of members of non-French nationality;
- It protects the independence of the Board through the competence, availability, and courage of its members;
- It ensures open and unrestricted speech;
- It pursues its objective of diversifying the Board of Directors in compliance with the legal principle of attaining balanced representation between men and women on the Board;
- It appoints persons with the expertise required for developing and implementing the Group strategy while considering the objectives of diversity based on criteria such as age, professional skills, nationality, and background;
- Employee shareholders and employees shall continue to be represented on the Board in compliance with the provisions set forth in Articles 11.3 and 11.4 of the Articles of Association; and
- It preserves the continuity of the Board by changing some of its members at regular intervals, if necessary, by anticipating the expiry of members' terms of office.

As prescribed by Article L. 225-18-1 and L. 22-10-3 of the French Commercial Code, the proportion of Directors of each gender must be at least 40%, it being specified that the Directors representing the employees and the Director representing the employee shareholders are not counted to assess said proportion of 40% (Articles L. 225-27 and L. 225-23 of the French Commercial Code).

The gender diversity ratio of the Board of Directors, should the appointments of Mrs. Giulia Chierchia and Mr. Abhay Parasnis be confirmed at the 2023 Annual Shareholders' Meeting, will reach 46% (excluding the employee Directors and the representative employee shareholders' Director).

Schneider Electric is deeply committed towards diversity in general and gender diversity in particular. Schneider Electric focuses on taking proactive measures to encourage a balanced representation of men and women at the leadership level: the portion of women at the Executive Committee level was 46% in 2022 (vs. 44% in 2021). For the leadership pool, comprising of the top leaders (around 1,000 employees), the female representation is 28% (an increase of +2 points vs. 2021).

At its meeting on December 14, 2022, the Board of Directors reviewed Senior Management's ambitions regarding the balanced representation of men and women at the leadership level and noted that the objectives are set to:

- At least 40% of women at the Executive Committee; and
- At least 30% of women among the leadership (Vice-President and above; around 1,016 employees).

To achieve these objectives and further improve gender diversity, the Group aims at attracting female talents by offering a training leadership program and dedicated mentoring, an equal treatment policy, and a tailored family leave policy.

## Skills within the Board of Directors

The Board of Directors frequently assesses the skills to include in its skills matrix in order to meet the Company's strategic needs, and a review of some peer comparisons. It reviews its composition and expertise to identify skills, relevant to Schneider Electric's current and future activities, that could be strengthened in the future or would deserve a stronger disclosure/narrative.

Schneider Electric's Board, assessed against these skills, appears strong and balanced, and globally well positioned. The Board comprises individuals from diverse and complementary professional and cultural backgrounds, true to the Group's history and values. This enables it to perform its duties collectively and constructively.

The experience and expertise brought to the Board by each Director at the date of this Universal Registration Document can be summarized as follows.

2.

	Jean-Pascal Tricoire	Fred Kindle	Léo Apotheker	Nive Bhagat	Cécile Cabanis	Rita Felix	Linda Knoll	Jill Lee	Xiaoyun Ma	Anna Ohlsson-Leijon	Anders Runevad	Gregory Spierkel	Lip-Bu Tan	Brumo Turchet	Giulia Chierchia	Abhay Parasnis	Total
Public Company Management	●	●	●	●	●		●	●		●	●	●	●		●	●	13
Corporate Finance	●	●	●	●	●			●	●	●	●	●	●		●		12
Accounting, Audit & Risk					●	●		●	●	●							5
International Markets	●	●	●	●	●		●	●	●	●	●	●	●		●	●	14
Industry Knowledge	●	●						●	●		●		●	●	●		8
Employee perspective and Knowledge of the Group	●					●			●					●			4
Digital & Technology	●		●	●								●	●			●	6
Law, Governance, Ethics & Compliance		●	●							●					●		4
Sustainability	●				●		●				●				●		5

	Skills	Definition
Core Skills	Public Company Management	Directors with experience in executive leadership positions of public companies. These positions include industry CEOs (five of the thirteen Board members excluding the Chairman & CEO are former CEOs of listed Companies: F. Kindle, L. Apotheker, A. Runevad, G. Spierkel, and Lip-Bu Tan) as well as other top executive positions (e.g., CFO, COO) and top management roles (regional or divisional leadership).
	Corporate Finance	Directors who have gained experience in banking, investments, restructuring, or M&A. Also, those high-level executives with responsibilities for financial management (e.g., CEO, CFO).
	Accounting, Audit & Risk	Directors from an auditing, or internal finance role (e.g., financial reporting responsibilities). As well as this, expertise in risk management gained from subject matter expertise or responsibility for corporate risk management (note: non-executive positions are not taken into consideration).
	International Markets	Directors who have spent a large portion of their career in, or have been directly responsible for, foreign markets. Schneider Electric's Board expertise is well balanced between US, Asian, and European markets experience: <ul style="list-style-type: none"> <li>European market: JP. Tricoire, F. Kindle, L. Apotheker, C. Cabanis, G. Chierchia, J. Lee, A. Runevad, A. Ohlsson-Leijon, G. Spierkel;</li> <li>US market: L. Apotheker, L. Knoll, G. Spierkel, LB. Tan, A. Parasnis; and</li> <li>Asian market: JP. Tricoire, Nive Bhagat, J. Lee, X. Ma, A. Runevad, A. Parasnis.</li> </ul>
	Industry Knowledge	Directors who have gained experience in energy sectors.
	Employee perspective and Knowledge of the Group	Directors who are also employees of the Group and have gained a deep and inside knowledge of the Group.
	Digital & Technology	Directors who have gained technical or managerial experience directly in information technology, digitization, data and innovative technologies in relevant industries.
	Law, Governance, Ethics & Compliance	Directors with advanced and relevant legal qualification or experience in a corporate legal setting, direct career exposure to relevant regulators, or governmental organizations. Also includes Directors who have a proven track record contributing to ethical business practices and governance.
	Sustainability	Directors who have made significant contributions to either sustainability in business, or have notoriety for promotion of sustainable business in the wider economy. This skill does include experiences such as technical experience in innovative green technologies.



### 2.2.5 Activity of the Board of Directors

#### 2.2.5.1 Activities of the Board in 2022

The Board held nine meetings in 2022 (versus seven in 2021). The meetings lasted nine hours and thirty minutes on average with an average participation rate of Directors of 97% (same as in 2021). Eleven Directors have an attendance rate of 100% and none have an attendance rate less than 78% as shown in the table summarizing the Directors' individual attendance at Board meetings. All absences were legitimate and excused.

The Board of Directors devoted most of its activities to the Company's business, strategy, and corporate governance as detailed below:

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#### Business and financial results

- Review and approval of the 2021 financial statements based on the Audit & Risks Committee's report and the report by the statutory auditors, who were present at the meeting;
- Review and approval of the financial statements for the first half of 2022;
- Review of the first and third quarterly results and reports prepared by Senior Management;
- Review of the Group's 2022 guidance set in February and of the new guidance issued in July 2022;
- Proposal to the Annual Shareholders' Meeting that the dividend be set at €2.90 per share;
- Information, at each meeting, on the business situation;
- Review of the Audit & Risks Committee's report on the works of the Group's internal audit and internal control teams;
- Review of the 2022 risk matrix, the framework design, and the deployment status of the Enterprise Risk Management;
- Review of the Group "Ethics & Compliance System";
- Monitoring of the share buyback program;
- Review of the liquidity; and
- Authorization of the CEO to issue of sureties, endorsements, and guarantees.

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#### Strategy

- Thorough review of the Group strategy, as every year, as part of a meeting of three days named "Strategy session", held physically in Roma from August 29 to 31, 2022, specifically dedicated to the topic;
- Review, during this Strategy session, on an in-depth strategy analysis of Energy Management, Industrial Automation, Sustainability and decarbonation, Prosumer, and Software strategies;
- Follow-up of the Ukrainian and Russian situation;
- Authorization or review of external growth and divestment operations (such as Aveva, IGE+XAO, Telemecanique Sensors);
- Review of the portfolio; and
- Information about moves and changes concerning competitors of Schneider Electric.

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#### Corporate governance & sustainability

- Thorough review, as every year, of the succession planning of the Corporate Officers and top management;
  - Proposal for a new governance effective May 4, 2023 with separation of the functions of Chairman and Chief Executive Officer;
  - Deliberation on the composition of its membership and that of its committees and the principle of balanced representation of men and women;
  - Deliberation on whether to maintain the unification of the functions of Chairman & CEO;
  - Deliberation, at its meeting of October 26, 2022, on its self assessment;
  - Deliberation on and review of the principles and criteria relating to the compensation of the Corporate Officers and approval of the compensation and benefits of all types that may be or have been granted;
  - Information on the meetings with major shareholders conducted by the Vice-Chairman & Lead Independent Director on governance topics;
  - Information on the salary review of members of the Executive Committee;
  - Review of the Group's Diversity & Inclusion program;
  - Decision on the implementation of the 2022 Long-term incentive plan;
  - Recorded the calculation of the level of achievement of performance conditions applicable to Performance Share plans n° 32, 33, 34, 35, 36, 37, 37bis, 38, 39, 39bis, and 39ter;
  - Decision of capital increases reserved for employees;
  - Reviewed the CSR strategy, results, and targets of the Schneider Sustainability Impact 2021–2025;
  - Review of the opportunity to introduce a Say on Climate;
  - Approval of the corporate governance report as provided for in Article L. 225-37 of the French Commercial Code;
  - Approval of the Management Report as provided for in Article L. 225-100 of the French Commercial Code;
  - Review of the regulated agreements and commitments; and
  - Review of the assessment process relating to the qualification of the related party agreements as "current" or "regulated".
-

## 2022 Annual Shareholders' Meeting

The Board approved the agenda and draft resolutions of the 2022 Annual Shareholders' Meeting, and its report to the shareholders at the meeting. It was informed of the positions expressed by the shareholders met during the preparation of the Annual Shareholders' Meeting and took note of the proxy-advisors' reports. It approved the responses to the written questions.

The 2022 Annual Shareholders' Meeting met physically. It approved all resolutions supported by management, including those relating to the composition of the Board of Directors, the compensation of the Corporate Officers, and the renewal of financial authorizations.

In application of the provisions of Article 1.C.3 of the internal regulations, the Vice-Chairman & Lead Independent Director convenes executive sessions of the Board of Directors (without the Corporate Officers) at the end of each Board meeting. In 2022, the Board of Directors held seven "executive sessions", vs. five in 2021.

In addition, when the Board debated and determined the compensation of the Chairman & CEO, the interested party was not present, as prescribed by Article 10.2 of the internal regulations, unless solicited to provide information on specific issues.

### 2.2.5.2 Self-assessment of the Board of Directors

Pursuant to its internal regulations, Schneider Electric SE's Board of Directors annually reviews its composition, organization, and operations, as well as those of its committees. This yearly assessment is carried out through a written questionnaire sent to Board members or interviews with Board members. The evaluation is conducted under the leadership of the Vice-Chairman & Lead Independent Director by the Secretary of the Board of Directors. In addition, as per the AFEP-MEDEF Corporate Governance Code, the Board of Directors shall undertake at least once every three years, a formal self-assessment, which may be conducted with the assistance of an external consultant.

### Internal self-assessment conducted in September and October 2022

An internal assessment was conducted by the Vice-Chairman & Lead Independent Director, who guaranteed the confidentiality of opinions expressed, based on a questionnaire answered anonymously by Board members.

The report was presented and discussed in detail at the Governance & Remunerations Committee meeting on October 25, 2022, and a summary report was presented to the Board of Directors on October 26, 2022. The Vice-Chairman & Lead Independent Director provided individual feedback on the assessments of the effective contribution of each Director.

### Themes

(i) Membership and dynamics of the Board; (ii) Mission, organization, and operation of the Board; (iii) Works of the Committees; (iv) On-boarding program of the new members; (v) Deep dive on the Strategy Session; (vi) 2022/2023 top Board priorities; and (vii) Effective contribution of each Director.

### Key findings

- Involvement and contribution of Board members is perceived as very high;
- Excellent leadership and contribution of the Chairman & CEO who is described as best in class, strong, open, inclusive, engaged, charismatic, and strategic thinking;
- Perfect fit between the Chairman & CEO and the Vice-Chairman & Lead Independent Director who have developed a balanced and complementary relationship;
- Quality of relations between the Board and management is unanimously seen as trustful and supportive (everyone feel free to express his opinion);
- Board members are satisfied with the agendas, which are well designed and balanced between business, financial, and governance topics;
- Social and environmental dimensions are systematically taken into account in all discussions with the Board;
- Board size is considered adequate;
- All committees operate properly, and their work are satisfactory and useful to the Board decision making process;
- Overall, the on-boarding program is considered as very valuable by all the new Board members; and
- High quality Strategy session which is very useful, well organized, and tailored to discuss the key strategic topics for Schneider Electric.

### Areas for improvement

- Large majority of Board members consider that the span of skills brought to the Board is adequate but could be reinforced in energy markets, Robotics/Automation/AI, and ESG;
- Information provided in advance of Board meetings could be more selective and synthetic;
- Allocation of committee assignments between members is adequate but there should be a periodic rotation of assignments; and
- Reports to the Board by business/region function leaders could be provided with a regular cadence.

### 2.2.6 Activities and operating procedures of the Committees in 2022

In its internal regulations, the Board defined the functions, missions, and resources of its five study committees: the Audit & Risks Committee, the Governance & Remunerations Committee, the Human Resources & CSR Committee, the Investment Committee, and the Digital Committee.

Committee members are appointed by the Board of Directors on the proposal of the Governance & Remunerations Committee. Committees may open their meetings to the other Board members.

The Vice-Chairman & Lead Independent Director may attend any meetings of committees of which he is not a member. The committees may commission research from external consultants after having consulted with the Chairman of the Board of Directors. They may invite anybody they wish to meetings, as necessary. Secretaries of the Board committees organize and prepare the work of the committees. They draft the minutes for the meetings of the committees which, after their approval, are sent to all members of the Board of Directors. The secretaries of the committees are members of Group management teams and specialists in the subject matters of each committee.

#### 2.2.6.1 Audit & Risks Committee

The members, operating procedures, and responsibilities of the Audit & Risks Committee are compliant with the recommendations included in the Audit & Risks Committee final report as updated by the AMF in July 2010.

6 

meetings in 2022\*

4 

members

100% 

of independent Directors

100% 

average attendance rate

#### Composition as of December 31, 2022

The internal regulations and procedures of the Board of Directors stipulate that the Audit & Risks Committee must have at least three members.	• Jill Lee	Chairwoman	Independent
	• Cécile Cabanis	Member	Independent
	• Anna Ohlsson-Leijon	Member	Independent
	• Gregory Spierkel	Member since May 5, 2022	Independent
Two-thirds of the members must be independent and at least one must have in-depth knowledge of accounting standards combined with hands-on experience in applying current accounting standards and producing financial statements.	As demonstrated by their career records, summarized in section 4.1.2.2 of this Universal Registration Document, the Audit & Risks Committee members all have recognized expertise in finance, economics, and accounting. In addition to their in-depth financial and accounting knowledge, Mrs. Jill Lee also brings an in-depth knowledge of Schneider Electric's activities and of the Asian markets, Mrs. Cécile Cabanis her extensive knowledge of the challenges of a major French group in the CAC 40, Mrs. Anna Ohlsson-Leijon her professional experience and skills based on her wide-ranging finance and business background, and Mr. Gregory Spierkel his experience as the former CEO of Ingram Micro, Inc. and a strong profile on digital and technology matters.		

#### Changes in the composition in 2022

- Chairpersonship: Mrs. Jill Lee was appointed as Chairwoman of the Committee as from January 1, 2022, in replacement of Cécile Cabanis who remains member of the Committee.
- Membership: Mr. Gregory Spierkel was appointed as a member of the Committee on May 5, 2022. Mrs. Fleur Pellerin left the Committee following the expiration of her term of office as a Director on May 5, 2022.

#### Individual attendance rate in 2022

- Jill Lee **100%**
- Cécile Cabanis **100%**
- Anna Ohlsson-Leijon **100%**
- Gregory Spierkel **100%**

#### Operating procedures

- The Committee meets at the initiative of its Chairperson or at the request of the Chairman & CEO.
- At least five meetings are held during the year.
- The Head of Internal Audit is the secretary of the Audit & Risks Committee.
- The Committee may invite any person it wishes to hear to its meetings.
- The statutory auditors attend meetings at which financial statements are reviewed and, depending on the agenda, all or some of the other meetings.
- It may also require the CEO to provide any documents it deems to be useful.
- It may also commission studies from external consultants.
- The Committee presents its findings and recommendations to the Board. The Chairperson of the Audit & Risks Committee keeps the Chairman & CEO and the Vice-Chairman & Lead Independent Director promptly informed of any difficulties encountered.

\* Including the joint meeting with the Digital Committee relating to cybersecurity risk review.

## Responsibilities

The Audit & Risks Committee is responsible for preparing the work of the Board of Directors by making recommendations on financial, extra-financial, accounting, internal control, internal audit, compliance, and risk management issues. Accordingly, its missions are as follows:

Items	Details of missions
Preparation for the annual and interim financial statements to be approved by the Board	<ul style="list-style-type: none"> <li>To check the appropriateness and consistency of the accounting methods used for drawing up consolidated and corporate accounts, as well as to check that significant operations on Group level have been dealt with appropriately and that rules relating to the scope of consolidation have been complied with;</li> <li>To examine off-balance sheet risks (including those of a social and environmental nature) and commitments as well as the cash situation;</li> <li>To examine the process for drawing up financial and extra-financial information; and</li> <li>To review the Universal Registration Document as well as the reports on the interim financial statements and other main financial documents.</li> </ul>
Issues related to statutory auditors	<ul style="list-style-type: none"> <li>To make recommendations concerning the appointment or reappointment of the statutory auditors;</li> <li>To handle follow-up on legal control of consolidated and statutory accounts made by statutory auditors, notably by examining the external audit plan and results of controls made by statutory auditors; and</li> <li>To verify the auditors' independence, in particular, by reviewing fees paid by the Group to their firm and network and by giving prior approval for assignments that are not strictly included in the scope of the statutory audit.</li> </ul>
Following-up on the efficiency of internal control, risk management systems, and compliance program	<ul style="list-style-type: none"> <li>To examine the organization and resources used for internal audit, as well as its annual work program, and to receive a quarterly summary report on the findings of the audits carried out;</li> <li>To review operational risks mapping and its year-on-year evolution, and to ensure procedures are implemented to prevent and reduce them;</li> <li>To review risk mitigation and coverage optimization;</li> <li>To review the rollout of the Group's internal control system and to acknowledge the outcome of entities' self-assessment regarding internal control, and to ensure that procedures are implemented to identify and handle anomalies;</li> <li>To ascertain the existence of Group compliance policies notably concerning competition, anti-bribery, ethics and data protection, and the measures implemented to ensure that these policies are circulated and applied;</li> <li>To report to the Board on the implementation of Schneider Electric SE's charter on related party transactions and on the relevance of the criteria to qualify related party transactions as regulated agreements or not; and</li> <li>To examine all financial, accounting, and extra-financial questions and questions related to risk management, including those of a social and environmental nature, submitted to it by the Board of Directors.</li> </ul>

## Activity in 2022

The Audit & Risks Committee reported on its work at the Board's meetings of February 16, July 27, October 26, and December 14, 2022.

Items	Details of missions
Financial statement and financial disclosures	<ul style="list-style-type: none"> <li>Review of the annual and interim financial statements and of the reports on the financial statements;</li> <li>Review of goodwill, the Group's tax position, provisions and pension obligations, or similar obligations;</li> <li>Review of investor relations' documents concerning the annual and interim financial statements;</li> <li>Review of the Group's scope of consolidation; and</li> <li>Review of pension commitments.</li> </ul>
Internal audit, internal control, risk management, and compliance	<ul style="list-style-type: none"> <li>Review of the risk mapping;</li> <li>Review of the 2023 audit and control missions plan;</li> <li>Review of the main internal audits performed in 2022;</li> <li>Review of risks covered by insurance;</li> <li>Status report on the Enterprise Risk Management System;</li> <li>Review the Ethics &amp; Compliance program;</li> <li>Update on the "Duty of Care" program and human rights-related topics;</li> <li>Cybersecurity risk review (jointly with the Digital Committee);</li> <li>Review of the Management Report; and</li> <li>Review of the main litigations.</li> </ul>
Statutory auditors	<ul style="list-style-type: none"> <li>Review of the fees paid to the statutory auditors and to their networks; and</li> <li>Review of the 2023 external audit program.</li> </ul>
Corporate governance	<ul style="list-style-type: none"> <li>Recommended dividend for 2022; and</li> <li>Review of the financial authorizations and proposition for their renewal by the Annual Shareholders' Meeting of May 5, 2022.</li> </ul>

### 2.2.6.2 Governance & Remunerations Committee

9 

meetings in 2022\*

5 

members

80% 

of independent Directors

93% 

average attendance rate

#### Composition as of December 31, 2022

<p>The Board of Directors' internal regulations and procedures provide that the Governance &amp; Remunerations Committee must have at least three members.</p> <p>It is chaired by the Vice-Chairman &amp; Lead Independent Director.</p>	• Fred Kindle	Chairman	Independent
	• Léo Apotheker	Member	Non-independent
	• Linda Knoll	Member	Independent
	• Anders Runevad	Member	Independent
	• Greg Spierkel	Member	Independent

#### Changes in the composition in 2022

- Chairpersonship: No change.
- Membership: Mr. Willy Kissling left the Committee following the expiration of his term of office as a Director on May 5, 2022.

#### Individual attendance rate in 2022

- Fred Kindle **100%**
- Léo Apotheker **89%**
- Linda Knoll **89%**
- Anders Runevad **89%**
- Greg Spierkel **100%**

#### Operating procedures

- The Committee is chaired by the Vice-Chairman & Lead Independent Director.
- The Committee meets at the initiative of its Chairperson or at the request of the Chairman & CEO.
- The agenda is drawn up by the Chairperson, after consulting with the Chairman & CEO.
- The Committee shall meet at least three times a year.
- The Committee may seek advice from any person it feels will help it with its work.
- The Secretary of the Board of Directors is the secretary of the Committee.

#### Responsibilities

Items	Details of missions
Appointments	<ul style="list-style-type: none"> <li>• To formulate proposals to the Board of Directors in view of any appointment made:               <ul style="list-style-type: none"> <li>(i) Within the Board of Directors as a Director or Observer, Chairman of the Board of Directors, Vice-Chairman or Vice-Chairman &amp; Lead Independent Director, chairperson, or committee member</li> <li>(ii) At the Company's Senior Management level; particularly, to advise the Board on proposals for the appointment of any Corporate Officer.</li> </ul> </li> </ul>
Compensation of Corporate Officers	<ul style="list-style-type: none"> <li>• To formulate proposals to the Board of Directors on the compensation policy of executive Corporate Officers (Chairman of the Board of Directors and/or CEO, and Deputy CEOs if any) and of the Board members; and</li> <li>• To make recommendations to the Board of Directors concerning the determination of the components of the compensation due to executive Corporate Officers in accordance with the compensation policy approved by the shareholders and based on the contribution of the concerned persons to the performance of the Group.</li> </ul>

\* Including the joint meetings with the Human Resources & CSR Committee relating to the 2022 STIP, 2023 Long-term incentive plan, and Say on Climate.



Items	Details of missions
Missions aiming at reassuring both shareholders and the market that the Board of Directors carries out its duties with all necessary independence and objectivity	<ul style="list-style-type: none"> <li>To organize for yearly assessments to be made of the Board of Directors; and</li> <li>To make proposals to the Board of Directors on: <ul style="list-style-type: none"> <li>Determining and reviewing Directors' independence criteria and Directors' qualifications with regard to these criteria,</li> <li>Missions carried out by the committees of the Board of Directors,</li> <li>The evolution of the organization and mode of operation of the Board of Directors,</li> <li>The application by the Company of national and international corporate governance practices,</li> <li>The total amount of Board members' remuneration proposed to the Annual Shareholders' Meetings together with its allocation rules, and</li> <li>The compensation of the Vice-Chairman &amp; Lead Independent Director.</li> </ul> </li> </ul>

### Activity in 2022

The Governance & Remunerations Committee reported on its work at the Board's meetings of February 16, May 5, July 27, October 26, and December 14, 2022.

Items	Details of missions
Proposals to the Board of Directors	<ul style="list-style-type: none"> <li>New governance effective May 4, 2023</li> <li>Composition of the Board of Directors and its committees;</li> <li>Status of the members of the Board with regard to independence criteria;</li> <li>Compensation of Corporate Officers (amount and structure of 2022 compensation, 2022 objectives and level of achievement of 2021 objectives) and allocation to them of performance shares as part of the Long-term incentive plan;</li> <li>Definition of the criteria for short-term (STIP) and long-term (LTIP) compensation of Corporate Officers (jointly with the Human Resources &amp; CSR Committee);</li> <li>Presentation of "Say on Pay" 2021 and the principles and criteria proposed for 2022 to the Annual Shareholders' Meeting;</li> <li>Directors' remuneration;</li> <li>Training program of the Directors representing the employees for 2022; and</li> <li>Opportunity to introduce a Say on Climate.</li> </ul>
Reports to the Board of Directors	<ul style="list-style-type: none"> <li>Review of the succession plan for the Chairman &amp; CEO; and</li> <li>Draft corporate governance report of the Board of Directors.</li> </ul>
Self-assessment of the Board of Directors	<ul style="list-style-type: none"> <li>Leading of the self-assessment of the Board of Directors.</li> </ul>
Shareholder engagement	<ul style="list-style-type: none"> <li>Reporting on the Vice-Chairman &amp; Lead Independent Director's meetings with governance analysts within the main shareholders: 24 meetings were held, covering approximately 39% of the share capital. These meetings reflect the importance given by the Company to dialogue and the direct commitment of Directors towards shareholders (see "Report of the Vice-Chairman &amp; Lead Independent Director of the Board of Directors", section 4.1.5 of this Universal Registration Document).</li> </ul>

#### 2.2.6.3 Human Resources & CSR Committee

6 

meetings in 2022\*

4 

members

100% 

of independent Directors\*\*

100% 

average attendance rate

#### Composition as of December 31, 2022

The Board of Directors' internal regulations and procedures provide that the Human Resources & CSR Committee must have at least three members.	• Linda Knoll	Chairwoman	Independent
	• Rita Felix	Member	Employee Director
	• Fred Kindle	Member since May 5, 2022	Independent
	• Xiaoyun Ma	Member	Employee Director

\* Including the joint meetings with the Governance & Remunerations Committee relating to the 2022 STIP, 2023 Long-term incentive plan, and Say on Climate.

\*\* Employee Directors excluded as prescribed by the AFEP-MEDEF Corporate Governance Code.

## 2. Corporate Governance

### Changes in the composition in 2022

- Chairmanship: No change.
- Membership: Mr. Fred Kindle was appointed as a member of the Committee on May 5, 2022. Mr. Willy Kissling and Mrs. Fleur Pellerin left the Committee following the expiration of their term of office as a Director on May 5, 2022.

### Individual attendance rate in 2022

- Linda Knoll **100%**
- Rita Felix **100%**
- Fred Kindle **100%**
- Xiaoyun Ma **100%**

### Operating procedures

- The Committee meets at the initiative of its Chairperson or at the request of the Chairman & CEO.
- The agenda is drawn up by the Chairperson, after consulting with the Chairman & CEO.
- The Committee shall meet at least three times a year.
- The Committee may seek advice from any person it feels will help it with its work.
- The Chief Human Resources Officer, Mrs. Charise Le, is the secretary of the Committee.

### Responsibilities

Items	Details of missions
Employee shareholding schemes and share allocation plans	<ul style="list-style-type: none"><li>• To formulate proposals to the Board of Directors on the implementation of employee shareholding schemes and allocation of free or Performance Shares, and on the volume of shares granted to all eligible Corporate Officers, including executive Corporate Officer(s).</li></ul>
Compensation of Group managers	<ul style="list-style-type: none"><li>• To formulate projects on proposals made by general management on:<ul style="list-style-type: none"><li>– Compensation for members of the Executive Committee,</li><li>– Principles and conditions for determining the compensation of Group executives, and</li><li>– Pay-equity ratio.</li></ul></li></ul>
Succession plan for key Group executives	<ul style="list-style-type: none"><li>• To examine succession plans for key Group executives; and</li><li>• The Committee shall be informed of any nomination of members of the Executive Committee and of main Group executives.</li></ul>
Human resources and CSR policy	<ul style="list-style-type: none"><li>• To prepare for the Board of Directors' deliberations on:<ul style="list-style-type: none"><li>– Employee shareholding development,</li><li>– Reviews made by the Board on social and financial impacts of major reorganization projects and major human resources policies,</li><li>– Monitoring management of risks related to human resources,</li><li>– Examining the different aspects of the Group's CSR policy, and</li><li>– Diversity and inclusion policy, including the policy on the equal treatment of men and women.</li></ul></li></ul>

### Activity in 2022

The Human Resources & CSR Committee reported on its work at the Board's meetings of February 16, July 27, October 26, and December 14, 2022.

Items	Details of missions
Proposals to the Board of Directors	<ul style="list-style-type: none"><li>• 2022 annual Long-term incentive plan and implementation of specific Performance Share plans to support the recruitment and the retention policy; and</li><li>• Definition of the criteria for short-term (STIP) and long-term (LTIP) compensation of top managers and executive Corporate Officers (jointly with the Governance &amp; Remunerations Committee).</li></ul>
Reports to the Board of Directors	<ul style="list-style-type: none"><li>• Review of the compensation, performance, and succession plans of Executive Committee members;</li><li>• 2023 Long-term incentive plan;</li><li>• Review of equal opportunity, gender pay equity, and diversity &amp; inclusion policy; and</li><li>• Review of the CSR strategy and performance and of the Group's positioning vs. its peers.</li></ul>

## 2.2.6.4 Investment Committee

2 

meetings in 2022

5 

members

75% 

of independent Directors\*

100% 

average attendance rate

## Composition as of December 31, 2022

The Board of Directors' internal regulations and procedures provide that the Investment Committee must have at least three members.	• Léo Apotheker	Chairman	Non-independent
	• Jill Lee	Member since May 5, 2022	Independent
	• Anders Runevad	Member	Independent
	• Lip-Bu Tan	Member	Independent
	• Bruno Turchet	Member	Employee Director

## Changes in the composition in 2022

- Chairmanship: No change.
- Membership: Mr. Fred Kindle left the Committee following his appointment as a member of the Human Resources & CSR Committee. Mr. Gregory Spierkel left the Committee following his appointment as a member of the Audit & Risks Committee. Mrs. Jill Lee was appointed as a member of the Committee with effect on May 5, 2022.

## Individual attendance rate in 2022

- Léo Apotheker **100%**
- Jill Lee **100%**
- Anders Runevad **100%**
- Lip-Bu Tan **100%**
- Bruno Turchet **100%**

## Operating procedures

- The Committee meets at the initiative of its Chairperson or at the request of the Chairman & CEO.
- The agenda is drawn up by the Chairperson, after consulting with the Chairman & CEO.
- The Committee shall meet three times a year, less or more depending on the circumstances.
- In order to carry out its assignments, the committee may hear any person it wishes and call upon the Chief Strategy & Sustainability Officer.
- The Chief Strategy & Sustainability Officer, Mrs. Gwenaëlle Avice-Huet, is the secretary of the Committee.

