



WE ARE YOUR

Energy
Technology
Partner

Advancing
Energy Tech

Notice of meeting
Annual Shareholders' Meeting

May 7, 2026, at 3:00pm, Palais des Congrès d'Issy
25, avenue Victor Cresson, 92130 Issy-les-Moulineaux

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For events and company information, contact Schneider Electric:

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Vice-Chairman & Lead Independent Director's introduction



Dear Shareholders,

2025 was a milestone year for Schneider Electric with strong financial results, including record revenues, and extra-financial achievements. Based on these results, the Board of Directors proposes a dividend of €4.20 per share, representing the 16th consecutive year of dividend progression. The Board is also proud of the 2025 Schneider Sustainability Impact score, which closes the program launched in 2020 for the period 2021-2025.

In 2025, the Board supported Olivier Blum for his first successful year as CEO which marked the launch of the new Company Program, Advancing Energy Tech, that he presented during the Capital Markets Day on December 11 with clear direction and ambitious targets set toward 2030. The goal is to take Schneider to the next level of Energy & Industrial Intelligence, the next level of regionalization and the next level of cost competitiveness and scalability to capture the opportunities in electrification, automation and digitalization now and in the future.

During the year, the Board continued to work on its composition to ensure it is well-equipped for the Company's challenges, and invites you to support the appointment of two new independent Directors at the Shareholders Meeting. Mrs. Elyn Shook, a US citizen based in Florida, served as the Chief Leadership and Human Resources Officer for Accenture from 2014 to 2024 and is also a Board member at Baldwin Group and SanDisk where she chairs both Compensation Committees. She will bring to the Board her global human resources expertise, leadership and talent management practices, as well as her experience as a Board member. M. François Jackow, a French citizen based in France, is currently Chief Executive Officer of Air Liquide, a position he has held since 2022, and is a member of its Board of Directors. Mr. François Jackow will bring to the Board his expertise in technology and industry as well as his knowledge of international markets. Also submitted to your vote is the renewal of the term of office of Mr. Anders Runevad who brings relevant and necessary skills to the Board.

This year has also been dedicated to preparation for the launch of the new Schneider Sustainability Impact, setting new ambitious ESG targets for the Company for 2030. At the 2026 AGM, I invite you to support our say on climate proposal which is submitted to your vote.

Throughout 2025, the Chairman of the Board of Directors and I had the opportunity to engage with many of Schneider Electric's shareholders, as well as investor representative bodies, and discuss our Group's compensation policy and practices in engagements.

Several changes were implemented in the 2025 compensation policy, supported with over 90% of the votes at the 2025 AGM, such as: (i) the increase of the annual variable compensation opportunity on-target and at maximum to take into account the rapidly evolving environment and the need to accelerate the execution of the

Group's strategy; (ii) the maximum LTIP award expressed as a percentage of the fixed compensation only, (iii) the reinforcement of the pay-for-performance principle by ending the existing offsetting mechanism between EPS and TSR criteria in the LTIP, and incentivize instead the over-performance of the EPS criterion, leading to a total maximum vesting of 115%; (iv) the replacement of the CAC 40 by the Stoxx Europe 50 for the TSR criterion of the LTIP that compares Schneider Electric to the index performance; and (v) the reinforcement of the alignment with shareholders' experience by increasing to 100% the number of shares required to be held for an additional 1 year after the end of the vesting period.

For 2026, the Board wishes to maintain the overall balance and stability of the CEO remuneration policy, ensuring a strong link between pay and performance, a fair alignment with employees and shareholders, and a focus on long-term value creation. Some adjustments were however deemed necessary and the Board proposes to implement the following adjustments in the 2026 compensation policy: (i) adjustment of the methodology used to calculate the target of reduction of scope 3 upstream emissions for the LTIP and (ii) in response to the concerns expressed by certain shareholders at the 2025 AGM, and in line with the commitment taken by the Board of Directors in the shareholders' Letter dated April 7, 2025, a clarification for the Chief Executive Officer's severance indemnity, it being specified that this indemnity remains capped at twice the annual fixed compensation and 24 months of monthly variable compensation received, and subject to the same stringent performance conditions.

The Board also proposes to review the allocation mechanism for non-executive directors' compensation to take into consideration the results of a benchmark exercise conducted by the Human Capital & Remunerations Committee and specific issues around attractiveness and the retention of people with the right profile for the Board.

The Board is attentive to shareholders' feedback and, with these proposed changes, ensures that Schneider Electric's remuneration practices remain stringent and in line with investors' expectations, while also incentivizing its executives to the utmost performance.