## Responsibilities

Items	Details of missions
Preparation of the Board of Directors' deliberations on investment policy.	<ul style="list-style-type: none"> <li>• The Committee: <ul style="list-style-type: none"> <li>– Elaborates recommendations for the Board on major capital deployment decisions;</li> <li>– Advises the management team on capital deployment strategies;</li> <li>– Launches, at the Board's request, or suggests research projects leading to material investments for the Company, typically for capital deployment decisions of €250 million or above;</li> <li>– Investigates matters of smaller scale, if the strategic significance warrants it or the Board/Chairman of the Board specifically requires it;</li> <li>– Provides recommendations on major merger, alliances, and acquisition projects;</li> <li>– Pays special attention to reconfiguration or consolidation scenarios happening in the sectors the Company is operating in or likely to operate in;</li> <li>– Examines portfolio optimizations and divestment projects of financial or strategic significance;</li> <li>– Supports management in the elaboration of investment policies linked to the long-term positioning of Schneider Electric, such as innovation and R&amp;D strategies or any major organic growth investments; and</li> <li>– Presents to the Board, social and environmental aspects of the strategic projects submitted to it such as M&amp;A projects.</li> </ul> </li> </ul>

\* Employee Directors excluded as prescribed by the AFEP-MEDEF Corporate Governance Code.

### Activity in 2022

The Investment Committee reported on its work at the Board's meetings of May 5 and July 27, 2022, and during the Strategy session; it being specified that two dedicated meetings of the Board of Directors were held on September 20, and October 27, 2022, relating to the acquisition of the remaining minority stake of AVEVA Group plc.

Items	Details of missions
Proposals to the Board of Directors.	<ul style="list-style-type: none"> <li>Follow-up of investment projects and opportunities;</li> <li>Offer on AVEVA share capital;</li> <li>Disposal of Telemecanique Sensors; and</li> <li>Portfolio review.</li> </ul>

### 2.2.6.5 Digital Committee

5 

meetings in 2022\*

5 

members

75% 

of independent Directors\*\*

83% 

average attendance rate

### Composition as of December 31, 2022

The Board of Directors' internal regulations and procedures provide that the Digital Committee must have at least three members.	• Greg Spierkel	Chairman	Independent
	• Léo Apotheker	Member	Non-independent
	• Nive Bhagat	Member since May 5, 2022	Independent
	• Xiaoyun Ma	Member	Employee Director
	• Lip-Bu Tan	Member	Independent

### Changes in the composition in 2022

- Chairmanship: No change.
- Membership: Mrs. Nive Bhagat was appointed as a member of the Committee on May 5, 2022.

### Individual attendance rate in 2022

- Greg Spierkel **100%**
- Léo Apotheker **80%**
- Nive Bhagat **75%**
- Xiaoyun Ma **80%**
- Lip-Bu Tan **80%**

### Operating procedures

- The Committee meets at the initiative of its Chairperson or at the request of the Chairman & CEO.
- The agenda is drawn up by the Chairperson, after consulting with the Chairman & CEO.
- The Committee shall meet at least three times a year, including the joint review of cybersecurity risks with the Audit & Risks Committee.
- In order to carry out its assignments, the Committee may hear any person it wishes.
- The Chief Digital Officer, Mr. Peter Weckesser, is the secretary of the Committee.

\* Including the joint meeting with the Audit & Risks Committee relating to cybersecurity risk review.

\*\* Employee Directors excluded as prescribed by the AFEP-MEDEF Corporate Governance Code.

## Responsibilities

Items	Details of missions
<p>To assist the Board in digital matters in order to guide, support, and control the Group in its digitization efforts.</p> <p>To prepare the Board of Directors' deliberations on digital matters.</p>	<ul style="list-style-type: none"> <li>For this purpose, the Digital Committee will review, appraise, and follow-up projects and, generally, advise, <i>inter alia</i> on seven areas: <ul style="list-style-type: none"> <li>Development and growth of the EcoStruxure™ digital business, including (i) enhancing core businesses with Connectivity &amp; Analytics, (ii) building new digital offers and business models, and (iii) establishing its contribution to and consistency with the overall strategy,</li> <li>Improvement and transformation of the Group's Digital Customers &amp; Partners Experience,</li> <li>Improvement of Schneider Electric's Operational Efficiency through the effective use of Information Technology and digital automation capabilities,</li> <li>Assessment of cyber risks and enhancement of the Group's cybersecurity posture (jointly with the Audit &amp; Risks Committee),</li> <li>Assessment of the contribution of potential M&amp;A operations to the Group's Digital strategy,</li> <li>Monitoring and analysis of the digital landscape (competitors and disrupters, threats, and opportunities), and</li> <li>Ensuring that the Company is equipped with the right pool of talents for digital transformation.</li> </ul> </li> </ul>

## Activity in 2022

The Digital Committee reported on its work at the Board's meetings of February 16, July 27, October 26, and December 14, 2022.

Items	Details of missions
Proposals and reports to the Board of Directors.	<ul style="list-style-type: none"> <li>AI;</li> <li>Product Lifecycle Management;</li> <li>Enterprise Resource Planning (ERP) strategy;</li> <li>Joint review with the Audit &amp; Risks Committee of the cybersecurity risks; and</li> <li>General updates on Schneider Digital.</li> </ul>



## 2. Corporate Governance

### 2.2.7 Outstanding delegations relating to share capital increase and decrease granted by the Annual Shareholders' Meeting

This table is part of the Board of Directors' Corporate Governance Report.

	Maximum par value of authorized capital increases (in euros)	Number of shares	Authorization date/ authorization expiration date	Use of the resolution (number of shares whose issuance has been authorized)	Amount available (in number of shares)
Issues with preferential subscription rights					
Issuance of ordinary shares or securities giving access to share capital of the Company (16 <sup>th</sup> resolution of the AGM of April 28, 2021)	800 million <sup>(1)</sup>	200,000,000	Apr. 28, 2021/ Jun. 27, 2023	None	200,000,000
Capitalizing additional paid-in capital, reserves, earnings or other (21 <sup>st</sup> resolution of the AGM of April 28, 2021)	800 million <sup>(1)</sup>	200,000,000	Apr. 28, 2021/ Jun. 27, 2023	None	200,000,000
Issues without preferential subscription rights					
Issuance, in cash or in compensation of listed securities, shares or other securities giving access immediately or in the future to the capital (17 <sup>th</sup> resolution of the AGM of April 28, 2021)	224 million <sup>(1)(2)</sup>	56,000,000	Apr. 28, 2021/ Jun. 27, 2023	None	56,000,000 <sup>(3)</sup>
Issuance of shares and other securities through an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code (18 <sup>th</sup> resolution of the AGM of April 28, 2021)	120 million <sup>(1)</sup>	30,000,000	Apr. 28, 2021/ Jun. 27, 2023	None	30,000,000
Issuance of shares and other securities as consideration for unlisted securities (20 <sup>th</sup> resolution of the AGM of April 28, 2021)	224 million <sup>(1)(2)</sup>	56,000,000	Apr. 28, 2021/ Jun. 27, 2023	None	56,000,000
Overall limits on issuance made under the above resolutions	800 million <sup>(1)</sup>	200,000,000	Apr. 28, 2021/ Jun. 27, 2023	None	200,000,000 <sup>(3)</sup>
Employee share issues					
Company Savings Plan (16 <sup>th</sup> resolution of the AGM of May 5, 2022)	45.5 million <sup>(6)</sup>	11,375,000	May 5, 2022/ Jun. 4, 2024		7,675,000 <sup>(3)</sup>
Share issues to promote share ownership among employees in foreign companies of the Group (17 <sup>th</sup> resolution of the AGM of May 5, 2022)	22.75 million <sup>(4)(6)</sup>	5,690,000	May 5, 2022/ Nov. 4, 2023		1,990,000 <sup>(3)</sup>
Free shares or Performance Shares (15 <sup>th</sup> resolution of the AGM of May 5, 2022)	45.5 million <sup>(6)</sup>	11,375,000	May 5, 2022/ May 4, 2025	92,680	11,282,320 <sup>(5)</sup>
	Maximum amount of the authorized cancellation (in euros)	Number of shares	Authorization date/ authorization expires	Amount available (in number of shares)	
Reduction in capital through cancellation of shares					
Cancellation of own shares (24 <sup>th</sup> resolution of the AGM of April 28, 2021)	224 million per 24-month period	56,000,000	Apr. 28, 2021/ Apr. 27, 2023		56,000,000

(1) The overall ceiling for issues is capped at €800 million in aggregate.

(2) All issuances made without preference right (17<sup>th</sup>, 18<sup>th</sup>, and 20<sup>th</sup> resolutions) are globally limited to €224 million.

(3) Using the authorization of the 22<sup>nd</sup> resolution of the Annual General Meeting (AGM) held on April 28, 2021 and the delegation of the Board of Directors granted on December 15, 2021, 492,482 shares were issued in 2022 for French employees participating in a company savings plan. At its meeting of December 14, 2022, the Board of Directors authorized capital increases within a limit of 3.7 million shares, i.e. 0.65% of the capital.

(4) Issuances of shares reserved for employees in non-French subsidiaries will be deducted from the ceiling for capital increases reserved for employees participating in a company savings plan.

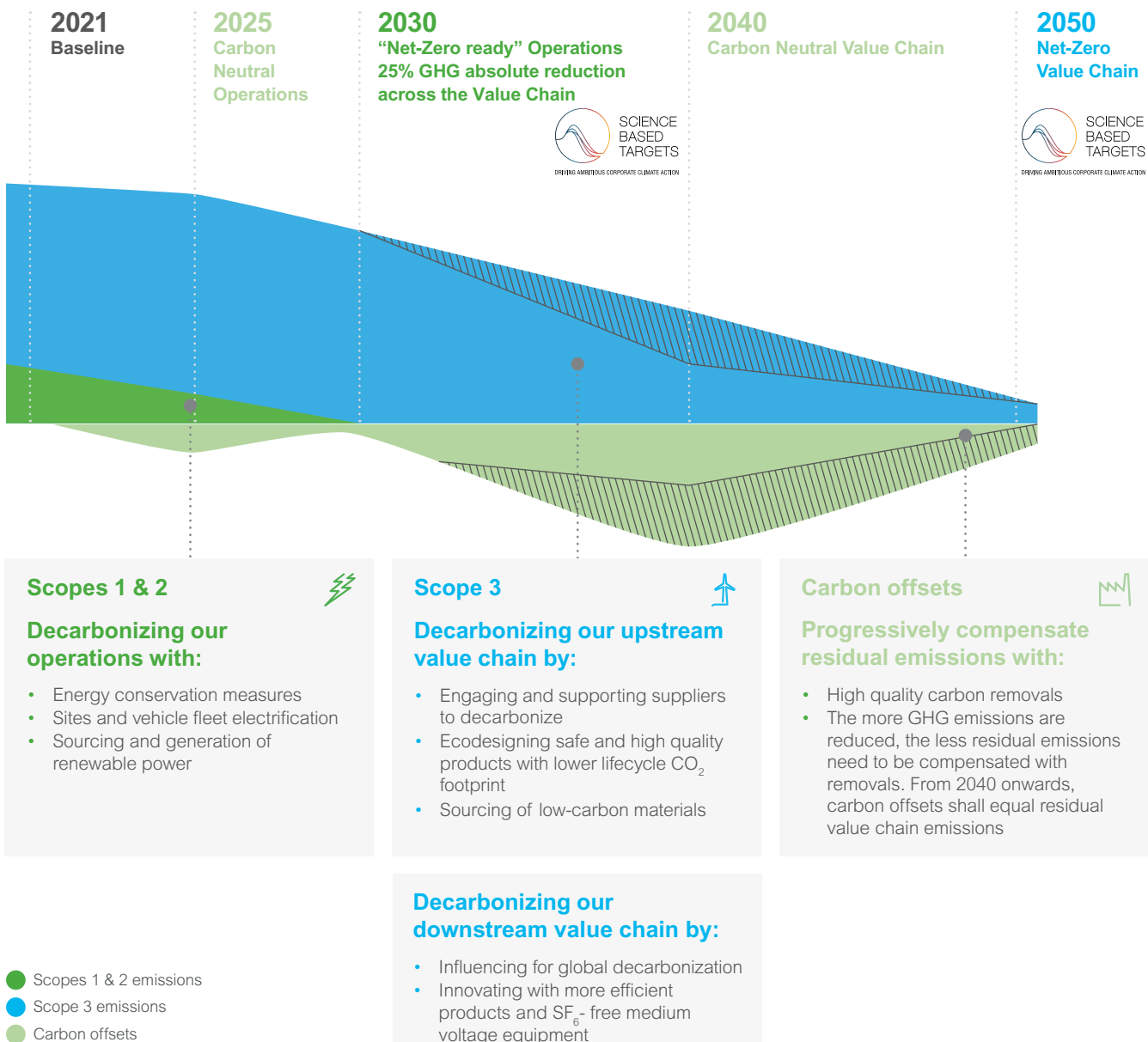
(5) At the Board of Directors' meeting of July 27, 2022, 67,590 shares were granted under the 2022 Long-term incentive plan. At the Board of Directors' meeting of October 26, 2022, 25,090 shares were granted under the 2022 Long-term incentive plan.

(6) On the date of the 2022 Annual Shareholders' Meeting, the share capital was €2,276 million.

# 3. Climate strategy of the Company

In August 2022, Schneider Electric was one of the first companies to see its Greenhouse Gas (GHG) reduction targets validated by the Science Based Targets initiative (SBTi), aligned with its “Corporate Net-Zero Standard” published in October 2021. As part of its Net-Zero Commitment, the Group has defined mid- and long-term targets. Ultimately, the Group is committed to be Net-Zero across its entire value chain by 2050, which means that the Group aims to reduce its 2021 footprint by an absolute 90% by 2050 and neutralize residual emissions with high quality and durability carbon removal credits.

The four milestones towards Schneider's Net-Zero Commitment are presented below together with the key decarbonization levers, and are detailed in the subsequent sections of this chapter. Please note that this graph is intended to provide a simple visualization of the Group's roadmap, so the proportions between Scopes 1, 2, and 3 have been adjusted to facilitate readability. It is not representative of year over year targets. Yet, what is important to note is that between 2040 and 2050, the above and below the line are symmetrical, meaning the emissions that are not reduced need to be compensated, and by 2050 at the latest removed.



### 3. Climate strategy of the Company

#### By 2030, reduce value chain emissions by 25% and be “Net-Zero ready” in operations

Schneider Electric commits to reduce its absolute Scope 3 GHG emissions across its entire value chain by 25% from a 2021 base year. This encompasses all Scope 3 emissions, in particular upstream emissions from purchased goods and services, as well as downstream emissions from the use of electricity by its sold products.

Schneider is already carrying out concrete actions to engage its value chain in decarbonization under its Climate and Resources commitments:

- engage 1,000 top suppliers to reduce their operational CO<sub>2</sub> emissions by 50% with The Zero Carbon Project (SSI #3);
- increase green material content in products to 50% (steel, aluminum, and plastics) by 2025, favoring bio-sourced, recycled, and sustainable options (SSI #4), and improve the end-to-end lifecycle environmental footprint of its offers with EcoDesign Way™;
- have 100% of primary and secondary packaging free from single-use plastic and made from recycled cardboard (SSI #5);
- propose SF<sub>6</sub>-free alternatives for all medium voltage technologies by 2025 (SSE #2);
- increase CO<sub>2</sub> efficiency in transportation of goods by 15% by 2025 (SSE #4), and replace at least 5% of conventional jet fuel use with sustainable aviation fuel by 2030 (WEF First Movers Coalition);
- reduce CO<sub>2</sub> emissions from waste management, and reach 200 “Waste-to-Resource” sites (SSE #9).

Having “Net-Zero ready” operations means the Group plans to reduce absolute emissions from Scopes 1 & 2 by 76% from a 2021 base year (equivalent to a 90% reduction compared to 2017) and neutralize residual emissions from its operations with carbon removal credits of growing quality and durability (see details thereafter).

To deliver on this operational target, the Group has launched several transformations:

- reach 150 Zero-CO<sub>2</sub> sites by 2025 (SSE #1);
- source 90% of electricity from renewables by 2025 (SSE #3), and 100% by 2030 (RE100);
- increase energy efficiency in its sites by 15% by 2025 (SSE #5), and double energy productivity by 2030 compared to 2005 (EP100);
- shift one-third of corporate vehicle fleet to electric vehicles by 2025 (SSE #7), and 100% by 2030 (EV100).

#### By 2050, reach Net-Zero CO<sub>2</sub> emissions across the entire value chain

To reach its Net-Zero Commitment, the Group will reduce its absolute Scopes 1, 2, and 3 GHG emissions by at least 90% from a 2021 base year, and compensate residual emissions with carbon offsets, in line with the SBTi “Corporate Net-Zero Standard”.

Schneider Electric has already implemented a solid foundation of initiatives, which will be reinforced and completed by additional actions. Considering the company profile in terms of GHG emissions, meeting the targets will require to engage even more with customers and suppliers on decarbonization, leveraging the Group's portfolio of solutions to grow the energy efficiency of the global economy, the electrification of the energy mix, and the sourcing of renewable electricity.

In addition to that, the growing share of circularity services in the revenue of the company, along with the greater environmental value added by the Group's Green Premium™ offers, are enablers to lead to the decoupling of company activity from absolute emissions.

#### Reach carbon-neutral operations and a carbon-neutral value chain in 2025 and 2040 respectively

To achieve carbon neutral operations by 2025, Schneider Electric will compensate residual Scopes 1 & 2 GHG emissions with quality carbon offsets. Similarly, by 2040, the Group aims to compensate its end-to-end carbon footprint.

Since 2011, Schneider has invested in the Livelihood Carbon Fund (LCF) and renewed its engagement with the LCF2 and LCF3 funds. These funds invest into three kinds of projects combining climate change resilience with strong social and economic impact:

1. agroforestry and regenerative agriculture (which combines productivity and biodiversity restoration);
2. reforestation and restoration of key natural ecosystems, including mangrove restoration (mangroves are powerful carbon sequestration agents and natural barriers to coastal areas);
3. rural energy (the fuel-efficient cookstoves distributed by Livelihoods decreases wood consumption by half, preserves forests, and mitigates climate change).

The return of the fund is measured in carbon credits from the highest available standards (VERRA and Gold Standard). To date, those credits have not been used to compensate the Group's GHG emissions, but some have been used to compensate emissions from the Schneider Electric Paris Marathon.



Read more about Livelihoods in chapter 2.6 pages 224 to 241.

To fulfill Schneider's Net-Zero targets, solely carbon removal will be used to “net” the company's emissions. At this stage, the current market maturity, lack of standard definition regarding quality and durability of carbon removals make it challenging to define the nature and composition of the company's carbon removal portfolio.



Read more about Climate strategy in section 2.3 of Chapter 2 of the 2022 Universal Registration Document.

## 4. Corporate Officers' compensation

The compensation report presented below reflects the Group's governance change announced on February 16, 2023. The Board of Directors nominated Mr. Peter Herweck to succeed to Mr. Jean-Pascal Tricoire as Chief Executive Officer at the date of the Annual General Meeting scheduled for May 4, 2023. Mr. Jean-Pascal Tricoire will continue to serve as Chairman of the Board of Directors from that date, while Mr. Peter Herweck will assume the role of Chief Executive Officer as the sole executive corporate officer.

In line with this new governance structure, the Group will have:

- a governance structure with a Chairman & CEO (Mr. Jean-Pascal Tricoire) from January 1, 2023 until May 3, 2023;
- a governance structure with a Chairman of the Board of Directors (Mr. Jean-Pascal Tricoire) and a Chief Executive Officer (Mr. Peter Herweck) from May 4, 2023.

This section includes a complete description of the components of remuneration for the corporate officers, including the following components on which the Annual General Meeting of May 4, 2023, is invited to vote:

- with regard to 2022:
  - for the Chairman & CEO (Mr. Jean-Pascal Tricoire): the components which make up the total remuneration and the benefits of all kinds paid during 2022 or awarded in respect of 2022 (subject of the 6<sup>th</sup> resolution proposed to the Annual General Meeting);
  - for the Board members of Schneider Electric: the components of remuneration presented in the Report on Corporate Governance pursuant to Article L. 22-10-9 I of the French Commercial Code (subject of the 5<sup>th</sup> resolution proposed to the Annual General Meeting);
- with regard to 2023, the remuneration policies which will be applicable:
  - to the Chairman & CEO (Mr. Jean-Pascal Tricoire) for the period running from January 1, 2023 to May 3, 2023 (subject of the 7<sup>th</sup> resolution proposed to the Annual General Meeting);
  - to the Chief Executive Officer (Mr. Peter Herweck) for the period running from May 4, 2023 to December 31, 2023 (subject of the 8<sup>th</sup> resolution proposed to the Annual General Meeting);
  - to the Chairman of the Board of Directors (Mr. Jean-Pascal Tricoire) for the period running from May 4, 2023 to December 31, 2023 (subject of the 9<sup>th</sup> resolution proposed to the Annual General Meeting);
  - to the Board members for the full year 2023 (subject of the 11<sup>th</sup> resolution proposed to the Annual General Meeting).

The information included in this section also takes into account the provisions of the AFEP-MEDEF Code of Corporate Governance for listed companies, as interpreted by the *Haut Comité de Gouvernement d'Entreprise* (French High Committee on Corporate Governance) and the AMF's recommendations.

### 4.1 Overview

The compensation paid or granted to the Corporate Officer in 2021 was approved by more than 84% of our shareholders at the 2022 Annual General Meeting and the 2022 compensation policy was supported by more than 89% of the shareholders at the 2022 Annual Shareholders' meeting.

As in previous years, in 2022, key remuneration topics were discussed with Schneider Electric's largest shareholders. Schneider Electric representatives notably met with 24 investors during the year, representing more than 39% of the issued share capital, over 2 rounds of governance roadshow; in April, ahead of the Annual General Meeting to discuss matters submitted to the shareholders' vote and in the fall to discuss broader ESG topics. The Vice-Chairman & Lead Independent Director took part into discussions with 19 of these investors. Feedback was reported to the Governance & Remunerations Committee and to the Board of Directors. This dialogue will be pursued in 2023 to ensure that the Board takes the feedback into account to determine the compensation policy of the Corporate Officers.

The Board values the comments received during these engagements with shareholders. Although there were no unanimous or major concerns being raised, the Board took the opportunity of the change of governance to incorporate some of the sensitivities mentioned by shareholders into its decisions.

Considering Mr. Jean-Pascal Tricoire is stepping down as Chief Executive Officer on May 3, 2023, the Board decided not to increase his fixed remuneration for the period from January 1, 2023 until May 3, 2023 and almost not to change his compensation policy from the one applied in 2022. When positioning the fixed compensation of Mr. Jean-Pascal Tricoire as Chairman of the Board for the period starting on May 4, 2023, the Board used notably an in-depth study of industry practices in term of compensation and also took into account the specific missions assigned to him by the Board.

In designing the remuneration policy applicable to the new Chief Executive Officer, the Board wished to maintain an overall stability in the compensation structure, which demonstrably drives the right behaviors, appears balanced, provides market competitive pay, and ensures a strong link between pay and performance, as well as a focus on the long-term. The Board also took into account shareholders' feedback and considered Peter Herweck's expertise and past experience, and proposed some adjustments (see section 4.2.3 of this Universal Registration Document presenting the remuneration policy).

## 4. Corporate Officers' compensation

### 2022 performance highlights

#### Business performance

2022 was a record year setting the foundation for ongoing sustainable growth with all-time high revenues, Adjusted EBITA margin and net income.

#### Revenue

€34B

#### Adjusted EBITA

€6B

#### Cash conversion

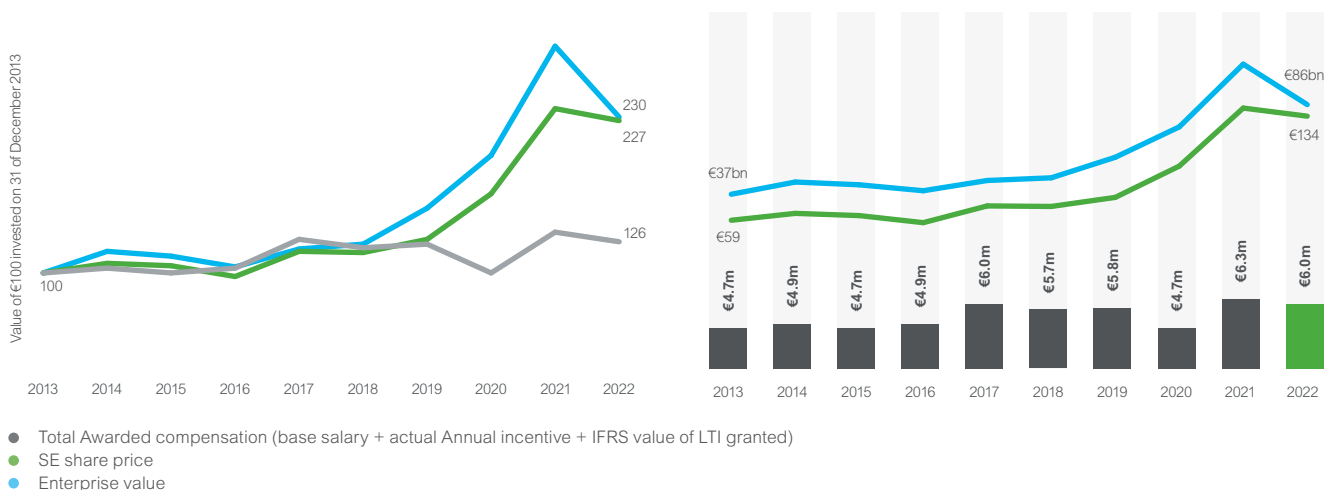
95.8%

#### Progress on Schneider Sustainability Impact

4.91

#### Positioning in relation to the Company's performance

Chairman & Chief Executive Officer 2022 compensation vs. shareholder value creation – share price and enterprise value growth over 10 years (re-based to 100).



Note: 2021 and 2022 LTIP are presented "at target".

#### Summary of the compensation realized during the year 2022

Jean-Pascal Tricoire, Chairman & CEO (euros)

1,000,000	1,493,700	7,585,289 <sup>(1)</sup>	536,646
Salary	STIP	LTIP	Other

(1) LTIP represents realized value of shares vested which evaluation of performance ended in 2022 (LTIP 2020).



## 4.2 Compensation granted or paid during the 2022 fiscal year (say on pay *ex-post*)

### 4.2.1 Chairman & Chief Executive Officer's compensation in relation to the 2022 fiscal year

At its meeting on February 15, 2023, after examining the suitability and fairness of the outcome of the 2022 compensation policy for the Corporate Officer and its alignment with the Group's performance, upon recommendation of the Governance & Remunerations Committee, the Board determined the Corporate Officer's compensation for 2022 in accordance with the principles and criteria previously approved by the shareholders in May 2022 at the Annual Shareholders' Meeting. The outcome is detailed and commented on hereinafter along with the performance results for each component of the compensation.

#### Table summarizing the compensation paid or granted to the Chairman & CEO in 2022

The following table summarizes the compensation and benefits awarded or paid to the Chairman & CEO for the fiscal years 2022 and 2021, presented on a reported basis in accordance with AFEF-MEDEF guidelines as well as on a realized basis, where performance conditions assessment have ended in the reported fiscal year.

Jean-Pascal Tricoire Chairman & Chief Executive Officer	Compensation & benefits awarded for fiscal year		Compensation & benefits realized in fiscal year	
	2022	2021	2022	2021
(Euro)				
<b>A – CASH COMPENSATION</b>				
Fixed compensation	1,000,000	1,000,000	1,000,000	1,000,000
Annual variable compensation <sup>(1)</sup>	1,493,700	1,990,300	1,493,700	1,990,300
Compensation in relation to the Director's office	0	0	0	0
<b>SUBTOTAL (A) (CASH)</b>	<b>2,493,700</b>	<b>2,990,300</b>	<b>2,493,700</b>	<b>2,990,300</b>
<b>B – LONG TERM INCENTIVE</b>				
Valuation of the Performance Shares	3,457,692 <sup>(2)</sup>	3,326,329 <sup>(2)</sup>	7,585,289 <sup>(3)</sup>	10,022,858 <sup>(3)</sup>
<b>SUBTOTAL (B) LONG TERM INCENTIVE</b>	<b>3,457,692</b>	<b>3,326,329</b>	<b>7,585,289</b>	<b>10,022,858</b>
<b>C – PENSION CASH BENEFIT</b>				
Complementary payment for pension building (fixed)	191,600	191,600	191,600	191,600
Complementary payment for pension building (variable)	286,193	381,341	286,193	381,341
<b>SUBTOTAL (C) PENSION CASH BENEFIT</b>	<b>477,793</b>	<b>572,941</b>	<b>477,793</b>	<b>572,941</b>
<b>D – OTHER BENEFITS</b>				
Other benefits <sup>(4)</sup>	58,853	56,637	58,853	56,637
<b>SUBTOTAL (D) OTHER BENEFITS</b>	<b>58,853</b>	<b>56,637</b>	<b>58,853</b>	<b>56,637</b>
<b>TOTAL COMPENSATION AND BENEFITS (A)+(B)+(C)+(D)</b>	<b>6,488,038</b>	<b>6,946,207</b>	<b>10,615,635</b>	<b>13,642,736</b>

(1) The annual incentive for the fiscal year 2021 was paid in 2022 after approval by the shareholders at the Annual Shareholders' Meeting of May 5, 2022 of the 8<sup>th</sup> resolution relating to the compensation paid, due, or awarded to Jean-Pascal Tricoire in respect of the 2021 fiscal year. Hence, the **total compensation in cash actually paid** in the fiscal year 2022 to Jean-Pascal Tricoire amounts to **€3,563,241** (2022 fixed compensation + 2021 annual incentive + fixed portion of pension benefit for 2022 + variable portion of pension benefit for 2021). Likewise, in accordance with Article L.22-10-34 II of the French Commercial Code, the variable elements in cash awarded to Jean-Pascal Tricoire for the financial year 2022 will only be paid in 2023, subject to their prior approval by the shareholders at the Annual Shareholders' Meeting of May 4, 2023 under the 6<sup>th</sup> resolution.

(2) **Value of Performance Shares granted during fiscal year** – As per AFEF-MEDEF Corporate Governance Code methodology, compensation is presented on a reported basis. Long-term incentives for the fiscal year include Performance Shares granted during the fiscal year, the performance period of which has not elapsed. The value of Performance Shares corresponds to the number of shares granted, before reduction on account of performance, multiplied by the share price determined in line with IFRS accounting standards.

(3) **Value of Performance Shares deemed vested during the fiscal year** – In order to facilitate the analysis, the Long-term incentives are also presented on realized value basis, where the value of Performance Shares corresponds to the actual number of shares (granted in previous years) deemed vested at the end of the fiscal year, after reduction for performance conditions, multiplied by the share price on December 31, 2021 or 2022, as the case may be.

(4) **Other benefits** include company car, employer matching contributions to capital increase for employees or contributions to Employee Saving Plan and to collective Pension Saving Plan (PERECO) as well as benefits from French profit-sharing plan.

## 4. Corporate Officers' compensation

### Say on pay table relating to the compensation paid or granted to the Chairman & CEO in 2022

The fixed, variable, and exceptional components of the total compensation and benefits paid or awarded for the fiscal year 2022 to the Corporate Officer, as detailed below, will be submitted to the shareholders for approval at the 2023 Annual Shareholders' Meeting of May 4, 2023 under the 6<sup>th</sup> resolution.

The tables below summarize the compensation paid during the past fiscal year and compensation awarded for the past fiscal year, along with a description of how each component was calculated in compliance with the compensation policy in force.