The Board counts on your support on all related items submitted to your vote.

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

Thank you for your support and your trust,

Fred Kindle
Vice-Chairman & Lead Independent Director

“Looking ahead, I am confident that Schneider Electric is entering this next phase with strong positioning, a robust organization, and a leadership team well equipped to address a fast-growing market and multiple opportunities.”

Jean-Pascal Tricoire
Chairman



Dear Shareholders,

2025 marked a new inflection point for both our industry and Schneider Electric. Artificial intelligence has moved to the forefront of the global agenda. AI needs energy, and energy increasingly needs AI – not only in data centers, but wherever energy is generated, distributed, and consumed. AI is becoming a key driver of efficiency, reliability, security, and sustainability. As it advances energy technologies, it reinforces a defining reality of our time: every new technology is powered by electricity and enabled by digitalization. Attention is therefore increasingly focused on the systems that underpin this transformation and on those that connect the digital and physical worlds safely and efficiently. In this context, AI represents a major accelerator of electrification and digitalization, the two pillars of our company.

Operating at the intersection of physical infrastructure and digital intelligence, Schneider Electric has built its capabilities over more than two decades to serve this environment. Through sustained innovation and long-term investment, the Company has developed deep expertise across electrification, automation, and digital technologies – from products to solutions to services – at global scale. Schneider Electric relies on its extensive ecosystem of trusted partners to deploy these capabilities locally, with strong application expertise, in support of customers’ innovation and performance objectives.

During the year, I engaged with a wide range of stakeholders, including investors, customers, technology partners, policymakers, industry peers, and our teams across regions. Expectations are consistent and clear: resilient infrastructure capable of meeting rapidly growing energy needs; reliable, secure, and transparent digital technologies deployed at scale in real world and real time environments; and companies demonstrating strategic clarity, disciplined execution, and robust long-term governance. Schneider Electric’s portfolio and global footprint are well aligned with these expectations.

In 2025, the Board of Directors remained focused on supporting the Executive team in defining and deploying the Company’s strategy for the next cycle. This work was supported by regular and constructive interactions between the Board, the Chief Executive Officer, and the Executive Committee. Discussions addressed performance, strategic direction, and long-term priorities, informed by regional perspectives and external insights. As in previous years, this work culminated in a multi-day strategy deep dive, which supported the preparation and launch of the new Company program developed and now deployed by Olivier Blum and his team.

The Board also continued to strengthen its composition and competencies, particularly in digital, software and technology, while maintaining high standards of independence, diversity and international representation. As of January 2026, the Board comprised directors of 11 nationalities, with a strong majority of independent members and balanced gender representation.

Looking ahead, I am confident that Schneider Electric is entering this next phase with strong positioning, a robust organization, and a leadership team well equipped to address a fast-growing market and multiple opportunities. The Company benefits from a clear strategic direction, differentiated capabilities across electrification, automation, and digital systems, and a governance framework designed to support performance, resilience, and responsibility over time. Its multi-hub operating model further strengthens its ability to operate effectively in an increasingly complex environment over the long term.

On behalf of the Board of Directors, I thank our customers for their trust and partnership, our employees for their professionalism and engagement, our shareholders for their investment and continued support, and our broader ecosystem for the strength and multiplicity of our collaborations.

In a rapidly changing world, Schneider Electric is committed to advancing energy technologies to support progress and sustainability for all.

Jean-Pascal Tricoire
Chairman

A message from the CEO, Olivier Blum

“We are our customers’ trusted energy technology partner, electrifying, automating, and digitalizing industries, businesses, and homes to drive efficiency and sustainability for all.”

Olivier Blum
CEO



Dear Shareholders,

Despite a volatile macroeconomic environment, 2025 was a milestone year for Schneider Electric. The Company delivered record revenue exceeding EUR 40 billion, generated its highest free cash flow to date, and achieved solid margin progression. This performance reflects the resilience of our operating model, the performance of our portfolio and our overall balanced market and geographic exposure.

The year also marked profound shifts across the global industrial landscape. Energy systems are becoming more digital, data driven, and interconnected. Electrification and digitalization continue to accelerate, while artificial intelligence is rapidly becoming a defining force creating immense opportunities to deliver more intelligence to our customers.

As the operating environment becomes more complex and more fragmented, success will require greater agility, speed, and execution rigor.

To this end, we worked relentlessly throughout 2025 to define where Schneider Electric should be positioned for 2026 and beyond. We closed the year with a clear mission: to Advance Energy Tech. We are our customers’ trusted energy technology partner, electrifying, automating, and digitalizing industries, businesses, and homes to drive efficiency and sustainability for all.