Elements of compensation submitted to the vote	Amounts	Description
<b>Fixed compensation</b>	<b>€1,000,000</b> (amount due for 2022 paid in 2022)  Reminder: €1,000,000 (amount due for 2021 paid in 2021)	<b>Reminder of the 2022 compensation policy</b> For the fiscal year 2022, his theoretical gross annual fixed compensation was set by the Board of Directors at €1,000,000 upon recommendation from the Governance & Remunerations Committee.  <b>Application of the 2022 compensation policy</b> Mr. Jean-Pascal Tricoire received in 2022 a fixed compensation of €1,000,000.
<b>Annual variable compensation</b>	<b>€1,493,700</b> (amount due for 2022 to be paid in 2023)  Reminder: €1,990,300 (amount due for 2021 paid in 2022)	<b>Reminder of the 2022 compensation policy</b> The annual variable compensation rewards achievement of the short-term financial, and sustainability (corporate and social responsibility) objectives of the Group.  The pay-out opportunity is as follows: <ul style="list-style-type: none"> <li>• at threshold performance: 0% of the fixed compensation;</li> <li>• at target: 130% of the fixed compensation;</li> <li>• at maximum over-performance: 260% of the fixed compensation.</li> </ul> The payment of the variable annual cash compensation is conditional upon approval by shareholders of the compensation granted to the concerned Corporate Officer.  The structure of the 2022 annual variable compensation focuses on what matters to Schneider Electric in delivering value to shareholders. 100% of the variable compensation depends on measurable objectives: <ul style="list-style-type: none"> <li>• 80% depends on financial criteria which closely align pay outcomes for the Corporate Officer to Schneider Electric's financial performance:                             <ul style="list-style-type: none"> <li>– organic sales growth (40%);</li> <li>– adjusted EBITA margin improvement (30%); and</li> <li>– cash conversion rate (10%);</li> </ul> </li> <li>• 20% depends on Schneider Sustainability Impact (SSI) highlighting the importance of sustainability on Schneider Electric's business agenda.</li> </ul> The Board also ensured that stringent targets were set for the annual variable compensation with maximum award only payable if a strong performance is delivered on each performance metric.

Elements of  
compensation  
submitted to  
the vote

## Amounts

## Description

Annual  
variable  
compensation  
(continued)

## Application of the 2022 compensation policy

The annual incentive due for 2022 was determined by the Board at the meeting of February 15, 2023, based on the attainment rate of the objectives set for fiscal year 2022 as follows:

	Weight (%)	Performance Range			Achievement		
		Threshold	Target	Maximum	2022 Results	Achievement rate (non-weighted)	Achievement rate (weighted)
2022 performance criteria		0%	100%	200%			
Group financial indicators (80%)							
Organic Sales growth	40%	9%	10%	13%	12.2%	173.3%	69.3%
Adjusted EBITA margin improvement (org.)	30%	0.3 pts	0.6 pts	0.9 pts	0.4 pts	33.3%	10.0%
Cash Conversion rate	10%	85%	100%	115%	95.8%	72.0%	7.2%
Sustainability (20%)							
Schneider Sustainability Impact (score)	20%	4.2	4.7	5.2	4.91	142.0%	28.4%
Total	100%						114.9%

Overall, 2022 annual variable compensation resulted in a total achievement rate of 114.9%, above target, reflecting record levels in revenues and adjusted EBITA, and good level of free cash-flow delivered by Schneider Electric in 2022.

Indeed, after having set the compensation targets on February 16, 2022, aligned with the targets disclosed to the market at that time, the Board decided on July 27, 2022 to use the discretion clause provided in the 2022 compensation policy approved by shareholders at the 2022 Annual General Meeting.

The targets set at the beginning of 2022 did not appear adequate anymore considering the price inflation which was much higher than expected. Therefore, the Board resolved to increase the targets linked to revenue growth in order to align them with the new guidance announced to the market at that time:

- Revenue growth of +9% to +11% organic (previously +7% to +9% organic in February 2022);
- Adjusted EBITA margin up +30bps to +60bps organic (unchanged vs. February 2022).

This decision has been made to ensure a better alignment with the shareholders' experience and to make sure that the Chairman & CEO was compensated only for the Company's intrinsic performance. Without this adjustment, the indicator linked to revenue growth would have been overachieved by 200% delivering 80% of target variable compensation for this criteria instead of the 69.3% which was delivered after taking into consideration the targets adjustment resolved by the Board.

The final 2022 results for revenue growth (12.2%) having exceeded the targets disclosed to the market in July 2022, total achievement rate of the annual variable compensation of the Corporate Officer was set by the Board at 114.9% of the targeted variable compensation, reflecting strong performance of Schneider Electric in 2022.

#### 4. Corporate Officers' compensation

##### Elements of compensation submitted to the vote

##### Amounts

##### Description

##### Annual variable compensation (continued)

Detailed achievement of each criterion:

- **Organic Sales growth:** The Group delivered an organic sales growth of +12.2%, which was above both guidance communicated to the market in February of +7% to +9% and the one reviewed in July of +9% to +11%. Therefore, this good performance resulted in an achievement rate of this criterion of 69.3% on the range between 0% to 80%.
- **Adjusted EBITA margin improvement:** In 2022, Adjusted EBITA margin rate improved by +0.4 bps organically to reach 17.6%, as a consequence of strong pricing, good cost control and improving SFC/Sales ratio. As a result, the achievement rate on this criterion was set at 10% on a scale from 0% to 60%.
- **Cash conversion:** Free cash-flow was €3.33 billion. Therefore, cash conversion was 95.8% in 2022 which represented an achievement rate of 7.2% on this criterion, on a scale from 0% to 20%.
- **Schneider Sustainability Impact:** the Schneider Sustainability Impact (SSI), is the translation of our six long-term commitments into a selection of 11 highly transformative and innovative sustainability programs. It's the Group's five-year (2021–2025) plan with progress tracked and published quarterly, as well as audited annually. In 2022 the SSI achieved a score of 4.91/10 exceeding its target for the year, representing an achievement rate of 28.4% on a scale from 0% to 40%.

As a result, the 2022 annual variable compensation pay-out for the Corporate Officer was calculated on the base of his fixed compensation as follows:

At Target pay-out		Achievement rate	2022 Actual pay-out	
as a % of salary	Amount (€)	as a % of target	as a % of base salary	Amount (€)
130%	€1,300,000	114.9%	<b>149.4%</b>	<b>€1,493,700</b>

In compliance with Article L.22-10-34 II of the French Commercial Code, the payment of this annual variable compensation is subject to approval by the shareholders of the compensation granted to the Corporate Officer for the fiscal year 2022 (see 6<sup>th</sup> resolution to be submitted to the Annual Shareholders' Meeting of May 4, 2023).

*As a reminder, an amount of €1,990,300 was paid in 2022 to Mr. Jean-Pascal Tricoire for the annual variable compensation due for the fiscal year 2021 after the approval of the 8<sup>th</sup> resolution by the Annual Shareholders' Meeting on May 5, 2022 (see page 316 of the 2021 Universal Registration Document).*

## Long-term incentive (Performance shares)

### 31,105 Performance Shares

granted in March 2022 (€3,457,692 according to IFRS valuation)

Reminder: 37,903 Performance Shares granted in March 2021 (€3,326,329 according to IFRS valuation)

### Reminder of the 2022 compensation policy

The 2022 Compensation policy provided:

- a maximum annual award to the Chairman & CEO capped at 200% of the combined fixed and target short-term variable compensation at the date of the grant;
- a vesting period of three years with an additional mandatory one-year holding period for 30% of shares granted under the plan reserved to the Corporate Officer;
- performance conditions as follows:

#### 40%

#### Improvement of Adjusted Earnings Per Share (EPS)

Average of the annual rates of achievement of Adjusted EPS improvement targets for the 2022 to 2024 fiscal years. Adjusted EPS performance is published in the external financial communications and its annual variance will be calculated using adjusted EBITA at constant FX from year N-1 to year N. Foreign exchange impacts below adjusted EBITA will be taken in full. Significant unforeseen scope impact could be restated from this calculation upon decision of the Board.

#### 35%

#### Relative TSR

##### 17.5% vs. CAC 40 companies

- 0% below median
- 50% at median (rank 20)
- 100% at rank 10
- 120% at ranks 1 to 4\*

*Vesting linear between these points*

##### 17.5% vs. a panel of 11 peer companies

(ABB, Legrand, Siemens, Eaton, Emerson, Honeywell, Johnson Controls, Rockwell Automation, Fuji Electric, Mitsubishi Electric, and Yokogawa)

- 0% at rank 7 and below
- 50% at rank 6
- 100% at rank 4
- 150% at ranks 1 to 3\*

*Vesting linear between these points*

#### 25%

#### Schneider Sustainability External & Relative Index (SSERI)

##### 6.25% DJSIW

- 0%: not in World
- 50%: included in World
- 100%: sector leader

##### 6.25% Euronext Vigeo

- 0%: out
- 50%: included in World 120 or Europe 120
- 100%: included in World 120 & Europe 120

##### 6.25% Ecovadis

- 0%: Silver medal or less
- 50%: Gold medal
- 100%: Platinum medal

##### 6.25% CDP Climate Change

- 0%: C score
- 50%: B score (25% at B-)
- 100%: A score (75% at A-)

\* The over-achievement of relative TSR performance condition can off-set the under-achievement of the objectives under the adjusted EPS performance condition.

#### 4. Corporate Officers' compensation

##### Long-term incentive (Performance shares) (continued)

##### Application of the 2022 compensation policy

The volume of the maximum annual award was set in consideration of:

- The market practice and competitive positioning of the Chairman & CEO's compensation package;
- The Group's good performance;
- The structure of performance measurement governing the final acquisition of LTIP awards;
- The culture of ownership deeply rooted in Schneider Electric's DNA.

As in 2021, upon hearing the report from the Governance & Remunerations Committee, the Board took into consideration the increase in the Company's stock price and in the spirit of maintaining a culture of moderation in an uncertain economic environment and decided to allocate to Mr. Jean-Pascal Tricoire a number of shares markedly below the maximum allowed by the compensation policy.

According to the authorization given by the Annual Shareholders' Meeting on April 25, 2019 in its 21<sup>st</sup> resolution, the Board of Directors, during its meeting of March 24, 2022 decided to grant Mr. Jean-Pascal Tricoire a total of 31,105 Performance Shares (representing 0.005% of Schneider Electric's share capital) subject to the performance criteria described above and measured over a period of three years:

- 9,332 Performance Shares under Plan n° 40 in his capacity as Chairman & CEO of Schneider Electric SE;
- 21,773 Performance Shares under Plan n° 41 in his capacity as Regional Asia President and Chairman of Schneider Electric Asia Pacific.

##### Pension benefits

**€477,793**  
(amount due for 2022 (fixed portion of €191,600 paid in 2022 and variable portion of €286,193 to be paid in 2023))

Reminder: €572,941 (amount due for 2021 (fixed portion of €191,600 paid in 2021 and variable portion of €381,341 paid in 2022))

##### Reminder of the 2022 compensation policy

Complementary payments are intended to take account of the fact that, following the decision of the Board of Directors on February 18, 2015 to remove the benefit of the defined-benefit pension scheme (Article 39) for Corporate Officers, Mr. Jean-Pascal Tricoire is personally responsible for building up his pension. He undertook to redirect these complementary payments, net of taxes, to investment vehicles devoted to financing his additional pension. To determine this authorized complementary compensation, the Board of Directors sought the recommendation of an independent expert, namely the firm WTW, and ensured that the mechanism implemented therefore, was in line with shareholders' interests.

Accordingly, Mr. Jean-Pascal Tricoire is entitled to receive annually a complementary component, split into a fixed and variable portion as follows:

Fixed portion	Target (% of Fixed)	Variable portion			
		Minimum	At target	Maximum	Total at Target
€191,600	130%	€0	€249,080	€498,160	€440,680

The variable part is dependent on performance criteria aligned with the variable annual compensation (see above).

##### Application of the 2022 compensation policy

At the meeting held on February 15, 2023, the annual complementary variable portion for pension for 2022 to be paid after the Annual Shareholders' Meeting if the latter approves it, was set by the Board of Directors at 149.4% of the annual complementary fixed portion, *i.e.* an achievement rate of 114.9%.

For 2022, Mr. Jean-Pascal Tricoire is entitled to receive:

Fixed amount due for 2022	Variable amount due for 2022 <sup>(1)</sup>	Total due for 2022
€191,600	€286,193	<b>€477,793</b>

(1) Calculated by applying to the variable portion at target of the pension above (€249,080) the percentage of target achievement determined for the calculation of the 2022 annual variable compensation, *i.e.* 114.9%.

In compliance with applicable law, the payment of the variable amount will be subject to shareholders' approval (see 6<sup>th</sup> resolution submitted to the Annual Shareholders' Meeting of May 4, 2023).

*Reminder: an amount of €381,341 was paid in 2022 to Mr. Jean-Pascal Tricoire for the variable portion of his pension due for the fiscal year 2021 after its approval by the Annual Shareholders' Meeting on May 5, 2022 (see page 319 of the 2021 Universal Registration Document).*



Other benefits	<b>€58,853</b> received in 2022	<b>Reminder of the 2022 compensation policy</b> The Compensation policy provides that the Chairman & CEO may benefit from: <ul style="list-style-type: none"><li>• the employer matching contributions;</li><li>• the profit-sharing;</li><li>• a company car;</li><li>• supplementary Life &amp; Disability scheme.</li></ul>										
	Reminder: €56,637 received in 2021	<b>Application of the 2022 compensation policy</b> For the fiscal year 2022, the Chairman & CEO was eligible for profit-sharing and the employer matching contributions paid to Employee Saving Plan subscribers. In addition, he was eligible for the employer matching contributions paid to subscribers to the collective pension fund (PERECO) for the retirement of workers in France. The use of a company car in 2022 represented an equivalent cost of €48,171.										
	<table><tr><th>Employer matching contributions to Employee Saving Plan</th><th>Employer matching contributions to collective pension saving plan (PERECO)</th><th>Profit-sharing</th><th>Company car</th><th>Total 2022 benefits</th></tr><tr><td>€1,404</td><td>€800</td><td>€8,478</td><td>€48,171</td><td><b>€58,853</b></td></tr></table>		Employer matching contributions to Employee Saving Plan	Employer matching contributions to collective pension saving plan (PERECO)	Profit-sharing	Company car	Total 2022 benefits	€1,404	€800	€8,478	€48,171	<b>€58,853</b>
Employer matching contributions to Employee Saving Plan	Employer matching contributions to collective pension saving plan (PERECO)	Profit-sharing	Company car	Total 2022 benefits								
€1,404	€800	€8,478	€48,171	<b>€58,853</b>								
		The Chairman & CEO is eligible for (i) the collective welfare plan applicable to employees of Schneider Electric SE and Schneider Electric Industries SAS covering the risks of illness, incapacity, disability, and death and (ii) additional coverages conditional on the fulfillment of some conditions as described in the compensation policy (see Chapter 4, section 2.3.1 of the Universal Registration Document).										
Termination benefits	No payment	<b>Involuntary Severance Pay</b> The Chairman & CEO is entitled to involuntary termination benefits in case of change of control or strategy and taking into account the non-compete compensation described below, is capped at twice the arithmetical average of his annual fixed and variable compensation paid over the last three years (see Chapter 4, section 4.2.3.1 of the 2021 Universal Registration Document).										
		<b>Non-compete compensation</b> The Chairman & CEO is entitled to non-compete compensation for a period of one year capped at 60% of annual fixed and target variable parts (excluding complementary payments) (see Chapter 4, section 4.2.3.1 of the 2021 Universal Registration Document).										

For 2022, Mr. Jean-Pascal Tricoire was not awarded nor benefited from multi-annual variable compensation, exceptional compensation, stock options, welcome bonus, or Directors' fees.

Employer social contributions paid by the Group's companies in respect of Mr. Jean-Pascal Tricoire's compensation amounted to €353,738.12 in 2022.

Mr. Jean-Pascal Tricoire is granted 30% of his cash compensation described above (fixed compensation, annual variable compensation and pension complementary payments) in consideration for his duties as a Corporate Officer (Chairman & CEO) of Schneider Electric SE exclusively. The remainder is granted to him for the discharge of his operational duties as Regional Asia President, Chairman of Schneider Electric Asia Pacific and executive Director of Schneider Electric USA Inc.

#### Details relating to the 2020 Long-term Incentive Plan realized in 2022 (LTIP 2020)

The performance period for shares granted in 2020 finished on December 31, 2022 and shares under the Plans n° 36 and 37 are therefore deemed vested. Their final acquisition is, however, still subject to the satisfaction of the presence condition at the delivery date.

At its meeting of February 15, 2023, the Board assessed the achievement rate of the performance criteria based on the Group's performance over the three-year period 2020 – 2022 and set the final rate of achievement at **96.71%**, i.e. a reduction of 3.29% in relation to the number of shares originally granted.

The Chairman & CEO was conditionally granted 18,000 shares under Plan n° 36 and 42,000 shares under Plan n° 37. After applying the reduction for performance not achieved, the resulting outcomes were as follows:

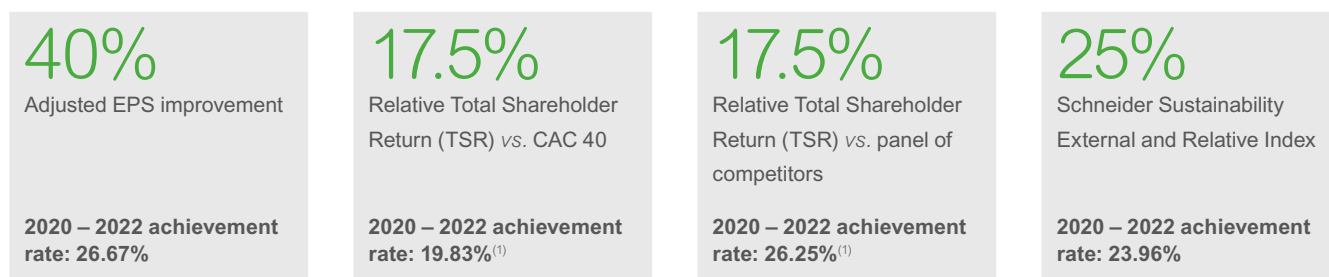
Corporate Officer	Number of Shares (Plan n° 36) <sup>(1)</sup>	Number of Shares (Plan n° 37)	Number of shares deemed vested	No of shares lapsed	Value of deemed vested shares <sup>(2)</sup>
Jean-Pascal Tricoire	18,000	42,000	58,027	1,973	<b>€7,585,289</b>
Vesting date	March 24, 2023	March 24, 2023			

(1) Plan n° 36 – Performance Shares granted under this plan to the Corporate Officer are subject to one-year holding period following vesting, therefore shares will only become unrestricted on March 24, 2024.

(2) Vested shares are valued at the closing share price of December 30, 2022, i.e. €130.72.

## 4. Corporate Officers' compensation

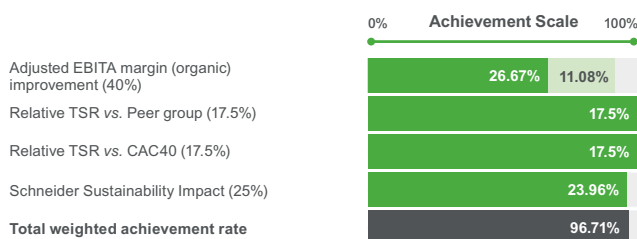
Shares granted under the 2020 LTIP were subjected to performance conditions as follows:



(1) The over-performance of the relative TSR conditions off-set the under-performance of the adjusted EPS condition (for 11.08%).

2022 was the final year of performance measurement for the LTIP 2020. Schneider Electric ranked 6<sup>th</sup> on relative TSR among the CAC 40 companies and 3<sup>rd</sup> among the panel of competitors, delivering 55.3% return to shareholders over the same three-year period, demonstrating a strong value creation for the shareholders. Schneider Electric delivered robust organic adjusted EPS improvement year-on-year and demonstrated consistent progress on the Group's sustainability targets which are at the heart of the Group's strategy. These strong results across the range of performance criteria led to a vesting outcome of 96.71% out of 100%.

### LTIP 2020 Performance criteria achievement



#### Adjusted EPS improvement (40%)

During the three-year plan, the Adjusted EPS improved organically by more than +13% on average even though the targets were missed for 2020 due to COVID-19 and the Board's decision not to change them. This result reflects the successful execution of the strategy combining top line growth, positive net pricing, better mix, industrial productivity, and better efficiency to reduce SFCs. Overall, the achievement rate for this criterion was 26.67% (out of 40%).

	Reference period	Weight (%)	Target			Actual achievement	Pay-out rate	Weighted pay-out rate
			Min 0%	75%	Max 100%			
Adjusted Earnings per Share (EPS) improvement rate	2020	13.33%	0%	3.75%	5%	-4.86%	0%	0%
	2021	13.33%	11.5%	15.5%	17%	31.77%	100%	13.33%
	2022	13.33%	1.1%	5.9%	8.3%	13.13%	100%	13.33%
<b>Total</b>				<b>40%</b>				<b>26.67%</b>

#### Relative Total Shareholder Return (TSR)

vs. CAC 40 (17.5%) – The Group's performance was acknowledged by the market and reflected in the stock price increase, which, combined with a robust dividend distribution policy and consistent share buyback program to balance the dilution coming from allocation of Performance Shares and employee shareholding schemes, generated strong returns to shareholders over the period. Schneider Electric's TSR was ranked 6<sup>th</sup> among the CAC 40 companies. The achievement rate for this criterion was set at 19.83%, including the over-performance of 2.33%, which contributed to the offsetting of the non-achievement of the adjusted EPS criterion.

vs. panel of competitors (17.5%) – Over the period, Schneider Electric's TSR was ranked 3<sup>rd</sup> versus the selected peers (ABB, Legrand, Siemens, Eaton, Emerson, Honeywell, Johnson Controls, Rockwell Automation, Fuji Electric, Mitsubishi Electric, and Yokogawa). The achievement rate for this criterion was set at 26.25%, including the over-performance of 8.75%, which contributed to the offsetting of the non-achievement of the adjusted EPS criterion.

	Weight (%)	Target						Actual achievement	Pay-out rate	Weighted pay-out rate
		0%	50%	75%	100%	120%	150%			
Relative Total Shareholder Return (TSR) vs. CAC 40 companies	17.5%	21	20		10	4–1		6 <sup>th</sup> rank	113.3%	19.83%
vs. panel of peer companies	17.5%	8			4		3–1	3 <sup>rd</sup> rank	150.0%	26.25%

#### • Schneider Sustainability External and Relative Index – SSERI (25%)

The Schneider Sustainability External and Relative Index measures the long-term sustainability performance of the Group in terms of relative performance, through a combination of external indices: (i) DJSI World which covers three dimensions: economic, environmental, and social; (ii) Euronext Vigeo which covers environment, community involvement, business behavior, human rights, corporate governance, and human resources; (iii) Ecovadis which covers four dimensions: environment, labor and human rights, sustainable procurement and ethics; and (iv) CDP Climate Change which covers climate change, water, and forests and represents a major reference for climate change leadership globally. The different rating achieved by Schneider in 2020, 2021 and 2022 in those indexes resulted in an achievement rate of the SSERI of 23.96% (out of 25%).

			Actual achievement			Pay-out rate	Weighted pay-out rate
			2020	2021	2022		
Schneider Sustainability External & Relative Index (SSERI)	<b>6.25% DJSIW</b>	<ul style="list-style-type: none"> <li>0%: not in World</li> <li>50%: included in World</li> <li>100%: sector leader</li> </ul>	sector leader	World	sector leader	83.33%	5.21%
	<b>6.25% Euronext Vigeo</b>	<ul style="list-style-type: none"> <li>0%: out</li> <li>50%: included in World 120 or Europe 120</li> <li>100%: included in World 120 &amp; Europe 120</li> </ul>	World 120 & Europe 120	World 120 & Europe 120	World 120 & Europe 120	100%	6.25%
	<b>6.25% Ecovadis<sup>(1)</sup></b>	<ul style="list-style-type: none"> <li>0%: Silver Medal or less</li> <li>50%: Gold Medal (top 5%)</li> <li>100%: Platinum Medal (top 1%)</li> </ul>	Developed & Env. Leaders EU 40 Indexes <sup>(1)</sup>	Platinum Medal	Platinum Medal	100%	6.25%
	<b>6.25% CDP Climate Change</b>	<ul style="list-style-type: none"> <li>0%: C score</li> <li>50%: B score (25% at B-)</li> <li>100%: A score (75% at A-)</li> </ul>	A score	A score	A score	100%	6.25%
	<b>Total</b>	<b>25%</b>					<b>23.96%</b>

(1) In 2020, the SSERI included the FTSE4GOOD index with the following target: 0% if Schneider is out of the index, 50% if Schneider is included in Developed & Environmental Leaders Europe 40 indexes, 100% if Schneider is included in Developed & Environmental Leaders Europe 40 indexes. In 2020, Schneider Electric was included in Developed & Environmental Leaders EU 40 indexes which triggered the maximum vesting for this year. From 2021 the FTSE4GOOD index has been replaced by Ecovadis index, due to the decommissioning of one of the two FTSE4GOOD indices.

The fact that the compensation mechanism has materialized this year does not create any disconnection between pay and performance considering that the impact is limited (i.e. 11%) and the payout rate actually reflects the good performance of the Company over the last three years and the strong 2022 results. In addition, this result is aligned with the shareholders' experience, the TSR being 55.3% over this period.

#### Historical vesting of the Corporate Officers' Performance Share plans:

<b>LTIP 2020</b> 96.71%	<b>LTIP 2019</b> 96.86%	<b>LTIP 2018</b> 98.18%	<b>LTIP 2017</b> 99.54%	<b>LTIP 2016</b> 91.46%	<b>LTIP 2015</b> 71%
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## 4. Corporate Officers' compensation

### 4.2.2 Non-executive Directors' compensation in relation to the 2022 fiscal year

Amounts granted to non-executive Directors are determined by taking into account the Board member's responsibilities, the expected commitment for the role and the competitive market rates among international peers. Besides the fixed base amount, Directors' compensation mostly depends upon the said Directors' attendance at Board and committee meetings.

Upon the recommendation from the Governance & Remunerations Committee, the Board of Directors is responsible for setting the allocation of the Directors' fees among Board members accordingly with the maximum annual amount of Directors' fees that can be paid to the Board members set at €2,500,000 by the Annual Shareholders' Meeting held on April 25, 2019. The 2022 compensation policy approved by the Annual Shareholders' Meeting held on May 5, 2022 provides the allocation rules of the fees to the non-executive Directors which are as follows:

- Non-executive Directors will be paid:
  - a fixed basic amount of €25,000 for membership of the Board;
  - an amount of €7,000 per Board meeting attended;
  - an amount of €4,000 per committee meeting attended;
  - an amount of €25,000 for the yearly strategy week (half in case of digital assistance);
  - an amount of €5,000 (for intercontinental travel) or €3,000 (for intra-continental travel) per Board session physically attended.

- Additional annual payments are made to non-executive Directors who chair a committee to reflect the additional responsibilities and workload:
  - Audit & Risks Committee: €20,000;
  - Human Resources & CSR Committee, Digital Committee, and Investment Committee: €15,000; and
  - Lead Independent Director, who is also the Chairman of the Governance & Remunerations Committee: €250,000.
- For an observer, an annual fixed payment of €20,000 is paid, unless they become a non-executive Director at the next General Meeting. In this case, they will receive the same fees for attending the Board and committee meetings as non-executive Directors.
- All payments are prorated for time served during the year and are paid in cash.

Directors' compensation earned in 2021 and 2022 was as follows, noting that Jean-Pascal Tricoire, Chairman of the Board, and Xiaoyun Ma who represents the employee shareholders, waived the payments of the compensation they were entitled to as members of the Board.

	Directors' compensation (in euros)		Other compensation & benefits (in euros)		Total (in euros)	
	2022 <sup>(1)</sup>	2021 <sup>(2)</sup>	2022 <sup>(1)</sup>	2021 <sup>(2)</sup>	2022 <sup>(1)</sup>	2021 <sup>(2)</sup>
Léo Apotheker	178,000	155,000	—	—	178,000	155,000
Nive Bhagat	125,000	—	—	—	125,000	—
Cécile Cabanis	128,000	118,000	—	—	128,000	118,000
Rita Felix <sup>(3)</sup>	134,000	90,000	—	—	134,000	90,000
Fred Kindle	411,000	368,000	—	—	411,000	368,000
Willy Kissling <sup>(5)</sup>	59,699	144,000	—	—	59,699	144,000
Linda Knoll	179,000	121,000	25,000 <sup>(8)</sup>	21,667 <sup>(8)</sup>	204,000	142,667
Jill Lee	158,000	104,000	—	—	158,000	104,000
Xiaoyun Ma <sup>(3)(4)</sup>	—	—	—	—	—	—
Patrick Montier <sup>(6)</sup>	—	33,082	—	—	—	33,082
Anna Ohlsson-Leijon	127,000	100,000	—	—	127,000	100,000
Abhay Parasnis	75,822	—	—	—	75,822	—
Fleur Pellerin <sup>(5)</sup>	45,699	112,000	—	—	45,699	112,000
Anders Runevad	140,000	120,000	—	—	140,000	120,000
Gregory Spierkel	202,000	152,000	—	—	202,000	152,000
Lip-Bu Tan	130,000	106,000	—	—	130,000	106,000
Bruno Turchet <sup>(3)(7)</sup>	112,000	52,986	—	—	112,000	52,986
<b>Total</b>	<b>2,205,220</b>	<b>1,776,068</b>	<b>25,000</b>	<b>21,667</b>	<b>2,230,220</b>	<b>1,797,735</b>

(1) Awarded for the fiscal year 2022 and paid in 2023.

(2) Awarded for the fiscal year 2021 and paid in 2022.

(3) Employee Directors are separately entitled to the compensation granted to them for the performance of their duties as an employee, such compensation is not affected by their office as a Director and is not disclosed.

(4) Xiaoyun Ma waived the payment of the sum of €124,000 she was entitled to.

(5) Board member whose term of office ended in 2022.

(6) Board member whose term of office ended in 2021.

(7) Bruno Turchet waived the payment of 30% of the sum he was entitled to, i.e. €33,600, in favor of the trade union which appointed him.

(8) Amount paid to Linda Knoll as a member of the Stakeholder Committee.

The total amount awarded to the Board members for 2022 was €2,230,220 compared to €1,797,735 for 2021 due to more physical attendance of the Directors and the special €25,000 fees for the strategy week. Excluding the special fee paid to the Vice-Chairman & Lead Independent Director, the amount is composed of approximately 30% fixed compensation and 70% variable.

## 4.3 Compensation policy for the 2023 fiscal year (say on pay *ex-ante*)

The compensation policy intention is to provide a clear link between delivery of Schneider Electric's strategy and the Corporate Officers' compensation, while reflecting outcomes for shareholders. Set out below is the Corporate Officers and non-executive Directors' compensation policy for 2023. It will be submitted to the shareholders at the 2023 Annual Shareholders' Meeting (7<sup>th</sup> to 9<sup>th</sup> and 11<sup>th</sup> resolutions) and, subject to shareholders approval, will remain in force until the next policy is approved by the shareholders.

For the fiscal year 2023, as a consequence of the change of governance, four different compensation policies will be applicable:

- to the Chairman & CEO (Mr. Jean-Pascal Tricoire) for the period running from January 1, 2023 to May 3, 2023 (subject of the 7<sup>th</sup> resolution proposed to the Annual General Meeting);
- to the Chief Executive Officer (Mr. Peter Herweck) for the period running from May 4, 2023 to December 31, 2023 (subject of the 8<sup>th</sup> resolution proposed to the Annual General Meeting);
- to the Chairman of the Board of Directors (Mr. Jean-Pascal Tricoire) for the period running from May 4, 2023 to December 31, 2023 (subject of the 9<sup>th</sup> resolution proposed to the Annual General Meeting);
- to the Board members for the full year 2023 (subject of the 11<sup>th</sup> resolution proposed to the Annual General Meeting).

4.

### 4.3.1 Executive compensation policy

Schneider Electric follows a rigorous process for determining executive compensation, under the leadership of committed and independent Directors.

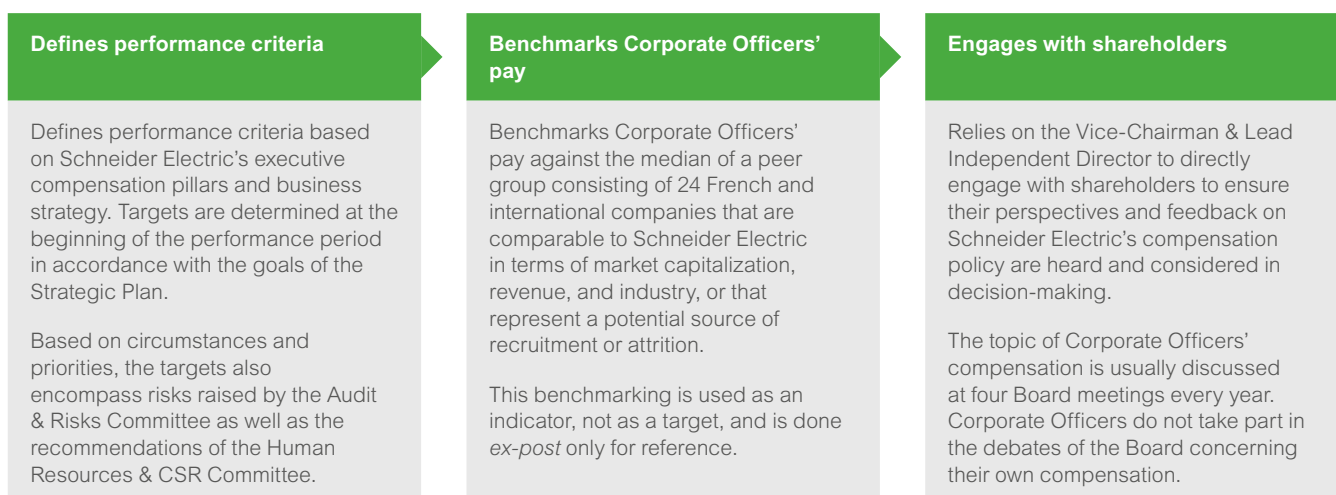
### Role of the Governance & Remunerations Committee

The general principles and criteria forming part of the compensation policy for Corporate Officers, and their individual compensation packages are prepared and reviewed by the Governance & Remunerations Committee which makes recommendations to the Board of Directors for decision. The Board receives inputs and recommendations from the Human Resources & CSR Committee on the incentive structure and performance criteria (annual variable compensation and Long-term incentive plan) applied to the members of the Executive Committee (see section 4.2.4 of the Universal Registration Document), as well as the Group's other employees.

To help the Board in the decision process, the Governance & Remunerations Committee and the Human Resources & CSR Committee are authorized to call upon external experts for specific topics, benchmarking data and analyses. The Committees hold at least one joint meeting every year to discuss the compensation structure applicable to Corporate Officers and other employees of the Group.

These joint committee meetings are attended by one of the two employee Directors and the Director representing the employee shareholders who are members of the Human Resources & CSR Committee.

As part of its preparatory work for its proposals to the Board, the Committee:



This process ensures consistency and alignment between the compensation policy applied to the other executives and employees and the compensation policy applied to Corporate Officers. They share the same objectives and priorities and their rewards are aligned with the Group's performance and shareholder value creation.

## 4. Corporate Officers' compensation

### Use of discretion

In determining executive compensation, the Board could use its discretionary power to ensure the execution of the compensation policy and related payouts remain in line with the performance of the Company.

As such, and only in exceptional circumstances external to Schneider such as unexpected changes in the industry environment and in compensation practice generally, not taken into account when determining the current remuneration policy, the Board could exercise discretion, upwards or downwards, to adjust the formulaic outcome for annual or long-term incentive awards resulting from the strict application of the approved policy, where a qualitative assessment of performance is required to ensure that the awarded compensation is fair in light of the Corporate Officers' actual contribution to the Company's overall performance, its positioning vs. competition, and the outcomes for shareholders and employees.

If necessary, the Board could also adjust one or several parameters of the remuneration schemes, such as weights, targets or criteria, being specified that in any event, these adjustments or modifications will not result in exceeding the maximum of annual

variable compensation and LTIP award as set in the current remuneration policy.

Any use of discretion will be explained and an appropriate disclosure would be provided, so that shareholders understand the basis for the Board's decisions.

### Changes in the 2023 compensation policy

The Committee has reviewed the existing policy and reassessed the pillars and principles formulated in 2018, the compensation elements and criteria considering the feedback of shareholders received during the shareholder engagement process described above. Upon recommendations of the Governance & Remunerations Committee, the Board wishes to overall maintain the stability of the compensation policy which appears balanced and provides market competitive pay, ensuring a strong link between pay and performance, strong alignment with both employees and shareholders, and long-term focus, while at the same time taking into account the shareholders' feedbacks.

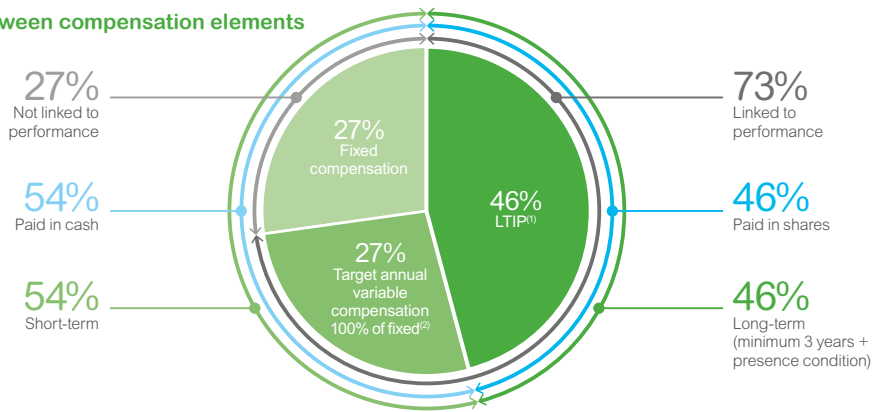
Therefore, based on the Committee's analyses and recommendations, the Board proposes to implement the following changes for the 2023 compensation policy:

#### Key adjustments proposed in the 2023 Chief Executive Officer's compensation policy (Mr. Peter Herweck) applicable as of May 4, 2023

<b>Review of the targeted amounts for the fixed compensation, the annual variable compensation, the Long-term incentive plan and the pension</b>	<p>To determine the different components of the remuneration policy, the Board used notably an in-depth study of industry practices in term of compensation and took into account Mr. Peter Herweck's experience and his compensation package as Chief Executive Officer of AVEVA, the size of the Group and its evolution over the past years, the compensation practices within the Company and in the Executive Committee.</p> <p>Based on those considerations, the Board proposes:</p> <ul style="list-style-type: none"><li>• an increase in fixed compensation by 20% compared to the 2022 compensation policy applicable to Mr. Jean-Pascal Tricoire;</li><li>• an annual variable remuneration of 100% of fixed remuneration on-target and 200% of fixed remuneration at maximum (compared to 130% and 260% respectively for Mr. Jean-Pascal Tricoire);</li><li>• a targeted LTIP grant of around 85% of the combined fixed and target short-term variable compensation (or 170% of the fixed compensation) and a decrease of the maximum annual award of LTIP (valued in accordance with IFRS standards) that the Corporate Officer can be granted (150% of the combined fixed and target short-term variable compensation vs. 200% previously).</li></ul> <p>The on-target pay mix would thus be 27% of fixed compensation, 27% of annual variable and 46% of LTIP, providing for 73% of performance-based compensation. The on-target global remuneration opportunity decreases by 23% compared to the previous Chairman &amp; CEO remuneration policy.</p>
<b>Introduction of a new criterion for the annual variable compensation: the Net Satisfaction Score (NSS)</b>	<p>The Board notably proposes to introduce a new criterion, the Net Satisfaction Score (NSS) to highlight the importance of building trust with our customers and focus on quality with a weight of 10%, while reducing the weights of organic sales growth and Adjusted EBITA organic margin improvement to 35% and 25% respectively.</p>
<b>Strengthening of the performance targets linked to the involuntary severance indemnity</b>	<p>The Board proposes to amend the post-mandate benefits granted to the Chief Executive Officer compared to the previous compensation policy by strengthening the performance targets upon which an involuntary severance indemnity may be due: no indemnity would be due if the average rate of achievement of the Group's performance criteria used in the annual variable compensation for the last three fiscal years preceding the date of the Board's decision is below 80% (vs. 66% previously).</p>
<b>Inclusion of a clawback provision</b>	<p>The Board proposes to introduce a clawback provision that would allow the Board the right to reduce or cancel some elements of compensation in the event of gross misconduct or fraud by the Chief Executive Officer.</p>



### Balance between compensation elements



- (1) LTIP granted during 2023 fiscal year valued in accordance with IFRS standards.
- (2) Between 0% and 200%.

4.

### Group's strategic priorities

### How the strategy links to the corporate officers' variable compensation



### How are performance criteria linked to Schneider Electric strategic priorities?

Variable pay is linked to performance metrics designed to deliver Schneider Electric strategy. At the start of each year, the Board reviews the measures, targets, and weightings to ensure they remain consistent with the annual priorities and Group strategy. For the annual variable compensation and the Performance Shares, the approach to performance measurement is intended to provide a balance of measures to assess performance focusing on execution of the Group's strategic priorities.

### Considerations of wider workforce compensation and shareholders' views

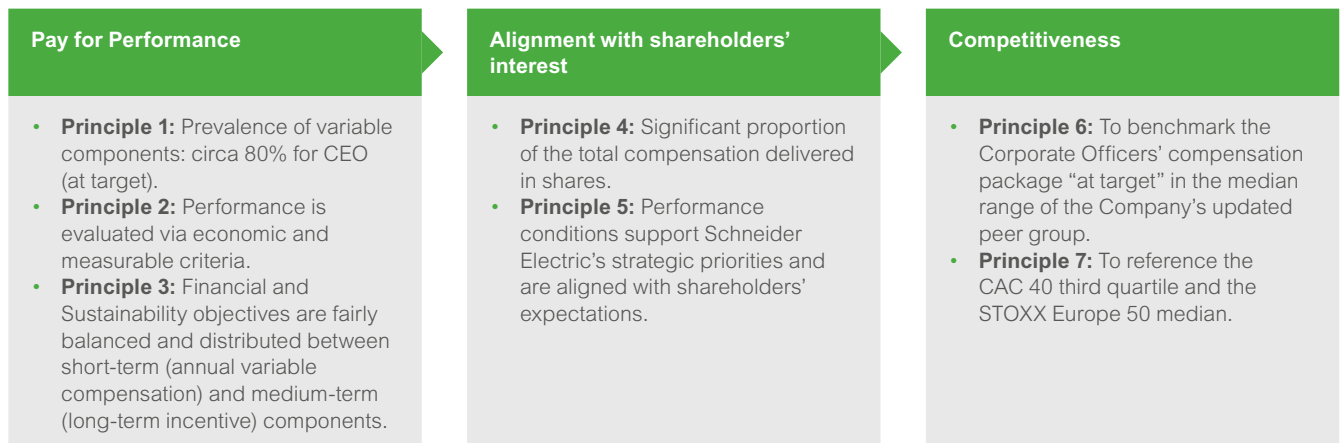
The Board monitors and reviews the effectiveness of the compensation policy for Corporate Officer and senior management

and has regard to its impact and consistency with compensation policies in the wider workforce. During the year, the Board is provided with information and context on pay in the wider workforce and various HR initiatives to enable its decision-making. This includes the approach to gender pay gap and living wage programs rolled out globally, the annual variable compensation results, and the total cost of LTIP awards.

The Board is committed to an open and transparent dialogue with Schneider Electric's shareholders through the Vice-Chairman & Lead Independent Director. Where appropriate, Schneider Electric actively engages with shareholders and shareholder representative bodies, taking their views into account when making any decisions about the Corporate Officers' compensation. The Vice-Chairman & Lead Independent Director is also available to answer questions at the Annual Shareholders' Meeting.

## 4. Corporate Officers' compensation

### 2023 Compensation Pillars and Principles



#### 4.3.1.1 Compensation policy of Mr. Jean-Pascal Tricoire as Chairman & Chief Executive Officer until May 3, 2023

##### Fixed compensation

The fixed compensation is reviewed at long intervals by the Board in accordance with the AFEF-MEDEF Corporate Governance Code. The Board ensures that the Chairman & CEO's salary is set reasonably compared to similar roles in the market.

Considering the fact that Mr. Jean-Pascal Tricoire will end his function of Chief Executive Officer in 2023, the Board decided not to increase his salary for 2023 and to maintain his fixed compensation at €1,000,000 on a full year basis.

The amount will be prorated for the period from January 1, 2023 to May 3, 2023, to the effect that the amount paid will be equal to €341,398.

##### Salary increase over the last 5 years

2022	
2021	
2020	
2019	
2018	5%

Corporate Officer	Amount prorated for the period from January 1 to May 3, 2023	Full year amount
Jean-Pascal Tricoire, Chairman and CEO	€341,398	€1,000,000

##### Annual variable compensation

Annual variable compensation provides variable cash compensation which rewards achievement of the short-term financial and sustainability targets of the Group.

At the start of the fiscal year, financial and sustainability performance criteria, weightings, and annual targets are reviewed in detail by the Committee and recommended to the Board for approval. Outcomes will be determined based on performance against each of those targets. The Board has the flexibility to review targets during the year to ensure continuous alignment with shareholders' interests.

The payment of the annual variable compensation is conditional upon approval by shareholders of the compensation granted to the Chairman & CEO.

The pay-out opportunity at threshold performance is 0%, with 50% of maximum annual variable compensation payable for achieving target. The maximum annual variable compensation will only be earned where a strong performance is delivered on each performance metric. Pay-outs between threshold and target, and between target and maximum, are determined on a straight-line basis.

Schneider Electric does not operate a deferral program.

2023 annual variable compensation opportunity at target and maximum will be prorated for the period from January 1, 2023 to May 3, 2023:

	Minimum	At target	Maximum
	0% of fixed compensation	130% of fixed compensation	260% of fixed compensation
Full year amount	Nil	€1,300,000	€2,600,000
Amount prorated for the period from January 1 to May 3, 2023	Nil	€443,817	€887,634

For 2023, the Board proposes that the measurable financial performance criteria determine 70% and sustainability and customer satisfaction criteria, 30% of the variable cash compensation of Mr. Jean-Pascal Tricoire.

The Board notably proposed to introduce a new criterion, the Net Satisfaction Score (NSS) to highlight the importance of building trust with our customers and focus on quality with a weight of 10%, while reducing the weights of organic sales growth and Adjusted EBITA organic margin to 35% and 25% respectively (see more details on the NSS in section 4.2.3.1.3 of the Universal Registration Document).

Performance criteria	Description and link to strategy
35% Group organic sales growth	Fostering organic growth through deployment of strategic priorities in key markets
25% Adjusted EBITA organic margin improvement	Enabling shareholder value creation through continuous efficiency
10% Group cash conversion	Enabling returns to shareholders
10% Net satisfaction score improvement	Focusing the Company on clients' satisfaction and quality
20% Schneider Sustainability Impact	Promoting continuous progress towards more sustainability and value for customers

For business confidentiality reasons and as in previous years, the targets cannot be disclosed on a prospective basis; however, the targets have been set precisely by the Board at the meeting of February 15, 2023 and will be communicated *ex-post*.

In compliance with Article L.22-10-34 II of the French Commercial Code, the payment of this annual variable compensation will be subject to approval by the shareholders of the compensation granted to the Corporate Officer for the fiscal year 2023 at the 2024 annual Shareholders' Meeting.

#### Performance shares (Long-term incentive plan – LTIP)

In line with best practice, the Board has considered that, given Mr. Jean-Pascal Tricoire will leave his executive position as of May 3, 2023, he would not be entitled to any grant in 2023.

#### Pension benefits

The Chairman & CEO receives complementary cash payments in lieu of participation in the defined benefit pension scheme (Article 39) ("Top Hat"), which was discontinued for Corporate Officers following the decision of the Board of Directors on February 18, 2015.

The purpose of the pension cash payments is to provide a competitive retirement benefit in a way that is cost effective to the Company and that allows the Chairman & CEO to continue building his retirement benefits independently. The cash payments are a combination of fixed and variable payments that are considered "other benefits" to ensure consistency and comparability with other French or international companies. The maximum annual Complementary Pension Cash Benefit for 2023 remains unchanged, it will be prorated for the period from January 1, 2023 to May 3, 2023 and is detailed in the table below. The variable portion is subject to the same performance criteria and targets as the annual variable compensation. The Chairman & CEO has committed to depositing these additional payments, after taxes, into investment vehicles dedicated to the supplementary financing of his pensions.

Corporate Officer	Fixed portion	Variable portion				Total at target
		Target (% of fixed compensation)	Minimum	At target	Maximum	
Full year amount	€191,600	130%	€0	€249,080	€498,160	€440,680
Amount prorated for the period from January 1 to May 3, 2023	€65,412	130%	€0	€85,035	€170,071	€150,447

In compliance with Article L.22-10-34 II of the French Commercial Code, the payment of the variable portion of the pension will be subject to approval by the shareholders of the compensation granted to the Corporate Officer for the fiscal year 2023 at the 2024 Annual Shareholders' Meeting.

## 4. Corporate Officers' compensation

### Other benefits

Schneider Electric aims to provide an appropriate level of benefits considering market practice and the level of benefits provided for other employees in the Group. The benefits currently provided are described below:

#### Employer Matching Contributions and Profit-Sharing

The Chairman and CEO is eligible for profit-sharing and the employer matching contribution paid to subscribers to the capital increase reserved for employees. He is also eligible for the employer matching contribution paid to subscribers to the collective pension fund (PERECO), for the retirement of employees in France.

#### Company Car

The Corporate Officer may use the cars made available to Group Senior Management with or without chauffeur services. In addition, the Chairman & CEO is provided with a company car.

#### Tax assistance

The Corporate Officer may benefit from a tax assistance.

#### Health, Life and Disability schemes

The Corporate Officer is eligible for:

- i. The collective welfare plan applicable to employees of Schneider Electric SE and Schneider Electric Industries SAS covering the risks of illness, incapacity, disability, and death;
- ii. Additional coverage of the Group's French executives for risks of illness, incapacity, disability, and death. The main features of this coverage are:
  - 1) In case of illness or accident resulting in a temporary stoppage or incapacity (of any category), the Corporate Officer shall be entitled to continue to receive 18 months' worth of his compensation (fixed and target variable) authorized by the Board,
  - 2) In case of death, the policyholder's beneficiaries shall be entitled to the compensation (fixed and target variable) authorized by the Board of Directors for the current month, along with a death benefit equal to six months of the average compensation authorized by the Board of Directors (monthly average of the fixed and variable compensation paid during the last 12 months of employment);
- iii. The entitlement to a life annuity pension paid to the surviving spouse in the event of death before his retirement, or if he left the Company after the age of 55 without returning to work, equal to 60% of 25% of the average of compensation paid during the three years before the date of death, with a deduction made from the theoretical pension payment that may be obtained under insurance conditions from the additional payments that will have been made;
- iv. In the event of disability causing the Corporate Officer to completely stop working, the right to pension payments (payable to the surviving spouse at a rate of 60%) beginning from his retirement equal to 25% of the average of the total cash compensation paid over the three years preceding the date of disability minus 1.25% per quarter of absence so as to obtain a full rate of pension and minus the amount of additional compensation that may be obtained under insurance conditions at the time the disability occurred;
- v. In the event of an accident, the Group insurance covering the executive's accident risk, stipulating the payment of a benefit the sum of which may be up to four times the annual compensation based on the type and circumstances of the accident.

Eligibility for benefits (ii) through (v) above is conditional on the fulfillment of one of the following conditions:

- the average of the net income of the last five fiscal years preceding the event is positive;
- the average of the free cash flow of the last five fiscal years preceding the event is positive.

### Director's fee

The Chairman & CEO has waived the attendance fees to which he is entitled in his capacity as Board member.

### Extraordinary awards

The compensation policy does not include any provisions for extraordinary payments. The Board decided to maintain the prohibition of one-off payments that are not provided for in the compensation policy approved by the shareholders.

## Post-mandate benefits

As Mr. Jean-Pascal Tricoire will leave the position of Chief Executive Officer on May 3, 2023, to become non-executive Chairman of the Board, the Board decided that, he will not be entitled to receive any severance indemnity, nor any non-compete indemnity. Having said that, it should be underlined that, at the request of the Board, Mr. Jean-Pascal Tricoire voluntarily undertook that, in the event of termination of his duties as Chairman for whatever reasons, he will be required, for a period of twelve months following termination, not to work, in whatever manner it may be, for the benefit of any entity carrying on operations which are in direct competition with Schneider Electric in any country. This commitment will not be indemnified by the Company.

Regarding the unvested LTIP granted in 2021 and 2022, the compensation policies for 2021 and 2022 that were supported respectively by more than 81% and 89% of the shareholders, provide that in case of retirement or change of assignment within the Group, the Chairman & CEO will retain his rights in full. The delivery of the Performance shares granted will nonetheless remain subject to the fulfillment of (i) the performance conditions stipulated in the plans and (ii) the continuous presence condition within the Group as Corporate Officer.

At its meeting of February 15, 2023, the Board, upon the proposal of the Governance & Remunerations Committee, confirmed this rule. It is indeed applied to the more than 3,500 beneficiaries within the Group who also keep their LTIP if they retire or change assignment within the Group. The Board determined that since Mr. Jean-Pascal Tricoire is going to change assignment becoming Chairman of the Board of Directors, and not leaving the Company; as any other employee, he should keep his rights.

Under the leadership of Mr. Jean-Pascal Tricoire from 2003 to 2022, Schneider has multiplied its revenue by 3.9 (from €8.8 billion to €34.2 billion), its net Income by 8.8 (from €0.4 billion to €3.5 billion) and its market capitalization by 7 (from €12 billion to €88 billion). The Board is pleased for the Group to still benefit from Mr. Jean-Pascal Tricoire's experience and considers it is in the best interest of the Company that he keeps his rights while he will be dedicated to ensure a smooth and productive leadership transition, with enlarged duties.

Corporate Officer	Employment contract	Top-Hat pension benefits	Payments or benefits that may be due in the event of termination of assignment	Payments in relation to a non-compete agreement
Jean-Pascal Tricoire, Chairman and CEO	NO	NO <sup>(1)</sup>	NO	NO

(1) The Board of Directors of February 18, 2015, decided to put an end to the benefits of the top-hat pension plan for Corporate Officers.

### 4.3.1.2 Compensation policy of Mr. Peter Herweck as Chief Executive Officer from May 4, 2023

Pursuant to the principles of the remuneration policy of Executive Officers described above, the Board of Directors on February 15, 2023, on the recommendation of the Governance & Remunerations Committee, decided to set as follows the components of the Chief Executive Officer's compensation policy to be granted as from his appointment to this position by the Board in connection with the implementation of a separated governance, *i.e.*, as from May 4, 2023.

To determine this remuneration policy, the Governance & Remunerations Committee used an in-depth study of industry practices, including a benchmark of remuneration practices in CAC 40 and STOXX Europe 50 indices, and a selected group of peer companies (the composition of which is described in section 4.2.2.1 of the Universal Registration Document), with the assistance of an outside firm (WTW) based on publicly available data. With regard to this panel, it exhibits the necessary characteristics of competitiveness and comparability.

The remuneration policy is designed to be attractive and motivating. It notably takes into account:

- Mr Peter Herweck's experience and skills, his successful career in particular within the Group which he joined in 2016 and his compensation package as Chief Executive Officer of AVEVA (fixed compensation of £785,000 with a maximum annual variable compensation opportunity of 200% of his fixed compensation);
- the size of the Group and its evolution over the past years, notably since the Board last adjusted the fixed salary of its top executive in 2018;
- the positioning of the compensation components compared with executive corporate officers with a comparable profile;
- the consistency of the Chief Executive Officer's compensation with that of Executive Committee members and compensation practices within the Company;
- Mr. Peter Herweck's intention to unilaterally end his current employment contract with the Group by means of resignation as from the start of his corporate office, in compliance with the recommendations of the AFEP-MEDEF Code and best governance practices.

## 4. Corporate Officers' compensation

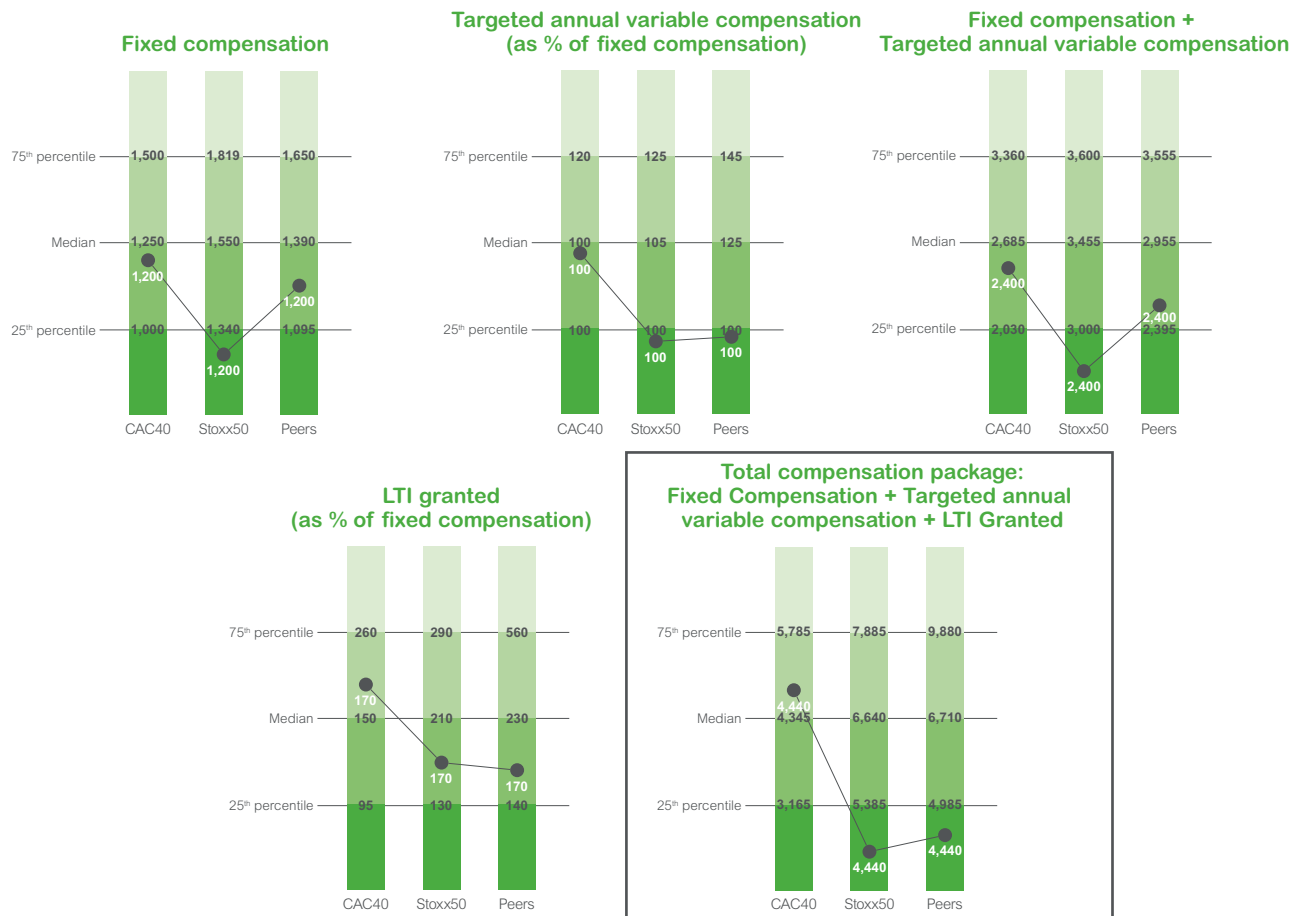
Based on those considerations, the Board has decided to set the amount of the key compensation elements of Mr. Peter Herweck as follows:

- a fixed compensation of €1,200,000: this amount will be just under the median of the CAC 40 Companies, considerably below the 25<sup>th</sup> centile of the STOXX Europe 50 companies and considerably below the median of the peer group;
- a targeted annual variable compensation representing 100% of the fixed compensation: this amount will be at the median of the CAC 40 Companies and below the 25<sup>th</sup> centile of the STOXX Europe 50 companies and peer group;
- a long-term incentive representing 170% of the fixed compensation (valued in accordance with the IFRS standard): this amount will be between the median and the 75<sup>th</sup> centile of the CAC 40 companies and between the 25<sup>th</sup> centile and the median of the STOXX Europe 50 Companies and peer group.

The Board thus proposes to position the total target compensation package of the Chief Executive Officer between the median and the 75<sup>th</sup> centile of the CAC 40 companies and considerably below the 25<sup>th</sup> centile of the STOXX Europe 50 companies and peer group. Compared to the former Chairman & Chief Executive Officer, despite an increase of the fixed compensation, this proposal represents a decrease of more than 23% of the total target compensation package. This proposal is also in line with the enlarged scope and responsibilities related to his change of role, when comparing to his previous pay package.

### Positioning of Mr. Peter Herweck's compensation package compared to the market benchmarks

	Fixed compensation	Targeted Annual variable compensation (as % of fixed compensation)	Fixed Compensation + Targeted annual variable compensation	LTI granted (as % of fixed compensation)	Fixed compensation + Targeted annual variable compensation + LTI Granted
Peter Herweck, CEO	€ 1,200,000	100	€ 2,400,000	170	€ 4,440,000



The points in black represent the amounts proposed by the Board for the different components of Mr. Peter Herweck's compensation as stated above.



## Fixed compensation

In consideration of all elements described above, the Board decided to set the fixed compensation of the Chief Executive Officer at €1,200,000. This amount will be prorated for 2023 at €790,323 for the period from May 4, 2023 to December 31, 2023.

The fixed compensation will be reviewed at long intervals by the Board in accordance with the AFEP-MEDEF Corporate Governance Code, unless there are specific circumstances that would warrant a salary increase, for example a major change in the duties.

Corporate Officer	Full year amount	Amount prorated for the period from May 4 to December 31, 2023
Peter Herweck, CEO	€1,200,000	€790,323

## Annual variable compensation

Annual variable compensation provides variable cash compensation which rewards achievement of the short-term financial and sustainability targets of the Group.

At the start of the fiscal year, financial and sustainability performance criteria, weightings, and annual targets are reviewed in detail by the Committee and recommended to the Board for approval. Outcomes will be determined based on performance against each of those targets. The Board has the flexibility to review targets during the year to ensure continuous alignment with shareholders' interests. The pay-out opportunity at threshold performance is 0%, with 50% of maximum annual variable compensation payable for achieving target. The maximum annual variable compensation will only be earned where a strong performance is delivered on each performance metric. Pay-outs between threshold and target, and between target and maximum, are determined on a straight-line basis.

For 2023, the Board proposes that the measurable financial performance criteria determine 70% and sustainability and customer satisfaction criteria, 30% of the variable cash compensation of Mr. Peter Herweck.

The Board notably proposed to introduce a new criterion, the Net Satisfaction Score (NSS) to highlight the importance of building trust with our customers and focus on quality, with a weight of 10%, while reducing the weights of organic sales growth and Adjusted EBITA organic margin to 35% and 25% respectively.

The NSS is measured since 2018, it is a weighted average of the grade given by customers on six Critical Touch Points: 1) Select offer, 2) Get quotation, 3) Get delivered, 4) Get delivered solutions, 5) Get technical support, 6) Get failure support. More than 240,000 answers of customers are provided to the survey each year. The grades given by customers range from 0 (very dissatisfied) to 10 (very satisfied). The NSS is calculated by subtracting the percentage of customers who are dissatisfied (grade 0 to 6) from the percentage who are very satisfied (grade 9 and 10). It generates a score between -100% and 100%:

- At one end of the spectrum, if all of the customers gave a grade lower or equal to 6, this would lead to an NSS of -100%;
- On the other end of the spectrum, if all of the customers gave a grade of 9 or 10, then the NSS would be 100%.

The NSS targets would be set as a percentage point improvement versus previous year. In 2021, the NSS was 49% and in 2022, 48.5%.

Performance criteria	Description and link to strategy
35% Group organic sales growth	Fostering organic growth through deployment of strategic priorities in key markets
25% Adjusted EBITA organic margin improvement	Enabling shareholder value creation through continuous efficiency
10% Group cash conversion	Enabling returns to shareholders
10% Net satisfaction score improvement	Focusing the Company on clients' satisfaction and quality
20% Schneider Sustainability Impact	Promoting continuous progress towards more sustainability and value for customers

For business confidentiality reasons and as in previous years, the targets cannot be disclosed; however, the targets have been set precisely by the Board at the meeting of February 15, 2023 and will be communicated *ex-post*.

## 4. Corporate Officers' compensation

In consideration of all elements described above, the Board decided to set the annual variable compensation opportunity at target and maximum as follows:

	Minimum	At target	Maximum
	0% of fixed compensation	100% of fixed compensation	200% of fixed compensation
Full year amount	Nil	€1,200,000	€2,400,000
Amount prorated for the period from May 4 to December 31, 2023	Nil	€790,323	€1,580,646

The amount will be prorated for 2023 for the period from May 4, 2023 to December 31, 2023.

The payment of the annual variable compensation is conditional upon approval by shareholders of the compensation granted to the Chief Executive Officer.

Schneider Electric does not operate a deferral program.

### Performance Shares (Long-term incentive plan – LTIP)

LTIP links the largest part of the Chief Executive Officer's compensation with the long-term performance of the Group and the actual outcome varies with performance against criteria linked directly to strategic priorities.

Shares granted are subject to a vesting period of three years with an additional mandatory one year holding period for 80% of shares which are granted under the Plan reserved to the Corporate Officers.

For threshold performance, 0% of shares granted will vest, for maximum, 100% will vest. Vesting will normally operate on a straight-line basis between these points.

The 2023 LTIP criteria will remain the same as in 2022, in line with Company's objectives and the proposals approved by shareholders under the LTIP resolution at the Annual Shareholders' Meeting on May 5, 2022 (15<sup>th</sup> resolution). The two changes introduced last year will be continued: the vesting scale of the criterion of TSR compared to a bespoke industry panel of 11 companies which would be made more stringent (no vesting under the median of the group would be allowed) and the disclosure of the targets set for the improvement of the adjusted EPS criterion which will be disclosed *ex-post* allowing shareholders to ensure the stringency of the targets set by the Board.

In order to align the interests of the Group's executives to those of the shareholders, in 2023, the Board will allocate Performance Shares to more than 3,500 Group executives and senior management, leaders, and key talents. For the Group senior management, 100% of shares allocated will be subject to performance conditions measured over three years.

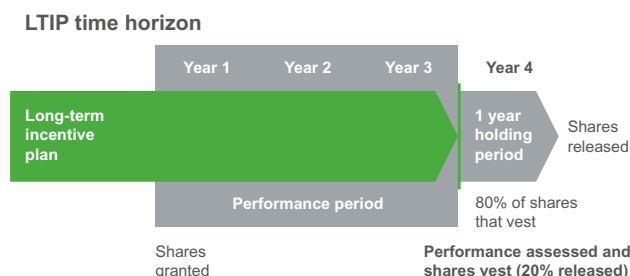
The maximum annual award to the Corporate Officer, valued in accordance with IFRS standards, will be capped at 150% of the combined fixed and target short-term variable compensation at the date of grant to ensure that it does not represent a disproportionate percentage of his overall compensation. This new cap represents a decrease of 25% compared to the previous cap provided in the 2022 remuneration policy (200% of the combined fixed and target short-term variable compensation).

For 2023, the Board intends to grant Mr. Peter Herweck an amount of LTIP, which value in accordance with IFRS standards will be around<sup>(1)</sup> 85% of the combined fixed and target short-term variable compensation (*i.e.* 170% of the fixed compensation), well below the maximum grant authorized under the remuneration policy. This amount is set for the full year 2023 including the months where Mr. Peter Herweck was Chief Executive Officer of AVEVA and transitioning to his new role. Mr. Peter Herweck will not be granted any other instruments for 2023.

The volume of the annual award will be set in consideration of:

- The market practice and competitive positioning of the CEO's compensation package;
- The Group's performance, acknowledged by the market;
- The performance criteria applicable to the final acquisition of LTIP awards;
- The culture of ownership deeply rooted in Schneider Electric's DNA.

(1) At the date of the grant, the IFRS value cannot be known with certainty as it is computed only at the end of the year. For the 2023 grant, the value of the grant to the Chief Executive Officer will be based on the assumption that the discount rate applied according to the IFRS rules will be 26% as it was for the 2022 grant.



In the context described above, the Board decided that the number of shares granted to the CEO continues to be reasonable in terms of quantum and market practice for comparable roles; it rewards the Company's good performance in a challenging year and supports the culture of ownership strongly promoted by Schneider Electric.

#### Performance conditions

100% measurable and quantifiable criteria

75% financial and TSR and 25% sustainability

#### Performance conditions and weightings applicable to the 2023 LTIP:

- 40%, improvement of Adjusted EPS;
- 35%, relative TSR performance of Schneider Electric:
  - 17.5% measured vs. a bespoke panel of 11 companies: ABB, Legrand, Siemens, Eaton, Emerson, Honeywell, Johnson Controls, Rockwell Automation, Fuji Electric, Mitsubishi Electric, and Yokogawa,
  - 17.5% measured vs. CAC 40 companies;
- 25%, based on Schneider Sustainability External & Relative Index (SSERI).

#### Adjusted EPS (40%)

Adjusted EPS is a key long-term performance metric which promotes the execution of Schneider Electric's strategy to deliver profitable growth, thus reinforcing alignment with shareholders. Performance Shares could vest subject to the achievement of the following targets as set by the Board of Directors at the beginning of each year:

- a minimum Adjusted EPS improvement threshold under which there will be no vesting;
- an intermediary targeted Adjusted EPS improvement objective that the Company will have to achieve in order to vest 75% of the shares under this condition;
- a targeted Adjusted EPS improvement objective that the Company will have to achieve in order to vest all shares under this condition;
- the Performance Shares will vest progressively, on a linear basis, if the Adjusted EPS improvement is between these objectives.

As explained above, the Board commits to disclose *ex-post*, at the end of each Long-term incentive plan, the minimum Adjusted EPS improvement thresholds and the targeted Adjusted EPS improvement objectives.

Adjusted EPS performance is published in the external financial communications and its annual variance will be calculated using adjusted EBITA at constant FX from year N-1 to year N. Foreign exchange impacts below adjusted EBITA will be taken in full. Significant unforeseen scope impact could be restated from this calculation upon decision of the Board.

#### Relative TSR (35%)

This criterion strengthens the alignment between the shareholders' interests and compensation of the Corporate Officer.

- For 17.5% of the shares, Schneider Electric TSR will be compared to a bespoke industry panel consisting of 11 companies (ABB, Legrand, Siemens, Eaton, Emerson, Honeywell, Johnson Controls, Rockwell Automation, Fuji Electric, Mitsubishi Electric and Yokogawa) with a vesting scale as follows: 0% at rank 7 or below, 50% at median (rank 6), 100% at rank 4, 150% for ranks 3 to 1, and linear between these points. As explained above, the Board proposes to strengthen the vesting scale for a better alignment with performance.
- For the remaining 17.5%, Schneider Electric TSR will be compared with the TSR of the companies in the CAC 40 index to reflect the macro-economic and stock-market specific trends which influence the performance of the share and in turn, the return to shareholders with a vesting scale as follows: 0% below median, 50% at median (rank 20), 100% at rank 10, 120% in ranks 1 to 4, and linear between these points.

In case of over-performance, if Schneider Electric's TSR ranks first to third of the bespoke industry panel or within top 9 of the CAC 40 companies, this criterion may compensate the under-performance under the Adjusted EPS criterion up to the same number of shares. If the Schneider Electric TSR is closely clustered with that of other companies in the panel, then the Board of Directors will apply its judgement to decide whether Schneider Electric's TSR shall be deemed to be ranked in the same position as those companies.

## 4. Corporate Officers' compensation

### • Schneider Sustainability External and Relative Index (SSERI) (25%)

The Schneider Sustainability External and Relative Index measures the long-term sustainability performance of the Group in terms of relative performance, through a combination of external indices which cover a range of environmental, social, and governance indicators wider than and different from the Schneider Sustainability Impact (SSI). Using external indices would also ensure that the sustainability priorities governing the assessment of the long-term sustainability performance of the Group are at all times those which matter the most to the stakeholders. As their content is dynamic and includes new and more relevant topics as they emerge, it forces participants to constantly anticipate the most demanding trends in global sustainability. The Board has selected some of the most challenging external indices which are objective, recognized, and independent, covering main geographies in line with the Group's global footprint and which complement each other as they cover different sustainability dimensions:

- DJSI World which covers three dimensions: economic, environmental, and social;
- Euronext Vigeo which covers environment, community involvement, business behavior, human rights, corporate governance, and human resources;
- Ecovadis which covers four dimensions: environment, labor and human rights, sustainable procurement and ethics; and
- CDP Climate Change which covers climate change, water, and forests and represents a major reference for climate change leadership globally.

According to the scale of the vesting of the Schneider Sustainability External and Relative Index, only four companies in the world would have achieved 100% of the SSERI in 2021 (Schneider achieved only 87,5% failing to be sector leader in the DJSI World index) and only two companies achieved 100% of the SSERI in 2022 including Schneider Electric.

The table below summarizes the performance conditions that will apply to the plan:

<b>40% Improvement of adjusted Earnings Per Share (EPS)</b>		<ul style="list-style-type: none"> <li>• 0% at the minimum Adjusted EPS improvement threshold</li> <li>• 75% at the intermediary Adjusted EPS improvement objective</li> <li>• 100% at the targeted Adjusted EPS improvement objective</li> </ul>
	<b>35% Relative TSR</b>	Vesting linear between these points
	<b>17.5% vs. CAC 40</b>	<ul style="list-style-type: none"> <li>• 0% below median</li> <li>• 50% at median (rank 20)</li> <li>• 100% at rank 10</li> <li>• 120% at ranks 1 to 4</li> </ul>
		Vesting linear between these points
	<b>17.5% vs. a panel of 11 companies</b> (ABB, Legrand, Siemens, Eaton, Emerson, Honeywell, Johnson Controls, Rockwell Automation, Fuji Electric, Mitsubishi Electric and Yokogawa)	<ul style="list-style-type: none"> <li>• 0% at rank 7 and below</li> <li>• 50% at median (rank 6)</li> <li>• 100% at rank 4</li> <li>• 150% at ranks 3 to 1</li> </ul>
		Vesting linear between these points
<b>25% Schneider Sustainability External &amp; Relative Index (SSERI)</b>	<b>6.25% DJSIW</b>	<ul style="list-style-type: none"> <li>• 0%: not in World</li> <li>• 50%: included in World</li> <li>• 100%: sector leader</li> </ul>
	<b>6.25% Euronext Vigeo</b>	<ul style="list-style-type: none"> <li>• 0%: out</li> <li>• 50%: included in World 120 or Europe 120</li> <li>• 100%: included in World 120 &amp; Europe 120</li> </ul>
	<b>6.25% Ecovadis</b>	<ul style="list-style-type: none"> <li>• 0%: Silver Medal or less</li> <li>• 50%: Gold Medal (top 5%)</li> <li>• 100%: Platinum Medal (top 1%)</li> </ul>
	<b>6.25% CDP Climate Change</b>	<ul style="list-style-type: none"> <li>• 0%: C score</li> <li>• 50%: B score (25% at B-)</li> <li>• 100%: A score (75% at A-)</li> </ul>

For each grant, the performance conditions will be determined by the Board and, although the Board favors stability, they could be adapted from the ones presented above. Depending on the evolution of the Group's strategic objectives, should they cease to be relevant or new criteria be deemed more appropriate based on their review by the Board of Directors, the latter would elect for criteria with similar long-term stringency, that will ensure a strong link between pay and performance.

## Pension benefits

The Chief Executive Officer receives complementary cash payments which purpose is to provide a competitive retirement benefit in a way that is cost effective to the Company and that allows the Chief Executive Officer to build his retirement benefits independently. The cash payments will be equal to:

- a fixed portion equal to 15% of the fixed compensation; and
- a variable portion equal to 15% of the actual annual variable compensation paid to the Chief Executive Officer.

The total Pension amount actually paid will thus depend on the Company's performance, since the calculation base of the variable portion of the pension includes the actual variable compensation paid to the CEO depending on performance conditions linked to the Group's results.

The CEO has committed to depositing these additional payments, after taxes, into investment vehicles of his choice, dedicated to the supplementary financing of pensions.

	Fixed portion	Variable portion			Total at target
		Minimum	At target	Maximum	
Full year amount	€180,000	€0	€180,000	€360,000	€360,000
Amount prorated for the period from May 4 to December 31, 2023	€118,548	€0	€118,548	€237,096	€237,096

## Other benefits

Schneider Electric aims to provide an appropriate level of benefits considering market practice and the level of benefits provided for other employees in the Group. The benefits currently provided are described below, but may also include, for example, relocation assistance if required and subject to the Board's decision.

### Employer Matching Contributions and Profit-Sharing

The Chief Executive Officer is eligible for profit-sharing and the employer matching contribution paid to subscribers to the capital increase reserved for employees. He is also eligible for the employer matching contribution paid to subscribers to the collective pension fund (PERECO), for the retirement of employees in France.

### Company Car

The Corporate Officer may use the cars made available to Group Senior Management with or without chauffeur services. In addition, the Chief Executive Officer is provided with a company car.

### Tax assistance

The Corporate Officer may benefit from a tax assistance.

### Health, Life and Disability schemes

The Corporate Officer is eligible for:

- i. a private medical cover;
- ii. The collective welfare plan applicable to employees of Schneider Electric SE and Schneider Electric Industries SAS covering the risks of illness, incapacity, disability, and death;
- iii. Additional coverage of the Group's French executives for risks of illness, incapacity, disability, and death. The main features of this coverage are:
  - 1) In case of illness or accident resulting in a temporary stoppage or incapacity (of any category), the Corporate Officer shall be entitled to continue to receive 18 months' worth of his compensation (fixed and target variable) authorized by the Board,
  - 2) In case of death, the policyholder's beneficiaries shall be entitled to the compensation (fixed and target variable) authorized by the Board of Directors for the current month, along with a death benefit equal to six months of the average compensation authorized by the Board of Directors (monthly average of the fixed and variable compensation paid during the last 12 months of employment);
- iv. The entitlement to a life annuity pension paid to the surviving spouse in the event of death before his retirement, or if he left the Company after the age of 55 without returning to work, equal to 60% of 25% of the average of compensation paid during the three years before the date of death, with a deduction made from the theoretical pension payment that may be obtained under insurance conditions from the additional payments that will have been made;
- v. In the event of disability causing the Corporate Officer to completely stop working, the right to pension payments (payable to the surviving spouse at a rate of 60%) beginning from his retirement equal to 25% of the average of the total cash compensation paid over the three years preceding the date of disability minus 1.25% per quarter of absence so as to obtain a full rate of pension and minus the amount of additional compensation that may be obtained under insurance conditions at the time the disability occurred;

## 4. Corporate Officers' compensation

- vi. In the event of an accident, the Group insurance covering the executive's accident risk, stipulating the payment of a benefit the sum of which may be up to four times the annual compensation based on the type and circumstances of the accident.

Eligibility for benefits (iii) through (vi) above is conditional on the fulfillment of one of the following conditions:

- the average of the net income of the last five fiscal years preceding the event is positive;
- the average of the free cash flow of the last five fiscal years preceding the event is positive.

### Director's fee

The Chief Executive Officer will not receive any attendance fees.

### Extraordinary awards

The Compensation policy does not include any provisions for extraordinary payments. The Board decided to maintain the prohibition of one-off payments that are not provided for in the compensation policy approved by the shareholders.

### Clawback provision

Listening carefully to some concerns raised by shareholders, the Board proposes to introduce a clawback provision that would allow the Board the right to reduce or cancel some elements of compensation in the event of gross misconduct or fraud.

In the event of gross misconduct or fraud causing a material adverse impact to the Group, in particular, resulting in a financial restatement, the Board reserves the right to reduce or cancel unvested LTIP or annual variable compensation amounts (malus), seek reimbursement of paid annual variable compensation or vested LTIP and/or obtain damages.

### Post-mandate benefits

Listening carefully to some concerns raised by shareholders, the Board proposes to amend the post-mandate benefits granted to the Chief Executive Officer compared to the previous compensation policy by strengthening the performance targets upon which an involuntary severance indemnity may be due: no indemnity if the average rate of achievement of the Group's performance criteria used in the annual variable compensation for the last three fiscal years preceding the date of the Board's decision is below 80% (vs. 66% previously).

The table below presents a summary of the benefits that could be granted to the Chief Executive Officer on leaving office depending on the terms of the departure. The information provided in this summary is without prejudice to any decisions that may be made by the Board. In determining overall termination arrangements, the Board will ensure that termination benefits shall be granted only in case of forced departure and regardless of the form of the departure.

	Voluntary resignation/Removal from office for wrongful or gross misconduct	Forced departure	Retirement or change of assignment within the Group
<b>Involuntary Severance Pay</b>	Not applicable	Payment of an indemnity (twice the average of the annual fixed and variable cash compensation paid over the last 3 years subject to performance conditions)	Not applicable
<b>Non-compete indemnity</b>	If not waived by the Board, 60% of annual fixed and target variable compensation (excluding pension payments)		Not applicable
<b>Retention of unvested share awards</b>	Forfeited in full	Rights retained on <i>pro rata</i> basis to presence within Schneider Electric	Rights retained in full

- **Definition of a forced departure:** the termination benefits only become payable if the departure of the Chief Executive Officer is forced, including requested resignation, in the following cases;
  - Dismissal, non-renewal or requested resignation of the Chief Executive Officer, within the six months following a material change in Schneider Electric's shareholder structure that could change the membership of the Board of Directors;
  - Dismissal, non-renewal or requested resignation of the Corporate Officer, in the event of a reorientation of the strategy pursued and promoted by the Chief Executive Officer until that time, whether or not in connection with a change in shareholder structure as described above; and
  - Dismissal, non-renewal or requested resignation of the Chief Executive Officer, although, on average, two-thirds of the Group performance criteria have been achieved for the last four fiscal years from the day of departure.

In any case, involuntary severance indemnity will not be paid if the resignation is a consequence of wrongful or gross misconduct.



- **Amount of the involuntary severance indemnity:** the "Maximum Amount" of the involuntary severance indemnity will be twice the arithmetical average of the annual fixed and variable cash compensation, to the exclusion of complementary pension payments, paid by the Group over the last 3 years taking into account the non-compete compensation, if any, and subject to the attainment of performance conditions.

The aggregate amount of the involuntary severance indemnity and the non-compete compensation, if any, shall not exceed the Maximum Amount.

During the first 12 months from the appointment date, a ratio will be applied to the amount of involuntary severance indemnity equivalent to: (i) half of the Maximum Amount, plus (ii) 1/ 24<sup>th</sup> of the Maximum Amount for each additional month of service until the 12<sup>th</sup> month is completed (as which point the involuntary severance indemnity will be computed based on the full Maximum Amount).

- **Performance conditions:** Payment of the involuntary severance indemnity is subject to fulfillment of the following performance conditions based on the average rate of achievement of the Group's performance criteria used in the annual variable compensation for the last three fiscal years preceding the date of the Board's decision:

Group criteria achievement	Severance payment
< 80%	No payment
80%–100%	80%–100% of the Maximum Amount, calculated on a straight-line basis
>100%	100% of the Maximum Amount

It being specified that in case of departure during the first three years of office, the above performance conditions will be calculated on the fiscal year where the Corporate Officer was Chief Executive Officer (in case of forced departure in 2023, the performance condition will be calculated on the 2023 results after the closing of the fiscal year; in case of forced departure in 2024, the performance condition will be calculated on the 2023 results; in case of forced departure in 2025, the performance condition will be calculated on the 2023 and 2024 results).

- **Non-compete agreement:** The Chief Executive Officer is bound by a non-compete agreement in case of departure. The one-year agreement calls for compensation to be paid at 60% of annual fixed and target variable compensation (excluding complementary payments). In line with the recommendations of the AFEP-MEDEF Corporate Governance Code, the Board will determine whether to apply the non-compete clause at the time of departure of the Corporate Officer.
- **Retention of unvested share awards:** If the Chief Executive Officer leaves the Group in circumstances of a forced departure, he will be entitled to retain unvested Performance Shares, which would typically vest at the end of the relevant vesting period, subject to the applicable performance conditions, and which will be pro-rated for the time the Corporate Officer remained with the Group in any capacity during the vesting period. In case of retirement or change of assignment within the Group, the Chief Executive Officer will keep his right to the unvested Performance Shares granted to him previously, subject to the applicable performance conditions and without any *prorata*.
- **Best practices:** In conformity with the recommendations of the AFEP-MEDEF Corporate Governance Code:
  - The entitlement to involuntary severance indemnity is subject to strict performance conditions, assessed over a period not less than two years;
  - Only circumstances of a forced departure, regardless of the form of the departure, could trigger the entitlement to involuntary severance indemnity;
  - Together with the non-compete indemnity, if any, the involuntary severance indemnity could not exceed twice the average of the Corporate Officer's annual compensation (fixed and variable part, to the exclusion of the pension benefits);
  - The Board shall determine unilaterally whether or not to apply the non-compete clause at the time of the departure of the Corporate Officer;
  - The Corporate Officer shall not be entitled to involuntary severance indemnity in the case that he is entitled to benefit from his/her pension rights.

Corporate Officer	Employment contract(1)	Top-Hat pension benefits	Payments or benefits that may be due in the event of termination of assignment	Payments in relation to a non-compete agreement
Peter Herweck, CEO	NO	NO	YES	YES

(1) Mr. Peter Herweck will unilaterally end his current employment contract with the Group by means of resignation as from the start of his corporate office.

## 4. Corporate Officers' compensation

### Recruitment policy

On appointment of a new Corporate Officer, the Board expects any new Corporate Officer to be engaged on terms that are consistent with, and in no case more favorable than the policy approved by the shareholders at the last Annual Shareholders' Meeting, until the next policy is approved. However, it is recognized that all circumstances in which Corporate Officer may be appointed cannot be anticipated. The Board will aim to set compensation that is appropriate to attract, motivate, retain, and reward an individual of the quality required to run the Group successfully, while avoiding paying more than is necessary. If the Board determines that it is in the best interests of the Company and shareholders to secure the services of a particular individual not promoted within the Group, it may require considering the terms of that individual's existing employment and/ or their personal circumstances.

The table below summarizes the policy on appointment of a new Corporate Officer.

<b>Fixed compensation</b>	Salaries are set by the Board, taking into consideration a number of factors including the current pay for other Corporate Officers, the experience, skill and current pay level of the individual, and external market forces. The Board may choose to set the salary below that of the market or the other Corporate Officers with the intention of applying staged increases as the individual gains experience in the role.
<b>Annual variable compensation</b>	Annual variable compensation will be awarded within the parameters of the policy in force.
<b>Pension</b>	The Board would set the pension cash supplementary payments at the appropriate level based on an individual's circumstances.
<b>Other benefits</b>	The Board would expect any new Corporate Officer to participate in the benefit schemes that are open to other senior employees (where appropriate, referencing the candidate's home country) but would take into account the individual's existing arrangements, market norms, and their status as a Corporate Officer.
<b>Buy-out awards</b>	The Board may offer compensatory payments or buy-out awards where an individual forfeits outstanding variable pay opportunities or contractual rights as a result of their appointment. The specifics of any buy-out awards would be dependent on the individual circumstances of recruitment and would be determined on a case-by-case basis. On assessing such awards, the Board will seek to make awards on a like-for-like basis to ensure that the value awarded would be no greater than the value forfeited by the individual. The Board may choose to apply performance conditions to these awards.
<b>Relocation</b>	Where an individual is relocating in order to take up the role, the Board may approve certain one-off benefits such as reasonable relocation expenses, accommodation for a defined period following appointment, assistance with visa applications or other immigration issues, and ongoing arrangements such as tax equalization, annual flights home, and a housing allowance.
<b>Internal promotion</b>	Where an existing employee is appointed to the Board, he/she will be required to resign from his/her employment contract and the Board will consider all existing contractual commitments including any outstanding share awards or pension entitlements.

In making any decision on the compensation of a new Corporate Officer, the Board would balance shareholder expectations, current best practice and the circumstances of any new Corporate Officer. It would strive not to pay more than is necessary to recruit the right candidate and would give full details in the next remuneration report.

#### 4.3.1.3 Compensation policy of Jean-Pascal Tricoire as non-executive Chairman of the Board from May 4, 2023

The principles presented hereafter apply in the event of the roles of the Chairman of the Board and the Chief Executive Officer being separated.

### Fixed compensation

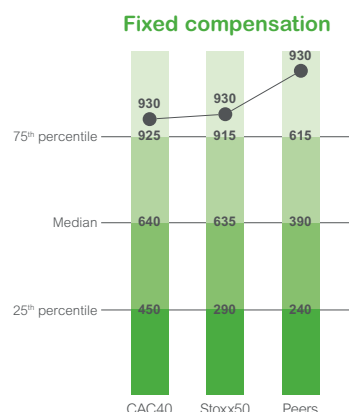
The fixed compensation is reviewed at long intervals by the Board in accordance with the AFEP-MEDEF Corporate Governance Code, unless there are specific circumstances that would warrant a salary change, for example a major change in the duties. The Board ensures that the Chairman's salary is set reasonably compared to similar roles at companies of similar size or complexity.

On the recommendation of the Governance & Remunerations Committee, the Board of Directors' meeting of February 15, 2023 set the gross annual fixed compensation of the Chairman of the Board at €930,000 from 2023. This amount will be prorated at €612,500 for the period from May 4, 2023 to December 31, 2023.

To determine this remuneration, the Governance & Remunerations Committee used an in-depth study of industry and market practices, including a benchmark of remuneration practice for non-executive chairmen in CAC 40, STOXX Europe 50 and peer group companies (the composition of which is described in section 4.2.2.1 of the Universal Registration Document), with the assistance of an outside firm (WTW) based on publicly available data.

This study clearly identified three levels of compensation corresponding to the different types of duties performed by non-executive chairmen:

- duties focusing solely on the chairing/leading the Board of Directors as well as being involved in the shareholder relations (25<sup>th</sup> centile );
- participation in a strategic committee to seek out and validate major investments (median);
- support for the new CEO to ensure the success of the transition or external recruitment (75<sup>th</sup> centile ).



On the recommendation of the Governance & Remunerations Committee, the Board of Directors adopted a position just above the 75<sup>th</sup> centile of the CAC 40 companies, just above the 75<sup>th</sup> centile of the STOXX Europe 50 companies and above of the 75<sup>th</sup> centile of the peer group. This level of compensation is also explained by the enlarged mission given by the Board to its Chairman (which is described in section 4.1.1.2.1 of the Universal Registration Document) in order to ensure a smooth and efficient transition.

Corporate Officer	Full year amount	Amount prorated for the period from May 4 to December 31, 2023
Jean-Pascal Tricoire, Chairman	€930,000	€612,500

The principles presented hereafter apply in the event of the roles of the Chairman of the Board and the Chief Executive Officer being separated.

### Other benefits

The Chairman of the Board will be entitled to receive the following benefits.

#### Employer Matching Contributions and Profit-Sharing

The Chairman is eligible for profit-sharing and the employer matching contribution paid to subscribers to the capital increase reserved for employees. He is also eligible for the employer matching contribution paid to subscribers to the collective pension fund (PERECO), for the retirement of employees in France.

#### Company Car

The Chairman may use the cars made available to Group Senior Management with or without chauffeur services. In addition, the Chairman is provided with a company car.

#### Health, Life and Disability schemes

The Chairman will be eligible to the collective welfare plan applicable to employees of Schneider Electric SE and Schneider Electric Industries SAS covering the risks of illness, incapacity, disability, and death.

#### Tax assistance

The Chairman may benefit from a tax assistance.

## 4. Corporate Officers' compensation

### Annual variable compensation, Long-term incentive plan, Director's fee, Extraordinary awards, Post-mandate benefits

The Chairman will not benefit from:

- any annual variable compensation;
- any Long-term incentive plan;
- any Director's fee;
- any Extraordinary awards;
- any Company Pension arrangement or Pension allowance;
- any severance pay;
- any non-compete indemnity.

Corporate Officer	Employment contract	Top-Hat pension benefits	Payments or benefits that may be due in the event of termination of assignment	Payments in relation to a non-compete agreement
Jean-Pascal Tricoire, Chairman	NO	NO <sup>(1)</sup>	NO	NO

(1) The Board of Directors of February 18, 2015, decided to put an end to the benefits of the top-hat pension plan for Corporate Officers.

### Voluntary non-compete undertaking

The Board asked Mr. Jean-Pascal Tricoire to undertake that, in the event of termination of his duties as Chairman for whatever reasons, he will be required, for a period of twelve months following termination, not to work, in whatever manner it may be, for the benefit of any entity carrying on operations which are in direct competition with Schneider Electric in any country. This commitment will not be indemnified in any way by the Company.

### 4.3.2 Non-executive Directors' compensation policy

At the 2019 Annual Shareholders' Meeting, the shareholders approved under the 13<sup>th</sup> resolution the maximum total amount of the annual compensation that can be paid to the members of the Board which since then stands at €2,500,000. It is proposed:

- To increase the maximum of the total compensation that may be awarded to members of the Board of Directors annually to €2,800,000, in view of the increase in the number of members of the Board of Directors and the number of Board meetings; and
- To keep the allocation rules unchanged and as detailed below.

#### Director's individual compensation

- Non-executive Directors will be paid:
  - a fixed basic amount of €25,000 for membership of the Board;
  - an amount of €7,000 per Board meeting attended;
  - an amount of €4,000 per committee meeting attended;
  - an amount of €25,000 for the yearly strategy week (half in case of digital assistance);
  - an amount of €5,000 (for intercontinental travel) or €3,000 (for intra-continental travel) per Board session physically attended.
- Additional annual payments are made to non-executive Directors who chair a Committee to reflect the additional responsibilities and workload:
  - Audit & Risks Committee: €20,000;
  - Other Committees: €15,000; and
  - Lead Independent Director: €250,000.
- For an observer, an annual fixed payment of €20,000 is paid, unless they become non-executive Director at the next General Meeting. In this case, they will receive the same fees for attending the Board and committee meetings as non-executive Directors.
- All payments are prorated for time served during the year and are paid in cash.

# 5. Agenda of the Annual Shareholders' Meeting

## Agenda

### ORDINARY SHAREHOLDERS' MEETING:

#### Resolution 1

Approval of statutory financial statements for the 2022 fiscal year

#### Resolution 2

Approval of consolidated financial statements for the 2022 fiscal year

#### Resolution 3

Appropriation of profit for the fiscal year and setting the dividend

#### Resolution 4

Approval of regulated agreements governed by Article L. 225-38 *et seq.* of the French Commercial Code

#### Resolution 5

Approval of the information on the Directors' and the Corporate Officer's compensation paid or granted for the fiscal year ending December 31, 2022 mentioned in Article L. 22-10-9 of the French Commercial Code

#### Resolution 6

Approval of the components of the total compensation and benefits of all types paid during the 2022 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire

#### Resolution 7

Approval of the compensation policy for the Chairman & Chief Executive Officer, Mr. Jean-Pascal Tricoire, for the period from January 1 to May 3, 2023

#### Resolution 8

Approval of the compensation policy for the Chief Executive Officer, Mr. Peter Herweck, for the period from May 4 to December 31, 2023

#### Resolution 9

Approval of the compensation policy for the Chairman of the Board of Directors, Mr. Jean-Pascal Tricoire, for the period from May 4 to December 31, 2023

#### Resolution 10

Determination of the total annual compensation of the Directors

#### Resolution 11

Approval of the Directors' compensation policy

#### Resolution 12

Renewal of the term of office of Mr. Léo Apotheker

#### Resolution 13

Renewal of the term of office of Mr. Gregory Spierkel

#### Resolution 14

Renewal of the term of office of Mr. Lip-Bu Tan

#### Resolution 15

Appointment of Mr. Abhay Parasnis as a Director

#### Resolution 16

Appointment of Mrs. Giulia Chierchia as a Director

#### Resolution 17

Opinion on the Company Climate strategy

#### Resolution 18

Authorization granted to the Board of Directors to buy back Company shares

### EXTRAORDINARY SHAREHOLDERS' MEETING:

#### Resolution 19

Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company with shareholders' preferential subscription right

#### Resolution 20

Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through a public offering other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code

#### Resolution 21

Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through an offering in accordance with Article L. 411-2 1° of the French Monetary and Financial Code

#### Resolution 22

Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without shareholders' preferential subscription right

#### Resolution 23

Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right in consideration for contributions in kind to the Company

#### Resolution 24

Delegation of authority to the Board of Directors to increase the capital by capitalizing additional paid-in capital, reserves, earnings or other

#### Resolution 25

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

#### Resolution 26

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

#### Resolution 27

Authorization to the Board of Directors to cancel shares of the Company bought back by the Company under the share buyback programs

#### Resolution 28

Powers for formalities



# 6. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

## 6.1 Ordinary Shareholders' Meeting

### 1<sup>st</sup>, 2<sup>nd</sup>, and 3<sup>rd</sup> resolutions: Approval of annual financial statements and setting the distribution

#### Explanatory statement

Under the **1<sup>st</sup> and 2<sup>nd</sup> resolutions**, shareholders are invited to approve:

- the statutory financial statements of Schneider Electric SE for the year 2022 which show a profit of €1,744,408,093.62; and
- the consolidated financial statements for the year 2022 which show a net income for the Group of €3,477 million.

The activity and the results for the 2022 fiscal year are presented in the 2022 Universal Registration Document as well as in the Notice of meeting available on the Company's website.

Under the **3<sup>rd</sup> resolution**, we recommend a distribution of €3.15 per share, representing a distribution rate of 44.5% of the Group's net adjusted income and an estimated total distribution of €1,761,214,530.60<sup>(1)</sup> (based on the number of shares ranking for dividends at December 31, 2022). No dividend will be paid on treasury shares held by the Company on the payment date. This distribution will be paid out of the distributable earnings amounting to €2,069,815,278.53. The proposed dividend is an integral part of Schneider Electric's policy to reward shareholders over the long term. It represents an increase of 9% versus last year.

The distribution will be paid according to the following schedule:

- Dividend ex-date: May 9, 2023
- Record date: May 10, 2023
- Dividend payment date: May 11, 2023

For individual beneficiaries who are tax residents in France, the dividend is subject upon payment to a social security tax of 17.2% and, in principle, to a mandatory non-definitive levy of 12.8%. This tax is levied at source and is computed on the gross amount of the dividend.

For its taxation in 2024, this dividend will fully be eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code where an express, global, and irrevocable election is made for taxation under the progressive scale of personal income tax. Where this option is not made, the dividend will be taxed at a final flat-rate income 12.8% and will not be eligible for this 40% rebate. In both cases, the levy of 12.8% borne at the time of the payment of the dividend is deducted from the individual income tax due.

#### Text of the first resolution

##### (Approval of statutory financial statements for the 2022 fiscal year)

*The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report and the statutory auditors' report, approves the statutory financial statements for the 2022 fiscal year as presented, as well as the transactions reflected in these statements or summarized in these reports showing a net profit of €1,744,408,093.62.*

*In addition, pursuant to Article 223 quater of the French Tax Code (Code général des impôts), the Shareholders' Meeting approves the value of expenses and charges non-deductible from taxable result liable to corporate income tax and amounting to €7,042 as well as the theoretical tax borne as a result of these charges amounting to €1,819.*

#### Text of the second resolution

##### (Approval of statutory financial statements for the 2022 fiscal year)

*The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report and the statutory auditors' report, approves the statutory financial statements for the 2022 fiscal year as presented, as well as the transactions reflected in these statements or summarized in these reports.*

(1) This amount is calculated based on the number of shares ranking for dividends at December 31, 2022 and could therefore change if this number varies between January 1, 2023 and the ex-dividend date.

## 6. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

### Text of the third resolution

#### (Appropriation of profit for the financial year and setting the dividend)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having noted that the Company's fiscal year ending December 31, 2022 closed with a net profit of €1,744,408,093.62 and, considering the retained earnings amounted to €325,407,184.91, the distributable earnings amounted to €2,069,815,278.53, upon proposal of the Board of Directors, decides:

- the distribution to the shareholders of a dividend of €3.15 per share, i.e., €1,761,214,530.60<sup>(1)</sup> on the basis of the number of shares ranking for dividends at December 31, 2022 paid from the distributable earnings; and
- the allocation of the balance of the distributable earnings after distribution to the retained earnings.

The ex-dividend date will be May 9, 2023 and the dividend will be payable from May 11, 2023. If, at the time of payment of the dividend, the number of treasury shares held by the Company has changed compared to that held on December 31, 2022, the fraction of the dividend relating to this variation will either increase or reduce retained earnings.

For individual beneficiaries who are tax residents in France, the dividend is subject upon payment to a social security tax of 17.2% and, in principle, to a mandatory non-definitive levy of 12.8%. This tax is levied at source and is computed on the gross amount of the dividend.

For its taxation in 2024, this dividend will fully be eligible for the 40% tax rebate referred to in Article 158.3.2° of the French Tax Code where an express, global, and irrevocable election is made for taxation under the progressive scale of personal income tax. Where this option is not made, the dividend will be taxed at a final flat-rate income 12.8% and will not be eligible for this 40% rebate. In both cases, the levy of 12.8% borne at the time of the payment of the dividend is deducted from the individual income tax due.

Dividends/coupons paid by Schneider Electric SE for the three most recent fiscal years are as follows:

	2019	2020	2021
<b>Net dividend paid per share (in euros)</b>	2.55	2.60	2.90

### 4<sup>th</sup> resolution: Regulated agreements

#### Explanatory statement

In the **4<sup>th</sup> resolution**, you are invited to take due note of the absence of any new regulated agreement concluded during the fiscal year ending December 31, 2022.

### Text of the fourth resolution

#### (Approval of regulated agreements governed by Article L. 225-38 et seq. of the French Commercial Code)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, and having considered the statutory auditors' special report on related party agreements referred to in Article L. 225-38 of the French Commercial Code, approves this report in all its provisions and notes that no new agreement has been concluded during the fiscal year ending December 31, 2022.

### 5<sup>th</sup> and 6<sup>th</sup> resolutions: Approval of the information on the Directors' and the Corporate Officer's compensation paid or granted for 2022 (Say on pay ex-post)

#### Explanatory statement

Under the **5<sup>th</sup> resolution**, in pursuance of Article L. 22-10-34 I of the French Commercial Code, you are invited to approve the information listed in Article L. 22-10-9 of the French Commercial Code relating to the compensation of Directors and the Corporate Officer that are presented to you in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code. You will find all this information set out in detail in section 4.2.2 of Chapter 4 of the 2022 Universal Registration Document and in section 4.2 of the Notice of meeting.

Under the **6<sup>th</sup> resolution**, in pursuance of Article L. 22-10-34 II of the French Commercial Code, you are asked to approve fixed, variable and exceptional components of the total compensation and benefits of all types paid during the last fiscal year or awarded in respect of the said year, to the Chairman & Chief Executive Officer, Mr. Jean-Pascal Tricoire. They have been paid or awarded in accordance with the compensation policy approved by the Annual Shareholders' Meeting of May 5, 2022. These components are detailed in section 4.2.2.2 of Chapter 4 of the 2022 Universal Registration Document and in section 4.2.1 of the Notice of meeting.

## Text of the fifth resolution

### **(Approval of the information on the Directors' and the Corporate Officer's compensation paid or granted for the fiscal year ending December 31, 2022 mentioned in Article L. 22-10-9 of the French Commercial Code)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-34 I of the said Code, the information mentioned in Article L. 22-10-9 I of the French Commercial Code as stated in the 2022 Universal Registration Document, Chapter 4, section 4.2.2.

## Text of the sixth resolution

### **(Approval of the components of the total compensation and benefits of all types paid during the 2022 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-34 II of the said Code, the fixed, variable, and exceptional components of the total compensation and benefits of all types paid during the 2022 financial year or awarded in respect of the 2022 fiscal year to the Chairman & Chief Executive Officer, Mr. Jean-Pascal Tricoire as stated in the 2022 Universal Registration Document, Chapter 4, section 4.2.2.2.

## **7<sup>th</sup>, 8<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup> and 11<sup>th</sup> resolutions: Approval of the 2023 compensation policy applicable to the Corporate Officers and the Directors (Say on pay ex-ante) and determination of the total annual compensation of the members of the Board of Directors**

### **Explanatory statement**

Under the **7<sup>th</sup>, 8<sup>th</sup> and 9<sup>th</sup> resolutions**, in pursuance of Article L. 22-10-8 II of the French Commercial Code, shareholders are invited to approve the compensation policy for the Corporate Officers, i.e. the Chairman & Chief Executive Officer, the Chief Executive Officer and the Chairman of the Board of Directors. These policies as well as the manner in which they serve the corporate interest, support the Company strategy, and contribute to the sustainability of the Company are presented in section 4.2.3.1 of Chapter 4 of the 2022 Universal Registration Document and in section 4.3.1 of the Notice of meeting. Shareholders are called to approve separately:

- the compensation policy for the Chairman & Chief Executive Officer as presented in detail in section 4.2.3.1.2 of Chapter 4 of the 2022 Universal Registration Document and in section 4.3.1.1 of the Notice of meeting. This policy would apply to Mr. Jean-Pascal Tricoire for the period from January 1 to May 3, 2023, the end date of his office as Chairman & Chief Executive Officer (**7<sup>th</sup> resolution**);
- the compensation policy for the Chief Executive Officer as presented in detail in section 4.2.3.1.3 of Chapter 4 of the 2022 Universal Registration Document and in section 4.3.1.2 of the Notice of meeting. This policy would apply to Mr. Peter Herweck as from May 4, 2023, the starting date on which he will assume the position of Chief Executive Officer of Schneider Electric SE (**8<sup>th</sup> resolution**);
- the compensation policy for the Chairman of the Board of Directors as presented in detail in section 4.2.3.1.4 of Chapter 4 of the 2022 Universal Registration Document and in section 4.3.1.3 of the Notice of meeting. This policy would apply to Mr. Jean-Pascal Tricoire as from May 4, 2023, the starting date on which he will assume only the office of Chairman of the Board of Directors (**9<sup>th</sup> resolution**).

Under the **10<sup>th</sup> and 11<sup>th</sup> resolutions**, we ask you to:

- in accordance with Article L. 225-45 of the French Commercial Code, to increase the maximum of the total compensation that may be awarded to members of the Board of Directors annually to €2,800,000, in view of the increase in the number of members of the Board of Directors and the number of Board meetings (**10<sup>th</sup> resolution**);
- in accordance with Article L. 22-10-8 II of the French Commercial Code, to approve the compensation policy of the Directors which means allocation rules of this amount as presented in detail in section 4.2.3.2 of Chapter 4 of the 2022 Universal Registration Document and in section 4.3.2 of the Notice of meeting (**11<sup>th</sup> resolution**).

## Text of the seventh resolution

### **(Approval of the compensation policy for the Chairman & Chief Executive Officer, Mr. Jean-Pascal Tricoire, for the period from January 1 to May 3, 2023)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-8 II of the said Code, the compensation policy of the Chairman & Chief Executive Officer as stated in the 2022 Universal Registration Document, Chapter 4, section 4.2.3.1.2.

## 6. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

### Text of the eighth resolution

#### **(Approval of the compensation policy for the Chief Executive Officer, Mr. Peter Herweck, for the period from May 4 to December 31, 2023)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-8 II of the said Code, the compensation policy of the Chief Executive Officer as stated in the 2022 Universal Registration Document, Chapter 4, section 4.2.3.1.3.

### Text of the ninth resolution

#### **(Approval of the compensation policy for the Chairman of the Board of Directors, Mr. Jean-Pascal Tricoire, for the period from May 4 to December 31, 2023)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-8 II of the said Code, the compensation policy of the Chairman of the Board of Directors as stated in the 2022 Universal Registration Document, Chapter 4, section 4.2.3.1.4.

### Text of the tenth resolution

#### **(Determination of the total annual compensation of the Directors)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, decides to set, as from fiscal year 2023, the maximum amount of the annual fixed sum provided for in Article L. 225-45 of the French Commercial Code to be allocated to the Directors as compensation for their activity, at €2,800,000.

### Text of the eleventh resolution

#### **(Approval of the Directors' compensation policy)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings and reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in pursuance of Article L. 22-10-8 II of the said Code, the compensation policy of the Directors as stated in the 2022 Universal Registration Document, Chapter 4, section 4.2.3.2.

## **12<sup>th</sup>, 13<sup>th</sup>, 14<sup>th</sup>, 15<sup>th</sup> and 16<sup>th</sup> resolutions: Renewal of Mr. Léo Apotheker, Mr. Gregory Spierkel and Mr. Lip-Bu Tan, appointment of Mrs. Giulia Chierchia and Mr. Abhay Parasnis**

### Explanatory statement

As of March 28, 2023, the Board of Directors is composed of 14 members, including nine who are deemed independent within the meaning of the AFEP-MEDEF Corporate Governance Code, two Directors representing the employees and one Director representing the employee shareholders.

Each year, the Board of Directors conducts a review to ensure that there is an appropriate balance in its composition and that of its committees. In particular, the Board seeks to ensure gender balance and broad diversity in terms of skills, experience, nationality, and age, as described in its diversity policy (see section 4.1.2.4 of Chapter 4 of the Universal Registration Document). The Board investigates and evaluates not only potential candidates, but also whether existing Directors should seek reappointment based on their individual performance assessment and contribution. The Board seeks above all to ensure that its composition is consistent with the strategic needs of the Company and reflects the values that are essential to its proper functioning: independence of mind, richness of perspective, competence, commitment, and complementarity of experience and people.

As part of the Board's continuous review of its composition, the Board of Directors asked the Governance & Remunerations Committee to make a recommendation on the renewal of Mr. Léo Apotheker, Mr. Gregory Spierkel and Mr. Lip-Bu Tan, as well as search for complementary profiles in line with the skillset highlighted by its Board skills matrix and the challenges of the Company (see section 4.1.2.4 of Chapter 4 of the Universal Registration Document describing the director recruitment process).

In that respect, the Committee has analyzed Mr. Léo Apotheker's, Mr. Gregory Spierkel's and Mr. Lip-Bu Tan's situation with regards to their relevance and performance, as well as their time commitment and availability to fulfill their duties as well as the value added by each of them to the work of the Board.

- Mr. Léo Apotheker holds only one other position in a listed company (Director of NICE-Systems Ltd), and his attendance rate at Board meetings in 2022 is 100%, while his attendance rate at meetings of the Committees in which he participates is 90%. The Committee recommended to the Board that Mr. Léo Apotheker continues to participate in the work of the Board, particularly in the areas of software and M&A, where his expertise as former Chief Executive Officer of SAP and Hewlett-Packard is essential, as well as his excellent knowledge of the Group and the balance of the composition of the Board of Directors in terms of seniority. However, in view of his age and his non-independence under the AFEP-MEDEF Code, considering he has been a member of the Board since 2008, the Committee has proposed limiting his term of office to two years.
- Mr. Gregory Spierkel holds two other mandates in listed companies (Director of MGM Resorts International and PACCAR Inc.), his attendance rate at the meetings of the Board and the committees in which he participates in 2022 is 100%. Mr. Gregory Spierkel brings to the Board the benefit of his experience as former Chief Executive Officer of Ingram Micro, Inc. and a solid profile in digital and technology matters, which leads the Board to propose to you the renewal of his mandate for a four-year term.
- Mr. Lip-Bu Tan holds three offices in listed companies in addition to his office at Schneider Electric: Chairman of Cadence Design Systems, Inc., from which he retired as Chief Executive Officer in 2021 and will retire as Chairman in 2023 as he announced he will not seek re-election to the Board at the 2023 Annual Meeting (<https://d18rn0p25nwr6d.cloudfront.net/CIK-0000813672/cd2ef8b8-abb5-4620-a08d-c5c49565fc6c.pdf>), Chairman of the Board of Directors of Credo Technology Group Holding Ltd. and Director of Intel Corporation. After the 2023 Cadence's Annual Meeting planned on May 4, Mr. Lip-Bu Tan will therefore hold two offices in listed companies in addition to his office at Schneider Electric. In view of his commitments, the Governance & Remunerations Committee has carefully examined his situation. In particular, it has ascertained from him his willingness and commitment to devote sufficient and necessary time to the Board of Schneider Electric, as Mr. Lip-Bu Tan has always done in the past, as evidenced by his level of attendance at Board meetings in 2022 (100%) and at the meetings of the committees in which he participates (90%), as well as his physical participation in several meetings, including the Strategy Session in August 2022. His average attendance rate at Board and committee meetings over his term of office (2019 - 2022) was 94% and 97.5% respectively, reflecting his commitment and availability. The Committee also took into consideration the assessment of Mr. Lip-Bu Tan's effective contribution to the work of the Board that was conducted among the Directors in October 2022 during the Board's self-assessment, which concluded that Mr. Lip-Bu Tan brings to the Board unique expertise in the areas of software and technology, particularly in the energy sector, venture capital, and in-depth knowledge of the Asian and US markets. For all of these reasons, the Board has determined that his continued service as a Director is in the best interests of the Company, its shareholders, and is consistent with the composition objectives identified by the Board, and therefore invites you to reappoint Mr. Lip-Bu-Tan for a four-year term.

The Governance & Remunerations Committee also identified the skills that would be useful to diversify and strengthen the Board composition and hired an external recruitment firm (Heidrick & Struggles) to search for suitable candidates. Among these candidates, the Governance & Remunerations Committee preselected a short list and the members of the Committee interviewed them. Following these interviews, the Committee recommended two candidates to the Board of Directors, Mr. Abhay Parasnis and Mrs. Giulia Chierchia, who were appointed as Observers respectively on July 27, 2022 and February 15, 2023 with the aim to propose their appointment to the 2023 Shareholders' Meeting.

Mr. Abhay Parasnis, a US citizen based in San Francisco and an entrepreneur, is Adobe's former Chief Technology Officer and Chief Product Officer and serves on the Board of Directors at Dropbox. He will bring to the Board his remarkable technology and digital skills, especially his experience in shifting to the cloud and in SaaS transformation as well as his spirit of innovation and reinvention. He will qualify as an independent Director with regard to all the criteria set by Article 10.5 of the AFEP-MEDEF Corporate Governance Code and, if appointed, will join the Digital Committee.

Mrs. Giulia Chierchia, an Italian and Belgian dual citizen based in the United Kingdom, is currently Executive Vice-President Strategy, Sustainability and Ventures of BP. She will bring to the Board her expertise in ESG and energy sector, in particular, her experience in energy transition strategy in large companies with a global approach including strategy, sustainability, capital allocation and ventures. She will qualify as an independent Director with regard to all the criteria set by Article 10.5 of the AFEP-MEDEF Corporate Governance Code and, if appointed, will join the Investment Committee.

Acting upon recommendation of the Governance & Remunerations Committee, the Board of Directors proposes to shareholders:

- in the **12<sup>th</sup> resolution**, to renew the term of office of Mr. Léo Apotheker for a two-year (2) term;
- in the **13<sup>th</sup> resolution**, to renew the term of office of Mr. Gregory Spierkel for a four-year (4) term;
- in the **14<sup>th</sup> resolution**, to renew the term of office of Mr. Lip-Bu Tan for a four-year (4) term;
- in the **15<sup>th</sup> resolution**, to appoint Mr. Abhay Parasnis as a Director for a four-year (4) term; and
- in the **16<sup>th</sup> resolution**, to appoint Mrs. Giulia Chierchia as a Director for a four-year (4) term.

Should these resolutions be approved, the Board of Directors would consist of 16 members (including one Director representing the employee shareholders and two Directors representing the employees), with an independence rate of 85% and 46% of women (excluding the three Directors who are also employees) and 81% being of non-French origin or nationalities.

Mr. Léo Apotheker's, Mr. Gregory Spierkel's, Mr. Lip-Bu Tan's, Mrs. Giulia Chierchia's, and Mr. Abhay Parasnis' biographies are provided in section 2.2.3 of the Notice of meeting and section 4.1.2.2 of Chapter 4 of the 2022 Universal Registration Document.

## 6. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

### Text of the twelfth resolution

#### (Renewal of the term of office of Mr. Léo Apotheker)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, takes note that the term of office of Mr. Léo Apotheker as a Director expires at the closing of this Shareholders' Meeting and decides to renew it for a two-year (2) term expiring at the closing of the Annual Shareholders' Meeting to be held in 2025 to approve the financial statements for the 2024 fiscal year.

### Text of the thirteenth resolution

#### (Renewal of the term of office of Mr. Gregory Spierkel)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, takes note that the term of office of Mr. Gregory Spierkel as a Director expires at the closing of this Shareholders' Meeting and decides to renew it for a four-year (4) term expiring at the closing of the Annual Shareholders' Meeting to be held in 2027 to approve the financial statements for the 2026 fiscal year.

### Text of the fourteenth resolution

#### (Renewal of the term of office of Mr. Lip-Bu Tan)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, takes note that the term of office of Mr. Lip-Bu Tan as a Director expires at the closing of this Shareholders' Meeting and decides to renew it for a four-year (4) term expiring at the closing of the Annual Shareholders' Meeting to be held in 2027 to approve the financial statements for the 2026 fiscal year.

### Text of the fifteenth resolution

#### (Appointment of Mr. Abhay Parasnis as a Director)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, decides to appoint Mr. Abhay Parasnis as a Director for a four-year (4) term expiring at the closing of the Annual Shareholders' Meeting to be held in 2027 to approve the financial statements for the 2026 fiscal year.

### Text of the sixteenth resolution

#### (Appointment of Mrs. Giulia Chierchia as a Director)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, decides to appoint Mrs. Giulia Chierchia as a Director for a four-year (4) term expiring at the closing of the Annual Shareholders' Meeting to be held in 2027 to approve the financial statements for the 2026 fiscal year.

## 17<sup>th</sup> resolution: Opinion on the Company Climate strategy

### Explanatory statement

Under the **17<sup>th</sup> resolution**, the Board wishes to consult the Shareholders' Meeting on Schneider Electric's Climate strategy as described in section 2.3 of Chapter 2 of the 2022 Universal Registration Document and summarized in section 3 of the Notice of meeting.

The sustainability strategy including Climate is overseen by the Board of Directors with the assistance of the Human Resources & CSR Committee. Schneider Electric was one of the first companies to address this topic at the Board level with the creation of the Human Resources & CSR Committee in 2014. Schneider Electric further addressed the topic by deciding that the annual variable compensation of both the Chief Executive Officer and of the more than 64,000 employees (who benefit from a variable compensation), includes ESG criteria, part of which relates to Climate. The long-term incentive plan is also correlated with ESG criteria (for more detail on compensation, please refer to section 4.2 of Chapter 4 of the 2022 Universal Registration Document).

Several other governance bodies are involved in this matter: the Executive Committee and its Function Committee, the Stakeholder Committee and the Sustainability department. At Group level, the Chief Strategy & Sustainability Officer, who is part of the Executive Committee, helps determine and enforce the Group's environmental goals and underlying transformations. Three Committees involving Group Executive Vice-Presidents and Senior Vice-Presidents are dedicated to oversee the implementation of the Group's decarbonation roadmap, respectively focusing on the supply chain, low-carbon product design and the decarbonization of Schneider Electric's operational emissions.

Upon a joint recommendation from the Human Resources & CSR Committee and the Governance & Remunerations Committee, the Board decided to offer its shareholders an opportunity to express their views on Schneider Electric's Climate strategy.





### Scientifically validated Climate roadmap

Schneider Electric, as an Impact Company, wants to be both a sustainability enabler, supporting partners and customers with its decarbonation and digital solutions and services, and a sustainability practitioner committed to becoming Net-Zero across its end-to-end value chain. Schneider Electric considers itself part of an end-to-end ecosystem and reviews its progress along three dimensions: first aligning the Group and its supply chain with a 1.5°C Climate trajectory; second helping customers to do the same through Schneider Electric's offers; and third helping Schneider Electric communities accelerate Climate action. As a result, the Group's Climate strategy addresses all of its stakeholders and shows there are ways for companies to "do good while doing well". In line with the ambition to contribute to limiting global temperature rise to 1.5°C, Schneider Electric is committed to reach the targets described below as validated by the Science Based Targets initiative.



### 2021 – 2025 initiatives to act for climate & preserve resources

Suppliers	Operations	Customers/Society
 <b>SSI #3</b> Reduce CO <sub>2</sub> from suppliers operations <b>SSE #4</b> Improve CO <sub>2</sub> efficiency in transportation	<b>SSE #1</b> Transition to Zero-CO <sub>2</sub> sites <b>SSE #3</b> Source renewable electricity <b>SSE #5</b> Improve energy efficiency <b>SSE #7</b> Switch to electrical vehicles	<b>SSI #1</b> Grow our impact revenues <b>SSI #2</b> Save and avoid CO <sub>2</sub> emissions for customers <b>SSE #2</b> Substitute products using SF <sub>6</sub>
 <b>SSI #4</b> Use green materials in our product <b>SSI #5</b> Switch to sustainable packaging <b>SSE #10</b> Avoid primary resource use	<b>SSE #8</b> Deploy local biodiversity programs <b>SSE #9</b> Make waste a resource <b>SSE #11</b> Deploy water conservation action plans	<b>SSE #6</b> Product revenues covered by Green Premium™ eco-label



Concrete actions and investment plans to reach those targets are described in section 2.3 of Chapter 2 of the 2022 Universal Registration Document.

### Consultation process

Investors' consultation on Schneider Electric's Climate strategy is part of the continuous and strong shareholder engagement conducted each year. The goal is that shareholders express their views on our Climate transition plan to be able to take into consideration their feedback.

However, shareholders are not asked to take responsibility for Schneider Electric's Climate strategy, which remains the exclusive responsibility of the Board of Directors and Chief Executive Officer. Therefore, in order to comply with the respective specific powers of each of the corporate bodies, the nature of this resolution is purely consultative, and this vote will not be binding.

The Board invites shareholders to support this strategy, which will influence every aspect of the Group's actions over the long-term. A widespread approval of Schneider Electric's Climate strategy will comfort the Company in its leading and ambitious Corporate Social Responsibility (CSR) roadmap and is essential to bolster the Company's efforts to further accelerate its decarbonization journey in a transparent way.

The Board will take into account the level of support received on this resolution and continue engaging with its shareholders. Should the level of dissent reach 50% or more, the Board will seek information on the reasons for which some investors may not have supported the proposed resolution to be able to propose a revised Climate strategy.

## 6. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

### • Transparency

As the transparency of the implementation of the Climate strategy is decisive in maintaining a relationship of trust between the Company and the various stakeholders, all the actions carried out and the associated key indicators are detailed annually in the Extra-Financial Performance Statement (DPEF) audited by an independent third party and included in the Universal Registration Document. In addition, the key indicators are part of the Schneider Sustainability Impact, from which results are shared transparently quarterly in the financial and non-financial communication of the Company. The Company also details the risks and opportunities linked to Climate change as well as the associated governance, in accordance with all the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

### • Next vote on the Climate strategy

The Board intends to repeat this consultation at the 2026 Annual Shareholders' Meeting in order to allow shareholders to express their views on the progress made on the implementation of the strategy and the strategy itself. It will correspond to the launch of the new cycle of the Schneider Sustainability Impact, the current plan ending in 2025.

## Text of the seventeenth resolution

### (Opinion on the Company Climate strategy)

*The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Company's Climate strategy as described in section 2.3 of Chapter 2 of the 2022 Universal Registration Document, issues a favorable opinion on this Climate strategy.*

## 18<sup>th</sup> resolution: Share buybacks

### Explanatory statement

As the pre-existing authorization comes to its term in November 2023, it is hereby proposed, in the **18<sup>th</sup> resolution** submitted to the Annual Shareholders' Meeting, to reconduct, for a new eighteen-month period starting after the present Annual Shareholders' Meeting, the authorization given to the Board of Directors to purchase the Company's shares as part of a share buyback program pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code and European Regulation (EU) no. 596/2014 of April 16, 2014 on market abuse.

We remind you that on February 14, 2019 Schneider Electric initiated a new €1.5 billion to €2.0 billion share buyback program. These buybacks are part of a policy to neutralize the dilution resulting from capital increases reserved for employees or from Long-term Incentive Plans.

At the beginning of 2021, due to the economic uncertainty, and considering the on-going acquisitions, the share buyback program remained on-hold after its suspension due to the COVID-19 crisis in 2020. The share buyback program restarted at the end of July 2021. On May 5, 2022, the proposal to raise the cap on purchase price to €250 per share (from the previous €150 per share) was approved at the Annual Shareholders' Meeting. Schneider Electric did not further progress the buyback in the second half-year primarily due to restrictions on account of the proposed transaction with the AVEVA minority shareholders that was in progress during the period. Schneider Electric remains committed to the completion of the existing share buyback program.

Since the beginning of the program in 2019, a total €796,969,443 of share buyback corresponding to 7,601,716 shares bought back by the Company had been completed including €219,470,200 of share buyback in 2022 corresponding to 1,659,933 shares bought back by the Company pursuant to the last authorizations.

All the 11,977,197 treasury shares held on December 31, 2022 (representing 2.10% of the share capital) are allocated to employees and Corporate Officers as a long-term compensation tool.

The authorization that you would give to the Board would allow to proceed to purchase shares for the purposes, amongst others, of:

- their allotment to employees or Corporate Officers as a long-term compensation tool;
- their delivery as a result of the exercise of rights attached to securities giving access to the Company's capital;
- their cancellation;
- their delivery in connection with external growth operations; and
- their disposal in the course of a share management agreement.

Shares bought back may be canceled under the authorization adopted by this Annual Shareholders' Meeting (27<sup>th</sup> resolution).

The number of shares thus purchased, and the number of shares held may not exceed 10% of the share capital at any time (for reference purposes, based on the issued capital on December 31, 2022: 57,109,292 shares). The maximum purchase price of the shares would be set at €250 and the total amount allocated to the share repurchase program would not exceed €14.3 billion. As for previous years, the resolution prevents that the authorization be used during a public offering on the Company's shares.

Further information on the Company's share buyback programs can be found in section 7.2.5 of Chapter 7 of the 2022 Universal Registration Document.

## Text of the eighteenth resolution

### (Authorization granted to the Board of Directors to buy back Company shares)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, having heard the Board of Directors' report, hereby authorizes the Board of Directors, pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, Regulation (EU) no. 596/2014 of April 16, 2014 on market abuse and its delegated regulations and the French Financial Market Authority's General rules, to buyback or arrange for the buyback of the Company's shares for the purpose of:

- the allotment or transfer of shares to employees or Corporate Officers of the Company and/or of current or future related companies, for the purposes of implementing any stock option or Performance Share plan, or any other grant, allocation, or disposal to employees and Corporate Officers of the Company;
- the delivery of shares as a result of the exercise of rights attached to securities giving access to the Company's capital by redemption, conversion, exchange, presentation of a warrant or by any other mean;
- the cancellation by way of share capital decrease of all or part of these repurchased shares;
- the delivery of shares (for exchange, payment or otherwise) in connection with external growth operations (up to a limit of 5% of the share capital);
- their provision for the purposes of a share management agreement entered into with an investment services provider in order notably to maintain a liquid market; or
- the implementation of any market practice which would be allowed by the French Financial Market Authority.

This authorization also allows the Company to trade in its shares for any other purposes authorized or that may be authorized by law or regulation. In such a case, the Company would inform its shareholders through a public release.

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 27<sup>th</sup> resolution of this Annual Shareholders' Meeting.

The number of shares that may be purchased shall be subject to following limits:

- the number of shares that the Company may purchase during the term of the buyback program should not exceed 10% of the Company's share capital at any time (i.e. for information purposes, 57,109,292 shares, on the basis of the share capital as of December 31, 2022), it being specified that the number of shares acquired in view of their retention and their future delivery for the purpose of an external growth operation cannot exceed 5% of the Company's share capital; and
- the number of shares that the Company can hold at any time may not exceed 10% of the Company's share capital.

The maximum share purchase price is set at €250 per share (excluding acquisition costs) without exceeding the maximum price set by applicable laws and regulations. The total amount allocated to the share repurchase program will not exceed €14.3 billion (excluding acquisition costs).

The purchase, exchange, disposal or transfer of shares can be decided by the Board of Directors on one or more occasions, at any time except during takeover bid involving the Company's shares, and by any means, provided that laws and regulations in force are complied with, on or off the stock market, over the counter, in whole or in part in blocks of shares, by takeover bid in cash or in shares, by using options or derivatives, either directly or indirectly through the intermediation of an investment services provider, or in any other way.

The Annual Shareholders' Meeting grants authority to the Board of Directors, which may further delegate as permitted by law, to adjust the price set forth above in the event of transactions on the Company's share capital, and in particular an increase in capital through the capitalization of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity, to take into account the impact of these transactions on the stock value.

The Annual Shareholders' Meeting gives full powers to the Board of Directors with powers to subdelegate under the conditions set out by law, to use this authorization, in particular to give any and all orders, enter into any and all agreements, allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms and conditions under which the rights of holders of securities giving access to the share capital or other rights giving access to the share capital will be preserved, if applicable, in accordance with legal and regulatory provisions and, if applicable, contractual provisions providing for other cases of adjustment, prepare all documents and press releases, carry out any and all formalities and make all appropriate declarations to the authorities, and in general take all necessary measures.

This authorization supersedes, for the unused portion, the authorization given to the Board of Directors by the Shareholders' Meeting of May 5, 2022 in its 14<sup>th</sup> resolution and is granted for an eighteen (18)-month period as from this Annual Shareholders' Meeting.

## 6.2 Extraordinary Shareholders' Meeting

### 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions: Delegations of authority to the Board of Directors to increase the share capital with or without shareholders' preferential subscription rights

#### Explanatory statement

As it is the case every two years, you are requested to approve a set of resolutions, giving the Board of Directors authority to increase or reduce the share capital, immediately or in the future, with preferential subscription rights or without, through the issuance of shares and/or equity-linked securities, for a limited period.

These resolutions involve financial delegations that will give the Board of Directors the authority to select, at any moment and from among a broad range of securities providing access to the share capital, the transaction most suited to Schneider Electric's needs and growth, based on market characteristics at the time.

Under the **19<sup>th</sup> resolution**, you are requested to delegate to the Board of Directors the authority to issue, in France and abroad, with shareholders' preferential subscription rights, ordinary shares and/or equity-linked securities. The maximum nominal amount of the capital increases that may be carried under this resolution shall not exceed €800 million in aggregate, *i.e.* 200 million shares representing 35.02% of the capital as of December 31, 2022. The capital increases that may be realized in accordance with the **20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions** shall be counted against this aggregate ceiling.

For the **20<sup>th</sup> and 21<sup>st</sup> resolutions**, you are requested to cancel the preferential subscription rights to shares. Indeed, depending on market conditions, the types of investors involved and the type of securities issued, it may be preferable, or even necessary, to cancel the preferential subscription rights in order to carry out a securities placement under optimal conditions, particularly when the speed of transactions is a prerequisite to success, or when the issuances are carried out on overseas financial markets. The cancellation of the preferential subscription rights can facilitate the Company's access to capital due to more favorable issuance conditions. Capital increases without preferential subscription rights may take the form of a public offering (other than those referred to in Article L. 411-2-1° of the French Monetary Code in which case a priority period for shareholders can be established (**20<sup>th</sup> resolution**) or of an offering in accordance with Article L. 411-2-1° of the French Monetary and Financial Code (**21<sup>st</sup> resolution**). In compliance with the French Commercial Code (*Code de commerce*), the issue price of shares issued without preferential subscription rights will be at least equal to the lowest price provided for according to the regulatory provisions applicable on the date of issue (currently, the average market price of the shares in the three (3) trading days on the regulated market Euronext Paris preceding the setting of the price, reduced by a discount of 10%). Regarding the issuance of securities giving access, immediately or in the future, to the Company's share capital, the issuance price of these securities will be so that the amount received by the Company, immediately or in the future, for each share to which such securities give the right, is at least equal to the minimum issuance price of the shares as defined above. The maximum nominal amount of the capital increases that may be carried under these resolutions shall not exceed €224 million, *i.e.* 56 million shares representing 9.81% of the capital as of December 31, 2022.

In the **22<sup>nd</sup> resolution**, we are asking you to authorize the Board of Directors to increase the number of securities to be issued under the **19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions** in the event of an over-subscription (greenshoe). An additional capital increase could thus be carried out within the timeframe and limits provided for by the legislation applicable as of the date of issue (currently, within 30 days of the closing of the subscription period and up to 15% of the initial issuance).

The **23<sup>rd</sup> resolution** concerns the issuance of share and/or securities giving immediate or deferred access to the Company's capital with a view to remunerate contributions in kind granted to the Company. This resolution allows the Board of Directors to carry out external growth operations with a consideration in shares within a limit of €224 million, *i.e.* 56 million shares representing 9.81% of the capital as of December 31, 2022.

If granted, these delegations would be valid for 26 months. The Board of Directors may not use this delegation from the date of filing of a takeover bid for the shares of the Company by a third party and for the duration of the bid period.

Under the **24<sup>th</sup> resolution**, we are asking you to authorize the Board of Directors to increase the share capital by incorporating premiums, reserves or profits. The rights of shareholders would not be affected by this transaction, which results in free shares allotment, increase in the nominal value of the existing shares, or a combination of both. This transaction does not change the Company's shareholders' equity.

## 6. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

### Summary of proposed financial authorizations and delegations

Summary of proposed financial authorizations and delegations					Individual ceiling		Global ceiling		
Resolution number	Financial delegations	Duration and expiration	Possibility of use during a takeover period	Maximum nominal amount for equity-linked securities	Maximum ceiling in euros or as % of the share capital				
Issuance with shareholders' preferential subscription right									
19 <sup>th</sup>	Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company <b>with shareholders' preferential subscription right</b>	26 months (July 2025)	No	€7B	€800M (200 million shares) <i>i.e.</i> 35.02% of the share capital	Issuance of shares: €800M (200 million shares) <i>i.e.</i> 35.02% of the share capital	Issuance of shares: €800M (200 million shares) <i>i.e.</i> 35.02% of the share capital		
24 <sup>th</sup>	Delegation of authority to the Board of Directors to increase the capital <b>by capitalizing additional paid-in capital, reserves, earnings</b> or other	26 months (July 2025)	Yes		€800M (200 million shares) <i>i.e.</i> 35.02% of the share capital				
Issuance without shareholders' preferential subscription right									
20 <sup>th</sup>	Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company <b>without shareholders' preferential subscription right through a public offering</b> other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code	26 months (July 2025)	No	€7B	€224M (56 million shares) <i>i.e.</i> 9.81% of the share capital			Issuance of shares: €224M (56 million shares) <i>i.e.</i> 9.81% of the share capital  Equity-linked securities: €7B	
21 <sup>st</sup>	Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company <b>without shareholders' preferential subscription right</b> through an offering in accordance with Article L. 411-2 1° of the French Monetary and Financial Code ( <b>private placement</b> )	26 months (July 2025)	No	€7B	€120M (30 million shares) <i>i.e.</i> 5.25% of the share capital				
23 <sup>rd</sup>	Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company <b>without shareholders' preferential subscription right in consideration for contributions in kind to the Company</b>	26 months (July 2025)	No	€7B	€224M (56 million shares) <i>i.e.</i> 9.81% of the share capital				
In the event of an over-subscription									
22 <sup>nd</sup>	Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without shareholders' preferential subscription right ( <b>greenshoe</b> )	26 months (July 2025)	No	€7B	+15%				

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## 6. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

Resolution number	Financial delegations	Duration and expiration	Possibility of use during a takeover period	Individual ceiling		Global ceiling
				Maximum nominal amount for equity-linked securities	Maximum ceiling in euros or as % of the share capital	
Issuances reserved for employees						
25 <sup>th</sup>	Delegation of authority to the Board of Directors to undertake capital increases <b>reserved for participants in a company savings plan</b> , without shareholders' preferential subscription right	26 months (July 2025)	No		€46M (11.5 million shares) <i>i.e.</i> 2.01% of the share capital	€46M (11.5 million shares) <i>i.e.</i> 2.01% of the share capital
26 <sup>th</sup>	Delegation of authority to the Board of Directors to undertake capital increases <b>reserved for employees of certain non-French subsidiaries (outside of a group savings plan)</b> , without shareholders' preferential subscription right	18 months (November 2024)	No		€24M (6 million shares) <i>i.e.</i> 1.05% of the share capital	
Cancellation of shares bought back by the Company under the share buyback programs						
27 <sup>th</sup>	Authorization to the Board of Directors to <b>cancel shares</b> of the Company bought back by the Company under the share buyback programs	24 months (May 2025)	Yes		€224M (56 million shares) <i>i.e.</i> 9.81% of the share capital	

### Text of the nineteenth resolution

#### **(Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company with shareholders' preferential subscription right)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-130, L. 225-132, L. 225-134, L. 228-91 to L. 228-93, L. 22-10-49 and L. 22-10-50 of the French Commercial Code:

- delegates to the Board of Directors the authority, with the power to subdelegate in accordance with applicable law and regulations, to decide one or several capital increases through the issue, in the proportions and at the times it deems appropriate, in France and/or abroad, either in euros or in any other currency or unit of account set by reference to several currencies, of (i) ordinary shares of the Company, (ii) securities governed by Article 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 the right to the allocation of debt securities of the Company and/or (iii) debt securities governed or not by Article L. 228-91 et seq. of the French Commercial Code, giving access or likely to give access to equity securities to be issued by the Company, which securities may, where applicable, 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 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) securities representing debt securities governed or not by Article 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 holds directly or indirectly, at the time of issue, more than half of the share capital, and which may also give access to existing equity securities and/or debt securities of said companies; it is specified that (i) the subscription of shares and other securities may be carried out either in cash or by offsetting debts, and (ii) the shares to be issued shall confer the same rights as the existing shares; it being specified that the issue of any shares or securities giving access to preference shares is excluded;
- decides that the nominal amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed €800 million representing on an indicative basis 35.02% of the capital as of December 31, 2022, it being specified that:
  - this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital, and
  - the maximum aggregate nominal amount of capital increases that may be undertaken immediately or in the future on the basis of this resolution and the 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions of this Annual Shareholders' Meeting, is set at €800 million;



3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €7 billion (or the equivalent in any other currency or monetary unit), it being specified that the maximum aggregate nominal amount of debt equity-linked securities that may be issued on the basis of this resolution and the 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions of this Annual Shareholders' Meeting, is set at €7 billion;
4. should the Board of Directors make use of this delegation:
  - a. decides that the issuance(s) of shares shall be reserved in priority to shareholders who may subscribe as of right (à titre irréductible) under the conditions provided by law,
  - b. grants to the Board of Directors the power to provide shareholders with a prorata subscription right (à titre réductible) for the number of shares in excess of those to which they could subscribe as a matter of right, in proportion to the number of shares to which they have the right to subscribe and, in any case, up to the number of shares requested,
  - c. decides that, if the subscriptions as of right (à titre irréductible) and, as the case may be, on a prorata basis (à titre réductible), do not absorb the entirety of the share issuance, the Board of Directors may use, under the conditions set by law and in such order as it shall determine, either one of the options provided under Article L. 225-134 of the French Commercial Code, listed below: (i) limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase, (ii) freely distribute all or part of the issued and unsubscribed securities among persons it may choose, (iii) offer to the public, on the French market or the international market, all or part of the issued and unsubscribed shares,
  - d. decides that any issuance of share subscription warrants of the Company may be carried out either pursuant to a subscription offer under the conditions described above, or by granting free shares to owners of existing shares,
  - e. takes note and decides, as necessary, that this delegation of authority automatically entails by operation of law, in favor of holders of equity-linked securities issued pursuant to this delegation giving access or which may give access to shares of capital of the Company, the express waiver by the Company's shareholders' of their preferential subscription rights to the shares to be issued to which such issued securities shall give right;
5. decides that the Board of Directors shall have all powers, with the power to subdelegate under the conditions provided by law, to implement this delegation, in order, in particular, to:
  - a. set the terms and conditions of the capital increase(s) and/or the issuance(s) of shares or securities,
  - b. determine the number of shares and/or securities to be issued, the issue price and the premium payment, of which, as the case may be, may be requested upon issuance,
  - c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which may be subordinated or unsubordinated securities, with or without a specific maturity date, and, in particular, with respect to issuances of debt equity linked securities, their interest rate, maturity, their fixed or variable redemption price, with or without premium and the conditions for redemption,
  - d. decide how shares and/or securities are to be paid for,
  - e. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other terms and conditions for completing the issuance(s),
  - f. set the terms and conditions under which the Company would have the right, as the case may be, to purchase or exchange, at any time or during fixed periods, securities issued or to be issued,
  - g. provide the ability to suspend the exercise of rights attached to such securities,
  - h. establish, as required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, applicable contractual provisions,
  - i. off-set the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
  - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the Articles of Association accordingly;
6. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the General Shareholders' Meeting of April 28, 2021 in its 16<sup>th</sup> resolution and (ii) is granted for a twenty-six (26)-month period as from this Shareholders' Meeting.

## 6. Explanatory comments & draft resolutions submitted to the Annual Shareholders' Meeting

### Text of the twentieth resolution

#### **(Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through a public offering other than those referred to in Article L. 411-2-1° of the French Monetary Code)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 to L. 228-93, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 22-10-54 of the French Commercial Code:

1. delegates to the Board of Directors the authority, with the power to subdelegate, in compliance with applicable laws and regulations, to decide, by public offer with the exception of offering provided for by Article L. 411-2-1° of the French Monetary Code, one or several capital increases through the issue, in the proportions and at the times it deems appropriate, in France and/or abroad, either in euros or in any other currency or unit of account set by reference to several currencies, of (i) ordinary shares of the Company, (ii) securities governed by Article 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 the right to the allocation of debt securities of the Company and/or (iii) debt securities governed or not by Article L. 228-91 et seq. of the French Commercial Code, giving access or likely to give access to equity securities to be issued by the Company, which securities may, where applicable, 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 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) securities representing debt securities governed or not by Article 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 holds directly or indirectly, at the time of issue, more than half of the share capital, and which may also give access to existing equity securities and/or debt securities of said companies; it is specified that (i) the subscription of shares and other securities may be carried out either in cash or by offsetting debts, and (ii) the shares to be issued shall confer the same rights as the existing shares; it being specified that the issue of any shares or securities giving access to preference shares is excluded and that shares and/or securities giving access to the Company's share capital could be issued in consideration for shares which may be tendered to the Company as part of public exchange offers initiated by the Company in compliance with the conditions set forth in Article L. 22-10-54 of the French Commercial Code;
2. decides that the nominal amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed €224 million representing on an indicative basis 9.81% of the capital as of December 31, 2022, it being specified that:
  - a. this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital,
  - b. the maximum aggregate nominal amount of capital increases that may be undertaken immediately or in the future on the basis of this resolution and the 19<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions of this Annual Shareholders' Meeting is set at €800 million, and
  - c. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 21<sup>st</sup> and 23<sup>rd</sup> resolutions of this Annual Shareholders' Meeting is set at €224 million;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €7 billion (or the equivalent in any other currency or monetary unit), it being specified that the maximum aggregate nominal amount of debt equity-linked securities that may be issued on the basis of this resolution and the 19<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions of this Annual Shareholders' Meeting, is set at €7 billion;
4. decides to cancel the shareholders' preferential subscription rights to the Company's shares and/or other equity-linked securities to be issued pursuant to this resolution, and to offer such shares or securities in the framework of a public offering with the exception of offering provided for by Article L. 411-2-1° of the French Monetary Code, while allowing the Board of Directors, under the terms of Article L. 22-10-51 of the French Commercial Code, sole discretion to grant the shareholders, for a period of time and under the terms to be determined by the Board of Directors in accordance with applicable laws and regulations and for some or all of the issuance, a priority subscription period which does not constitute a negotiable right and which must be exercised in proportion to the number of shares held by each shareholder and which may be supplemented by an application to subscribe for shares on a prorata basis (à titre réductible); it being specified that securities which are not subscribed by virtue of this right shall form the object of a public placement in France and/or abroad, and/or on the international market;
5. decides that, should the Board of Directors make use of this delegation, if the subscriptions to the capital increase, including, if any, those of the shareholders, have not absorbed the aggregate capital increase, the Board of Directors may use, as permitted by law and in such order as it may determine, either one of the options described by Article L. 225-134 of the French Commercial Code, listed below:
  - a. limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase, and/or
  - b. freely distribute all or part of the unsubscribed securities among persons it may choose.
6. acknowledges and decides, if applicable, that any decision taken by virtue of this delegation of authority will automatically entail, in favor of the holders of equity-linked securities giving access to the Company's share capital or may give access to Company's shares to be issued, express waiver by shareholders of their preferential subscription rights to securities to be issued to which equity-linked securities entitle their holders;

7. acknowledges that, in accordance with Article L. 22-10-52 of the French Commercial Code:
- a. the issue price of shares issued directly will be not less than the minimum price set by applicable regulations on the date of issuance (as of the date hereof, the weighted average of the quoted market prices during the last three trading sessions on the regulated market of Euronext Paris preceding the beginning of the offer to the public, less a discount of 10%) after correction, if any, to take into account the difference dates of entitlement to dividend of the shares,
  - b. the issue price of the equity-linked securities will be such that the cash amount received immediately by the Company plus any cash amount to be received subsequently by the Company will, for each ordinary share issued as a consequence of the issuance of such securities, be not less than the minimum issue price defined in the previous paragraph;
8. decides that the Board of Directors shall have all powers, with the power to subdelegate under the conditions provided by law, to implement this delegation, in order in particular to:
- a. set the conditions of the capital increase(s) and/or of the issuance(s) of shares or securities,
  - b. determine the number of shares and/or securities to be issued, their issuance price as well as the amount of the premium that may be requested upon issuance, if any,
  - c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,
  - d. decide how shares and/or securities are to be paid for,
  - e. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance(s),
  - f. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
  - g. provide an option to suspend the exercise of rights attached to such securities,
  - h. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
  - i. offset the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto, and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
  - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the Articles of Association accordingly;
9. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Shareholders' Meeting of April 28, 2021 in its 17<sup>th</sup> resolution and (ii) is granted for a twenty-six (26)-month period as from this Shareholders' Meeting.

### Text of the twenty-first resolution

#### **(Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right through an offering in accordance with Article L. 411-2 1° of the French Monetary and Financial Code)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-129, L. 225-2 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 to L. 228-93, L. 22-10-49 and L. 22-10-52 of the French Commercial Code and Article L. 411-2 1° of the French Monetary and Financial Code:

1. delegates to the Board of Directors the authority, with the power to subdelegate, in compliance with applicable laws and regulations, to decide, through an offer in accordance with Article L. 411-2 1° of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it deems appropriate, in France and/or abroad, either in euros or in any other currency or unit of account set by reference to several currencies, to increase the share capital by issuing (i) ordinary shares of the Company, (ii) securities governed by Article 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 the right to the allocation of debt securities of the Company and/or (iii) debt securities governed or not by Article L. 228-91 et seq. of the French Commercial Code, giving access or likely to give access to equity securities to be issued by the Company, which securities may, where applicable, 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 securities to be issued by, and/or debt securities of, companies of which the Company holds directly or indirectly, at the time of issue, more than half of the share capital, and/or (v) securities representing debt securities governed or not by Article 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 holds directly or indirectly, at the time of issue, more than half of the share capital, and which may, where applicable, also give access to existing equity securities and/or debt securities of said companies; it is specified that (i) the subscription of shares and other securities may be carried out either in cash or by offsetting debts, and (ii) the shares to be issued shall confer the same rights as the existing shares; it being specified that the issue of any shares or securities giving access to preference shares is excluded;

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2. decides that the nominal amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed €120 million representing on an indicative basis 5.25% of the capital as of December 31, 2022, it being specified that:
  - a. this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital,
  - b. the maximum aggregate nominal amount of capital increases that may be undertaken immediately or in the future on the basis of this resolution and the 19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions of this Annual Shareholders' Meeting is set at €800 million, and
  - c. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 20<sup>th</sup> and 23<sup>rd</sup> resolutions of this Annual Shareholders' Meeting is set at €224 million;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €7 billion (or the equivalent in any other currency or monetary unit), it being specified that the maximum aggregate nominal amount of debt equity-linked securities that may be issued on the basis of this resolution and the 19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions of this Annual Shareholders' Meeting, is set at €7 billion;
4. decides to cancel the shareholders' preferential subscription rights to the Company's shares and/or other equity-linked securities to be issued pursuant to this resolution, and to offer such shares or securities by way of an offering provided for in Article L. 411-2 1° of the French Monetary and Financial Code in accordance with applicable laws and regulations;
5. decides that, should the Board of Directors make use of this delegation, if the subscriptions to the capital increase, including, if any, those of the shareholders, have not absorbed the aggregate capital increase, the Board of Directors may use, as permitted by law and in such order as it may determine, either one of the options described by Article L. 225-134 of the French Commercial Code, listed below:
  - a. limit the capital increase to the amount of the subscriptions, provided that they reach at least three-quarters of the initially approved increase, and/or
  - b. freely distribute all or part of the unsubscribed securities among persons it may choose;
6. acknowledges and decides, if applicable, that any decision taken by virtue of this delegation of authority will automatically entail, in favor of the holders of equity-linked securities giving access to the Company's share capital or may give access to Company's shares to be issued, express waiver by shareholders of their preferential subscription rights to securities to be issued to which equity-linked securities entitle their holders;
7. acknowledges that, in accordance with Article L. 22-10-52 of the French Commercial Code:
  - a. the issue price of shares issued directly will be not less than the minimum price set by applicable regulations on the date of issuance (as of the date hereof, the weighted average of the quoted market prices during the last three trading sessions on the regulated market of Euronext Paris preceding the beginning of the offer to the public, less a discount of 10%) after correction, if any, to take into account the difference dates of entitlement to dividend of the shares,
  - b. the issue price of the equity-linked securities will be such that the cash amount received immediately by the Company plus any cash amount to be received subsequently by the Company will, for each ordinary share issued as a consequence of the issuance of such securities, be not less than the minimum issue price defined in the previous paragraph;
8. decides that the Board of Directors shall have all powers, with the power to subdelegate under the conditions provided by law, to implement this delegation, in order in particular to:
  - a. set the conditions of the capital increase(s) and/or of the issuance(s) of shares or securities,
  - b. determine the number of shares and/or securities to be issued, their issuance price as well as the amount of the premium that may be requested upon issuance, if any,
  - c. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,
  - d. decide how shares and/or securities are to be paid for,
  - e. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance,
  - f. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
  - g. provide an option to suspend the exercise of rights attached to such securities,
  - h. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
  - i. offset the costs, fees and expenses of the capital increase(s) against the amount of the premium related thereto, and, where applicable, deduct from this amount the amounts required to bring the legal reserve to one-tenth of the new share capital after each capital increase, and
  - j. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the Articles of Association accordingly;
9. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Shareholders' Meeting of April 28, 2021 in its 18<sup>th</sup> resolution and (ii) is granted for a twenty-six (26)-month period as from this Shareholders' Meeting.



## Text of the twenty-second resolution

### **(Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without shareholders' preferential subscription right)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate under the conditions provided by law, should it notice an oversubscription when issuing shares or equity-linked securities giving access to the capital, with or without preferential subscription rights pursuant to the 19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions, its capacity to decide to increase the number of securities to be issued at the same price as that used for the initial issuance, within the deadlines and limits specified in the applicable regulations as of the date of the issuance (as of the date hereof, within thirty (30) days following the closure of subscriptions and up to 15% of the initial issuance), with a view to grant an over-allotment option in accordance with market practices;
2. decides that in the event of an issuance, immediately and in the future, of ordinary shares, the nominal amount of capital increases decided upon pursuant to this resolution will be charged on the ceiling applicable to the initial issuance stipulated in the relevant resolution of this Shareholders' Meeting;
3. acknowledges that, in accordance with Article L. 225-135-1 of the French Commercial Code, the limit of three-quarters of the issuance provided by 1° of the I of Article L. 225-134 of the French Commercial Code will be increased in the same proportions if the Board of Directors decides, pursuant to this resolution, to increase the number of shares to be issued;
4. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation (i) supersedes, for the portion not yet used, the previous delegation given to the Board of Directors by the Combined Shareholders' Meeting of April 28, 2021 in its 19<sup>th</sup> resolution and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

## Text of the twenty-third resolution

### **(Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares or securities giving access to share capital of the Company without shareholders' preferential subscription right in consideration for contributions in kind to the Company)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-147, L. 228-91 to L. 228-93 and L. 22-10-53 of the French Commercial Code:

1. delegates to the Board of Directors authority, on one or more occasions, both in France and abroad, either in euros or in any other currency or unit of account set by reference to several currencies, to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving immediate or future access to the capital of third-party companies, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, to issue (i) ordinary shares of the Company, (ii) securities governed by Article 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 the right to the allocation of debt securities of the Company and/or (iii) debt securities governed or not by Article L. 228-91 et seq. of the French Commercial Code, giving access or likely to give access to equity securities to be issued by the Company, which securities may, where applicable, 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 securities to be issued by, and/or debt securities of, companies of which the Company holds directly or indirectly, at the time of issue, more than half of the share capital; it is specified that the shares to be issued shall confer the same rights as the existing shares and that the issue of any shares or securities giving access to preference shares is excluded;
2. decides that the nominal amount of the capital increases which may be undertaken immediately and/or in the future on the basis of this resolution may not exceed €224 million representing on an indicative basis 9.81% of the capital as of December 31, 2022, it being specified that:
  - a. this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares to be carried out as the case may be, in accordance with legal and regulatory provisions, and, where applicable, relevant contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities giving access to the share capital,
  - b. the maximum aggregate nominal amount of capital increases that may be undertaken immediately or in the future on the basis of this resolution and the 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 24<sup>th</sup> resolutions of this Annual Shareholders' Meeting is set at €800 million, and
  - c. the maximum aggregate nominal amount of capital increases that may be undertaken immediately and/or in the future on the basis of this resolution and the 20<sup>th</sup> and 21<sup>st</sup> resolutions of this Annual Shareholders' Meeting is set at €224 million;
3. decides that the maximum nominal amount of issuances of debt equity-linked securities which could be carried out pursuant to this delegation, shall not exceed a nominal amount of €7 billion (or the equivalent in any other currency or monetary unit), it being specified that the maximum aggregate nominal amount of debt equity-linked securities that may be issued on the basis of this resolution and the 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> resolutions of this Annual Shareholders' Meeting, is set at €7 billion;

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4. acknowledges that this delegation of authority entails, by operation of law, (i) the waiver by shareholders in favor of the holders of securities, in respect of which the contributions in kind are made, of the preferential subscription rights to the shares and/or securities giving access to the share capital that will be issued pursuant to this delegation and (ii) the waiver by shareholders of their preferential subscription rights to Company shares to be issued, to which the equity-linked securities that may be issued pursuant to this delegation may give right, for the benefit of holders of securities giving access to the share capital or that may give access to shares issued by the Company pursuant to this delegation;
5. specifies that, in accordance with applicable law, the Board of Directors is to approve the statutory auditors' report, referred to in Articles L. 225-147 and L. 22-10-53 of the French Commercial Code;
6. decides that the Board of Directors shall have all powers, with the power to subdelegate under the conditions provided by law, to implement this delegation, in order and in particular to:
  - a. set the conditions of the capital increase(s) and/or of the issuance(s),
  - b. determine the number of shares and/or equity securities to be issued, their issue price and the amount of the premium,
  - c. approve appraisals of the contributions and their consideration and acknowledge the completion of said contributions,
  - d. determine the dates and conditions of the issuance, the nature and form of the securities to be issued, which could be subordinated or unsubordinated securities and may or not have a specific maturity date, and in particular, for issuances of debt equity-linked securities, their interest rate, their maturity, their fixed or variable redemption price, with or without premium and the redemption methods,
  - e. decide how shares and/or securities are to be paid for,
  - f. set, if necessary, the terms of the exercise of the rights attached to the shares or securities issued or to be issued and, in particular, set the date, even if retroactive, from which the new shares to be issued would bear dividend rights, as well as all other conditions and specifics of implementing the issuance(s),
  - g. set the terms and conditions under which the Company would have the right to purchase or exchange, at any time or during fixed periods, securities issued or to be issued immediately or in the future,
  - h. provide the ability to suspend the exercise of rights attached to such securities,
  - i. off-set all costs, fees and expenses against the premium account, the balance of which will be allocated by the Board of Directors at its discretion,
  - j. establish, if required, the conditions for preserving the rights of holders of equity-linked securities with future rights to shares of the Company, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions,
  - k. generally, enter into any agreement, in particular to ensure the successful completion of the contemplated issuance(s), take all measures and carry out all formalities necessary for the financial servicing of the securities issued pursuant to this delegation as well as the exercise of rights attached thereto, to acknowledge the completion of each capital increase and modify the Articles of Association accordingly;
7. decides that the Board of Directors may not use this delegation from the filing of a takeover bid by a third party and for the duration of the offer period.

This delegation of authority (i) supersedes, for the portion not yet used, the delegation granted to the Board of Directors by the Combined Shareholders' Meeting of April 28, 2021 in its 20<sup>th</sup> resolution and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

### Text of the twenty-fourth resolution

#### **(Delegation of authority to the Board of Directors to increase the capital by capitalizing additional paid-in capital, reserves, earnings or other)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary shareholders' meetings, having heard the Board of Directors' report and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors its capacity to carry out, in such proportions and for such periods as it may deem appropriate, one or more capital increases by successive or simultaneous incorporation into the capital of premiums, reserves, profits or other amounts for which capitalization is legally and statutorily possible, in the form of raising the nominal amount of existing shares or assigning free new shares or by the joint use of these two procedures, said shares having the same rights as the old shares subject to the date of their entitlement to dividends;
2. decides that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation may not exceed €800 million, it being specified that this amount would be increased by the nominal amount of the capital increase resulting from the issuance of shares that may be carried out, where applicable, in accordance with the legal and regulatory provisions;
3. decides, in accordance with the provisions of Article L. 225-130 of the French Commercial Code that in case where the Board of Directors makes use of this delegation, the rights forming fractional amounts will not be negotiable or transferable and that the corresponding Company's shares will be sold; the amounts arising from the sale will be allocated to the holders of rights within the deadline specified by the regulations;
4. decides that the Board of Directors will have full powers, with the power to subdelegate, to implement this delegation, and more generally, to take all measures and carry out all formalities required for the successful completion of each capital increase, to acknowledge the completion of each capital increase and modify the Articles of Association accordingly.

This delegation of authority (i) supersedes, for the portion not yet used, the delegation granted to the Board of Directors by the Combined Shareholders' Meeting of April 28, 2021 in its 21<sup>st</sup> resolution and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.



## 25<sup>th</sup> and 26<sup>th</sup> resolutions: Capital increases reserved for employees

### Explanatory statement

Schneider Electric is convinced of the importance of developing the Company's employee shareholder base in order to align employee interests with those of shareholders and also stabilize the Company's share capital. The Board of Directors wishes to continue making the Company's share capital accessible to a large number of employees, in particular through employee share ownership plans (WESOP). As of December 31, 2022, employees held 3.8% of the capital either directly or through the corporate mutual funds (FCPE).

The Company carried out capital increases reserved for Group employees in 2022 (WESOP 2022). These transactions are presented in section 7.1.2.2 of Chapter 7 of the 2022 Universal Registration Document.

As part its offer policy to Group employees on an annual basis, the Board decided that there will be a new employee share ownership plan implemented in 2023. As part of the 16<sup>th</sup> and the 17<sup>th</sup> resolutions of the Annual Shareholders' Meeting of May 5, 2022, the Board of Directors, at its meeting of December 14, 2022, decided to renew the annual employee shareholder plan in 2023, within a limit of 3.7 million shares (approximately 0.65% of the capital). This plan, which does not include a leveraged offer, is open to 47 countries representing more than 90% of the Group's employees. The shares are offered with a discount of 15% on the share price to all subscribers and a maximum employer contribution of €1,400.

To allow for the implementation of a new global employee share ownership plan in 2024, you are requested to approve:

- the **25<sup>th</sup> resolution** which will grant the Board of Directors the authority to carry out capital increases reserved for employees participating in a company savings plan within the limit of 2% of the Company's capital, with the provision that the maximum discount at which the shares could be offered is set at 30% (it will be valid for a period of twenty-six (26) months; the authority in force as voted by the Annual Shareholders' Meeting of May 5, 2022 in its 16<sup>th</sup> resolution shall cease to be effective as from August 1, 2023<sup>(1)</sup>);
- the **26<sup>th</sup> resolution** which will grant the Board of Directors the authority to carry out capital increases reserved for employees and Corporate Officers of non-French Group companies or to entities acting on their behalf; this authorization will not exceed 1% of the capital and will be deducted from the ceiling of 2% of the capital set for the issuance of shares to employees who are member of a company savings plan (this authorization will be valid for a period of eighteen (18) months and may only be used on or after August 1, 2023<sup>(2)</sup>).

(1) The maximum amount of subscription applicable to the employee share ownership operations carried out before July 31, 2023 will be the ceiling applicable to the 16<sup>th</sup> resolution of the Annual Shareholders' Meeting of May 5, 2022.

(2) The maximum amount of subscription applicable to the employee share ownership operations carried out before July 31, 2023 will be the ceiling applicable to the 17<sup>th</sup> resolution of the Annual Shareholders' Meeting of May 5, 2022.

### Text of the twenty-fifth resolution

#### **(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)**

*The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Article L. 3332-1 et seq. of the French Labor Code and Articles L. 225-129 to L. 225-129-6, L. 225-138-1, and L. 228-91 et seq. of the French Commercial Code:*

1. *delegates to the Board of Directors the authority, with the power to subdelegate, for a period of twenty-six (26) months from the date of this Annual Shareholders' Meeting, to undertake a capital increase on one or more occasions at its discretion by issuing ordinary shares or securities providing access through any means, immediately and/or in the future, to ordinary shares of the Company, under the terms and conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, reserved for participants in a company savings plan and French or non-French companies affiliated with the Company in a maximum nominal amount of 2% of the share capital on the date of this Shareholders' Meeting, with the possibility to issue shares against cash or by capitalizing reserves, profits or premium in case of grants of free shares or of securities granting access to share capital on account for the discount and/or the matching contribution, it being specified that this authorization may be used only from and after August 1, 2023;*
2. *set the maximum discount to be offered in connection with the company savings plan at 30% of an average of the trading price of the Company's shares on Euronext Paris during the twenty (20) trading sessions preceding the date of the decision of the Board of Directors or of its authorized representative setting the date to begin taking subscriptions, it being specified that the Board of Directors may reduce the aforementioned discount within applicable legal and regulatory requirements, or not to grant one, in particular so as to take into account the laws and regulations applicable in countries where such offering may be implemented;*
3. *authorizes the Board of Directors, in application of Article L. 3332-21 of the French Labor Code, to make grants of free ordinary shares or other securities granting immediate or deferred access to ordinary share capital under all or part of the discount and/or, as the case may be, for the matching contribution, provided that the value of the benefit resulting from this grant on account for the discount and/or the matching contribution, shall not exceed the limits imposed by applicable law and regulations;*
4. *decides to waive, in favor of the above-mentioned beneficiaries, the shareholders' preferential subscription rights with respect to the shares or equity-linked securities that are the subject of this delegation which entails waiver of the shareholders' preferential subscription right to shares to which securities that may be issued under this resolution would give right;*

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5. decides that the Board of Directors shall have full powers to use this delegation, with the power to subdelegate as permitted by law, within the limits and subject to the conditions specified above in order to, and in particular:
  - a. set in accordance with applicable laws and regulations the scope of companies whose above mentioned beneficiaries may subscribe to the shares or equity-linked securities issued hereby and benefit, as the case may be, from shares or equity-linked securities,
  - b. decide that the subscriptions may be made directly or through Company mutual funds (fonds commun de placement d'entreprise) or other structures or entities as permitted by applicable laws and regulations,
  - c. determine the conditions, in particular those relating to seniority, which shall have to be met by the beneficiaries of the capital increases,
  - d. set the opening and closing dates of the subscription periods,
  - e. set the amounts of the issuances to be undertaken pursuant to this authorization and determine, in particular, the issuance prices, dates, time-periods, terms and conditions for the subscription, payment, settlement and dividend rights of the securities (which may be retroactive) as well as the other terms and conditions of the issuances, in accordance with applicable laws and regulations,
  - f. when granting free shares or equity-linked securities, set the number of shares or equity-linked securities to be issued, the number to be granted to each beneficiary, and determine the dates, time periods, terms and conditions of granting such shares or equity-linked securities in accordance with applicable laws and regulations and, in particular, choose either to fully or partially substitute the granting of such shares or equity-linked securities for the discount to the reference price provided for above, or to allocate the value of such shares or equity-linked securities to the total amount of the employer contribution, or to combine these two possibilities,
  - g. acknowledge the completion of capital increases in the amount of the shares that are subscribed (after possible reduction in the event of over-subscription),
  - h. as the case may be, allocate the expenses of capital increases to the amount of premiums related thereto and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital resulting from such capital increases, enter into any agreements, carry out directly or indirectly through an agent all transactions and terms, including any formalities following the capital increases and subsequent modifications to the Company's Articles of Association, generally, enter into any agreement in order to successfully complete the contemplated issuances, take all measures and decisions and carry out all formalities necessary for the completion of the issuance, listing and financial servicing of the securities issued pursuant to this authorization as well as the exercise of rights attached thereto or subsequent to the completed capital increases.

This delegation (i) cancels, effective August 1, 2023, the authorization given by the Annual Shareholders' Meeting of May 5, 2022, in its 16<sup>th</sup> resolution, for its amounts unused by the Board of Directors and (ii) is granted for a period of twenty-six (26) months as from this Shareholders' Meeting.

### Text of the twenty-sixth resolution

#### **(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)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the power to subdelegate, in compliance with applicable laws and regulations, the necessary powers to decide one or several capital increases through the issue, in the proportions and at the times it deems appropriate up to a maximum of 1% of the share capital on the date of this Shareholders' Meeting, by issuing ordinary shares or securities providing access through any means, immediately and/or in the future, to ordinary shares of the Company, such issue to be reserved for persons meeting the characteristics of the class defined below; it being specified that (i) such limit shall be charged against the limits set forth in the 25<sup>th</sup> resolution of this Annual Shareholders' Meeting, and (ii) this delegation may be used only from and after August 1, 2023;
2. decides to waive the shareholders' preferential right to subscribe for shares or other securities granting access to the share capital pursuant to this resolution and to reserve the right to subscribe to one and/or another class of beneficiaries or recipients having the following characteristics: (i) employees and officers of companies of Schneider Electric Group affiliated with the Company under the terms and conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code and the head office of which is located outside France; and/or (ii) OPC mutual investment funds or other entities, with or without legal personality, of employee shareholders invested in equity securities of the Company, the unit holders or shareholders of which consist of persons described in (i) of this paragraph; and/or (iii) any banking institution or affiliate or subsidiary of such institution acting at the Company's request for purposes of implementing and giving effect to a shareholder incentive or investment or savings plan for the benefit of the persons described in (i) of this paragraph, to the extent that subscription of the person authorized in accordance with this resolution would make it possible for employees of subsidiaries located outside France to benefit from and take advantage of forms of shareholder incentive or investment or savings plans equivalent in terms of economic benefit to those from which the other employees of the Group benefit;
3. takes note that this authorization shall constitute automatically and by law an express waiver by the shareholders, in favor of the holders of securities granting access to Company capital, of their preferential right to subscribe for ordinary shares of the Company which such securities carry the right to acquire;
4. decides that the amount payable to the Company for all shares issued, or to be issued, and pursuant to this resolution shall be set by the Board of Directors on the basis of the trading price of the Company's shares on Euronext Paris; the issue conditions shall be determined at the discretion of the Board of Directors on the basis of either (i) the first or last quoted trading price of the Company's shares at the trading session on the date of the decision by the Board of Directors or the authorized representative thereof setting the issue conditions, or (ii) of an average of the quoted prices for the Company's shares during the twenty (20) trading sessions preceding

the date of the decision by the Board of Directors or the authorized representative thereof setting the issue conditions under this resolution or setting the issue price under the 25<sup>th</sup> resolution of this Annual Shareholders' Meeting; the Board of Directors may set the issue price by applying a maximum discount of 30% of the trading price of the Company's shares determined in accordance with either of the two methods set forth in clauses (i) and (ii) of this paragraph; the percentage of such discount applied to the trading price of the Company's shares shall be determined by the Board of Directors taking into consideration, among other things, legal, tax, and regulatory provisions of foreign law applicable, as the case may be, to the persons benefiting from the issue;

5. decides that the Board of Directors may provide for the allocation, to the beneficiaries indicated in point 2 above, free of charge or at an additional discount, of shares to be issued or already issued, by way of a matching and/or a discount, provided that the taking into account of their pecuniary countervalue, evaluated at the subscription price, does not have the effect of exceeding the ceiling provided for in this resolution; and
6. hereby resolves that the Board of Directors shall have full authority, on the terms and conditions provided by law and within the limits set forth hereinabove, to implement and give effect to this authorization and determine the list of the beneficiaries and recipients within the classes described in this resolution and the number of securities to be offered to each thereof, provided that the Board of Directors may decide that the capital increase shall be completed for the amounts subscribed, on the condition that a minimum of 75% of the shares or other offered securities providing access to capital have been subscribed, as well as, among other things:
  - to determine the characteristics of the securities to be issued, to decide on the issue price, dates, time periods, terms and conditions of subscribing, payment, delivery and effectiveness of the shares and equity securities, the lock-up, and early release period, within applicable limits of the law and regulations,
  - to record and determine the capital increase, to undertake the issuance of the shares and other securities providing access to the share capital of the Company, to amend the Articles of Association accordingly,
  - and, as a general rule, to enter into any agreement, in particular to ensure the due and proper completion of the contemplated issuances, take all steps and complete any required formalities in connection with the issue, the listing and financial servicing of the securities issued under and this authorization, as well as the exercise of the rights attaching thereto, and, more generally, to do whatever may be necessary.

This delegation (i) cancels, effective August 1, 2023, the authorization given by the Annual Shareholders' Meeting of May 5, 2022, in its 17<sup>th</sup> resolution, for its amounts unused by the Board of Directors and (ii) is granted for a period of (18) eighteen months as from this Shareholders' Meeting.

## 27<sup>th</sup> resolution: Cancellation of treasury shares

### Explanatory statement

Under the **27<sup>th</sup> resolution**, shareholders are invited to grant the Board of Directors authority to undertake share cancellations up to a limit of 10% of the capital, over a period of 24 months from the date of the Annual Shareholders' Meeting, to reduce the dilutive effect of capital increases undertaken or to be undertaken due mainly to capital increases reserved for employees and Long-term incentive plans, and to put in place, where applicable, share buyback programs for own shares with the aim of reducing the capital.

### Text of the twenty-seventh resolution

#### (Authorization to the Board of Directors to cancel shares of the Company bought back by the Company under the share buyback programs)

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders' meetings, having heard the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

1. authorizes the Board of Directors, in accordance with Article L. 22-10-62 of the French Commercial Code, to cancel, on one or more occasions, up to 10% of the total amount of the shares comprising the Company's share capital on the date of the transaction, within a twenty-four (24)-month period, some or all the shares that the Company holds or could hold, to reduce its share capital accordingly and charge the difference between the purchase price of the canceled shares and their par value against premiums and reserves, including the legal reserve up to a maximum of 10% of the canceled capital;
2. grants all powers to the Board of Directors, which may further delegate as permitted by law, to implement this authorization, carry out all actions, formalities and declarations, including amending the Articles of Association, and, in general, do whatever is necessary.

This authorization supersedes the previous delegation given to the Board of Directors by the General Shareholders' Meeting of April 28, 2021 in its 24<sup>th</sup> resolution and is granted for a period of twenty-four (24) months as from this Shareholders' Meeting.

## 28<sup>th</sup> resolution: Power for formalities

### Explanatory statement

Finally, under the **28<sup>th</sup> resolution**, we request that you grant us the powers necessary to carry out the formalities.

### Text of the twenty-eighth resolution

#### (Powers for formalities)

The Annual Shareholders' Meeting confers full powers upon the bearer of a copy or excerpts of the minutes confirming these resolutions for the purposes of carrying out all legal and administrative formalities.

# 7. Participation to the Annual Shareholders' Meeting

## 7.1 Conditions for participating in the Meeting

As a shareholder, irrespective of the number of shares you may hold and how they are held (registered or bearer), you are entitled to participate in the Annual Shareholders' Meeting, by attendance in person, by vote cast or by proxy, **providing that your shares are registered (*inscription en compte*) at the latest on the second trading day preceding the Meeting, i.e. on May 2, 2023 at 12:00 a.m., Paris time.**

- **If you hold registered shares:** you have no formalities to complete, ownership of your shares being evidenced by their entry on the register.
- **If you hold bearer shares:** the registration of bearer shares is evidenced by a certificate of participation issued by your financial intermediary managing your share account attached to the voting form.

## 7.2 You wish to attend the Meeting in person

You must apply for an admission card that is required to be able to attend the Meeting and vote in it<sup>(1)</sup>.

### 7.2.1 Application for an admission card through the paper form

- **If you hold registered shares:** return the single form for voting by mail or by proxy or requesting an admission card (hereinafter the "Single Form") attached to your notice of meeting to the following address Uptevia – Service Assemblées générales – CTO Assemblées générales – Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin cedex, after checking the box "**I wish to attend this meeting and request an admission card**", dating and signing the Single Form in accordance with the instructions provided to you on page 97 of this brochure.  
In order to be taken into account, your Single Form must, in all cases, be received by Uptevia no later than three calendar days prior to the Meeting, i.e., by Sunday, April 30, 2023.
- **If you hold bearer shares:** you must request your admission card from the financial intermediary who manages your shares. If you have not received an admission card two working days before the date of the Meeting, you must ask your financial intermediary to issue you with a certificate of participation which will enable you to prove your status as a shareholder on D-2 in order to be admitted to the Meeting.

### 7.2.2 Application for an admission card by Internet

- **If you hold registered shares:** you must log in onto the VOTACCESS secured platform via the Planetshares website whose address is as follows: <https://planetshares.uptevia.pro.fr>.  
If you are a pure registered shareholder, use your usual access codes to connect.  
If you are an administrated registered shareholder, you will need to connect to the Planetshares website using your login number, which can be found in the top right-hand corner of your paper voting form. In case you do no longer have your login and/or password, please contact 0 800 004 120 (toll-free number), a dedicated line.  
Once connected, follow the instructions on the screen to access the VOTACCESS platform and request an admission card.
- **If you hold bearer shares:** it is your responsibility to inquire as to whether your financial intermediary managing your share account is connected to the VOTACCESS secured platform or not, and, if so, whether this access is subject to any special conditions of use.  
If the intermediary who manages your shares is connected to the VOTACCESS platform, you must identify yourself on your intermediary's Internet portal with your usual access codes. You must then click on the icon that appears on the line corresponding to your shares and follow the instructions given on the screen in order to access the VOTACCESS platform and request an admission card.

In order for your request for an electronic admission card to be validly processed, your request must be received no later than **3:00 p.m.** (Paris time) on Wednesday, **May 3, 2023**, the day before the Meeting.

(1) If you have requested the admission card but have not received it in due time for the Meeting, and that you can prove that your shares are registered up to midnight, Paris time, on the second working day before the Meeting in the accounts held by the Company (for registered shares), or in the accounts held by your financial intermediary managing your share account (for bearers who hold a participation certificate), you can still attend the Meeting by checking in at the registration desk starting at 2:00 p.m.

## 7.3 You wish to vote by mail or by proxy

You have the possibility to participate in this Assembly:

- by **voting** by post or by Internet;
- by **giving a proxy to the Chairman of the Meeting** by post or by Internet;
- by **giving proxy** by post or Internet to another shareholder, your spouse or partner with whom you have entered into a civil solidarity pact, or any other person (natural or legal) of your choice under the applicable legal and regulatory conditions (Article L. 225-106 of the Commercial Code).

We remind you that if no proxy is indicated on the Single Form, the Chairman of the Meeting shall vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

### 7.3.1 Voting by mail or by postal proxy

You may vote by mail, be represented by giving a proxy to the Chairman of the Meeting or by giving a proxy to another person than the Chairman of the Meeting.

- **If you hold registered shares:** return the Single Form, which will be sent to you with the notice of meeting, duly completed (by ticking either the box "**I vote by post**" or the box "**I hereby give my proxy to the Chairman of the general meeting**" or the box "**I hereby appoint**"), dated and signed to the following address Uptevia – Service Assemblées générales – CTO Assemblées générales – Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin cedex.
- **If you hold bearer shares:** return the duly completed single postal voting form or proxy form (by ticking either the box "**I vote by post**" or the box "**I hereby give my proxy to the Chairman of the general meeting**" or the box "**I hereby appoint**"), dated and signed to the intermediary who manages your shares, who will return it to Uptevia together with a certificate of participation.

If you use the Single Form to vote by mail, you must check the box provided for this purpose but also indicate your vote for each resolution by blackening the corresponding box. Otherwise, your vote will not be taken into account for the resolution for which you have not indicated a choice.

The Single Forms for voting by post or by proxy as well as the designations or revocations of mandate expressed by post can only be taken into account if they are received duly completed, dated and signed and accompanied by the certificate of participation, if any, by Uptevia on **April 30, 2023 at the latest**.

In accordance with Article R. 22-10-24 of the French Commercial Code, you may also send your Single Form notifying the designation or revocation of a mandate electronically by sending an e-mail to [Paris\\_France\\_CTS\\_mandats@uptevia.pro.fr](mailto:Paris_France_CTS_mandats@uptevia.pro.fr) including:

- **If you hold registered shares:** a scanned version of your Single Form, duly completed, dated and signed, containing the following information: name, first name, address and Uptevia identifier if you are a pure registered shareholder, or your full bank references if you are an administered registered shareholder, as well as the name, first name and address of the designated proxy, if any.
- **If you hold bearer shares:** a scanned version of your Single Form, duly completed, dated and signed, containing the following information: surname, first name, address and full bank details, as well as the surname, first name and address of the designated proxy, if any; you must ask your financial intermediary who manages your securities account to send confirmation to the Uptevia General Meetings Department, whose contact details are known to him.

In order to validly take into account the designations or revocations of mandates expressed by electronic means, the documents and information as well as, where applicable, the confirmations must be received no later than the day before the Meeting, *i.e.* on Wednesday, **May 3, 2023 at 3:00 p.m.** (Paris time).

Only notifications of appointment or revocation of mandates may be sent to the above-mentioned e-mail address, any other request or notification relating to another subject may not be taken into account and/or processed.

Please note that if you have already voted by mail, sent a proxy or requested an admission card, you may no longer choose another method of participation but you may sell all or part of your shares.



## 7. Participation to the Annual Shareholders' Meeting

### 7.3.2 Vote or proxy by Internet

You may also submit your voting instructions, be represented by giving proxy to the Chairman of the Meeting or give proxy to a person other than the Chairman of the Meeting by Internet, using the VOTACCESS platform, under the conditions described below.

The VOTACCESS platform will be open from **April 13, 2023** until the day before the Meeting, *i.e.* **May 3, 2023, at 3:00 p.m. CET**

However, to avoid overloading the VOTACCESS platform, you are advised not to wait until the day before the Meeting for submitting your votes.

- **If you hold registered shares:** you must log in onto the VOTACCESS secured platform via the Planetshares website whose address is as follows: <https://planetshares.uptevia.pro.fr>.  
If you are a pure registered shareholder, use your usual access codes to connect.  
If you are an administrated registered shareholder, you will need to connect to the Planetshares website using your login number, which can be found in the top right-hand corner of your paper voting form. In case you do no longer have your login and/or password, please contact 0 800 004 120 (toll-free number), a dedicated line.  
Once connected, follow the instructions on the screen to access the VOTACCESS platform and vote, give proxy to the Chairman of the Meeting, appoint or revoke a proxy.
- **If you hold bearer shares:** it is your responsibility to inquire as to whether your financial intermediary managing your share account is connected to the VOTACCESS secured platform or not, and, if so, whether this access is subject to any special conditions of use.  
If the intermediary who manages your shares is connected to the VOTACCESS platform, you must identify yourself on your intermediary's Internet portal with your usual access codes. You must then click on the icon that appears on the line corresponding to your shares and follow the instructions given on the screen in order to access the VOTACCESS platform and vote, give proxy to the Chairman of the Meeting, appoint or revoke a proxy.  
If the intermediary who manages your securities is not connected to the VOTACCESS platform, you may nevertheless notify the appointment and revocation of a proxy by electronic means in accordance with the provisions of Articles R. 225-79 and R. 22-10-24 of the French Commercial Code. You must then:
  - send an e-mail to [Paris\\_France\\_CTS\\_mandats@uptevia.pro.fr](mailto:Paris_France_CTS_mandats@uptevia.pro.fr). This e-mail must contain the following information: name of the company concerned (Schneider Electric SE), date of the Meeting (May 4, 2023), surname, first name, address, bank references of the principal and the surname, first name and address of the proxy;
  - ask the intermediary who manages your shares to send written confirmation to the General Meetings Department of Uptevia - CTO General Meetings - Grands Moulins de Pantin, 9, rue du Débarcadère - 93761 Pantin cedex.

In order to validly take into account electronic proxy appointments or revocations, confirmations must be received no later than 3:00 p.m., Paris time, on the day before the Meeting, *i.e.* May 3, 2023.

Only notifications of appointment or revocation of mandates may be sent to the above-mentioned e-mail address, any other request or notification relating to another subject may not be taken into account and/or processed.

## 7.4 You wish to ask written questions

Should you wish to ask written questions, you may have them sent to the Company either by registered letter with acknowledgment of receipt to the following address: Board Secretariat – The Hive – 35, rue Joseph Monier – 92500 Rueil-Malmaison, or by electronic mail at the following address: [schneiderAGM@se.com](mailto:schneiderAGM@se.com). Pursuant to Article R. 225-84 paragraph 1 of the French Commercial Code, your written questions must be sent before the end of the fourth business day preceding the Annual Shareholders' Meeting, *i.e.* **April 28, 2023**. Your written questions must be accompanied by a certificate of participation dated at the earliest on the date of sending the written question.

All written questions and answers thereto, including during the Meeting, will be published in the section dedicated to questions and answers on the website [www.se.com](http://www.se.com) as soon as possible after the General Meeting and, at the latest, before the end of the fifth business day following the Meeting.

## 7.5 You wish to attend the Q&A session remotely

In addition to the legal framework for written questions, the Company also wishes to offer you the possibility of asking questions in writing or by video prior to the General Meeting. You may send your video recording or your questions to the Company by e-mail to the following address: [schneiderAGM@se.com](mailto:schneiderAGM@se.com). Your questions will be taken into account to the extent possible if they are received between **April 29, 2023** and **May 4, 2023 at 10:00 a.m.**, Paris time. The e-mail sending your question must also contain a certificate of registration as a shareholder and a copy of your identity card.

The Company will do its best to answer as many questions as possible within the time allowed for the question and answer session.



## 7.6 How to fill in the voting form

- 1) Double voting rights for shares registered for at least two years as of December 31 of the year preceding the date of the Meeting.
- 2) Single vote.
- 3) To vote by mail: blacken the box and follow the instructions on the form. Date and sign at the bottom of the form.
- 4) To give proxy to the Chairman of the Meeting to vote on your behalf: fill in only the box. Date and sign at the bottom of the form.
- 5) To give proxy to another shareholder, your spouse or partner with whom you have entered into a civil solidarity pact, or to any other person (natural or legal) of your choice: blacken this box and indicate the name and contact details of the representative. Date and sign at the bottom of the form.
- 6) Whatever you decide to do, do not forget to sign and date the form here.

**Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**

**Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form**

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

**SCHNEIDER ELECTRIC SE**  
Société européenne à conseil d'administration  
au capital de 2 284 371 684 €  
Siège social : 35, rue Joseph Monier  
92500 Rueil-Malmaison  
542 048 574 RCS Nanterre

### ASSEMBLEE GENERALE MIXTE (ordinaire et extraordinaire)

Convoquée pour le jeudi 4 mai 2023 à 15h00  
Au Palais des Congrès - 2, place de la porte Maillot, 75017 Paris

### COMBINED GENERAL MEETING (ordinary and extraordinary)

To be held on Thursday, May 4, 2023 at 3 pm  
At Palais des Congrès - 2, place de la porte Maillot, 75017 Paris

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account	
Nombre d'actions Number of shares	Nominatif Registered Porteur Bearer
Vote simple Single vote	Vote double Double vote
Nombre de voix - Number of voting rights	

### 3 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST

Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

Non / No	1	2	3	4	5	6	7	8	9	10
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	11	12	13	14	15	16	17	18	19	20
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	21	22	23	24	25	26	27	28	29	30
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	31	32	33	34	35	36	37	38	39	40
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	41	42	43	44	45	46	47	48	49	50
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix.  
On the draft resolutions not approved, I cast my vote by shading the box of my choice.

Oui / Yes	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Oui / Yes	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :

In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting: ☐

- Je m'abstiens. / I abstain from voting: ☐

- Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf: ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :

To be considered, this completed form must be returned no later than :

sur 1<sup>ère</sup> convocation / on 1st notification

sur 2<sup>ème</sup> convocation / on 2nd notification

à / to : Uptevia  
Service Assemblées  
Les Grands Moulins  
9 rue du Débarcadère  
93761 Pantin Cedex

30 avril 2023 / April 30, 2023

6

Date & Signature

6

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »  
"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"

Whatever the method of participation chosen by the shareholder, the completed, dated and signed form must be returned as soon as possible to:

#### If you hold **registered** shares:

Uptevia  
Corporate Trust Operations – Assemblées  
Grands Moulins de Pantin  
9, rue du Débarcadère  
93500 Pantin

#### If you hold **bearer** shares:

Your financial intermediary managing your share account in which your Schneider Electric SE shares are registered.

7. Participation to the Annual Shareholders’ Meeting

# 8. Request for documents and information

## Ordinary and Extraordinary Meeting of May 4, 2023

You may obtain the documents provided for under Articles R. 225-81 and R. 225.83 of the French Commercial Code within legal time limits, by filing in and sending the form below.

I, the undersigned:

Mr. ☐ Mrs. ☐

Surname (or company name): .....

Forename: .....

Address: .....

Town/City: ..... Postcode: .....

Country: .....

Owner of: ..... Schneider Electric SE registered shares,

Owner of: ..... Schneider Electric SE bearer shares,

Hereby confirm that I have duly received the documents relating to the Ordinary and Extraordinary Shareholders' Meeting of May 4, 2023, as provided for by Article R. 225-81 of the French Commercial Code,

And hereby request that I be sent the documents and information, as provided in Article R.225-83 of the French Commercial Code.

Preferred way of sending:

by ☐ mail

by ☐ electronic mail to the following e-mail address (to provide in capital letters)

At: ....., on ..... 2023

Signature

### To send:

#### If you hold **registered** shares:

Uptevia  
Corporate Trust Opérations – Assemblées  
Grands Moulins de Pantin  
9, rue du Débarcadère 93500 Pantin<sup>(1)</sup>

#### If you hold **bearer** shares:

Your financial intermediary managing your share account in which your Schneider Electric SE shares are registered.

(1) In accordance with Article R. 225-88 of the French Commercial Code, owners of shares may, by a single request, have the Company send them the documents and information provided for by Articles R. 225-81 and R. 225-83 of the French Commercial Code for 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.





Life Is On



#### Schneider Electric SE

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Incorporated in France,  
governed by a board of directors with a share  
capital of EUR 2,284,371,684  
Registered in Nanterre, R.C.S. 542 048 574  
Siret no: 542 048 574 01791

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