To deliver on this mission, we launched a company-wide program built on three pillars, which inform our 2026 priorities:

1. Technology leadership: We are sharpening our roadmap to advance energy and industrial intelligence by scaling software defined, AI enabled platforms across our portfolio. At the core of this strategy is our Data Cube – a unified data foundation integrating device, operational, and ecosystem data across domains and across the full lifecycle, from design and build through operation and maintenance. This enables foundational energy and industrial models that combine physical and digital intelligence, delivering predictive and actionable insights, creating a unified customer experience, and improving both CapEx and OpEx performance.

2. Customer differentiation: We are taking regionalization to the next level – across commercial execution, supply chain, and R&D – while remaining anchored on strong global strategic principles. By moving closer to our customers and strengthening local partner

ecosystems, we are able to give more to them: more relevant innovation, faster execution, and solutions better aligned with local needs. This proximity reduces complexity and delivers greater value across the full customer journey.

3. Operational excellence: We are strengthening cost competitiveness and scalability by simplifying the organization, streamlining decision making, and improving productivity across product design, sourcing, and operations.

Over the past decade, we have built a strong foundation through differentiated technology, expanded software, digital, and services capabilities, and increased portfolio resilience. We enter 2026 from a position of strength, ready to scale the next phase of energy and industrial intelligence at speed.

We do not forget our foundation: people, sustainability, and trust. We continue to invest in skills for our people – particularly in digital and AI – and to evolve our operating model and leadership practices to move faster and work in a more mission-based way. Our people make the difference every day and we are committed to offer equal opportunities for all, whatever their background, nationality or gender.

In 2025, we closed our 2021-25 Schneider Sustainability Impact program having enabled in particular our customers to save and avoid 862 million tonnes of CO₂, supported a 56% reduction in operational emissions across our top 1,000 suppliers, and expanded access to green electricity to more than 60 million people worldwide. Building on this progress, we are launching a new sustainability program to 2030, reinforcing our conviction that performance and positive impact go hand in hand.

This journey is enabled by trust – earned through uncompromising standards in ethics, safety, cybersecurity, quality, and compliance – as we operate critical infrastructure, deploy AI responsibly, and build long term strategic partnerships.

I am excited to enter this new era of energy and intelligence, and to share our continued success with you. At Schneider, we are committed to Advance Energy Tech to power progress for all!

Olivier Blum
CEO, Schneider Electric

“2025 was a year of record performance. We are entering the next cycle with strong momentum in both businesses.”

Hilary Maxson
Chief Financial Officer



2025 was a record year with all-time high revenues and free cash flow. How would you characterize the company's overall performance and the key drivers behind it?

2025 was a milestone year, with revenues up +9% organic, crossing EUR 40 billion for the first time. Energy Management grew its revenues double-digit for the 5th year in a row, up +10% organic, while Industrial Automation returned to growth up +3% organic. We saw accelerating demand across our end-markets throughout the year, led by Data Center & Networks, and we closed the year with record-high level of backlog at EUR 25 billion. This backlog not only supports our growth commitments for 2026 and beyond, it also gives us unprecedented visibility as key customers shift to treating Schneider as a trusted partner to support their future ambitions in digitalization and AI.

Profitability expanded for the 5th year in a row, with adjusted EBITA reaching EUR 7.5 billion, up +12% organic, driven by volume, improved operating leverage and continued cost discipline. Gross margin evolution remained slightly negative organically, as expected, with a pickup in pricing and industrial productivity in the second half of the year.

Free cash flow reached EUR 4.6 billion, our highest ever, supported by operational improvements, strong EBITDA growth, and improved working capital management.

How did the expansion of Schneider Electric's digital portfolio alongside targeted portfolio moves and the progress on organizational simplification shape 2025?

Our digital portfolio scaled significantly. The Digital Flywheel grew +15% organically, to reach 62% of full year 2025 Group revenues. Recurring revenue as a percentage of total revenue reached 79% in our agnostic software⁽¹⁾ businesses as we move into the final stages of the transition to subscription particularly at AVEVA.

In terms of portfolio, we further enhanced our technology leadership with Motivair, an acquisition in liquid cooling to advance our offering for AI datacenters, and we took majority ownership at Planon, expanding our smart-building software offering. In 2026 we also acquired the remaining 35% stake of Schneider Electric India

Private Limited (“SEIPL”) from Temasek. This strategic investment supports our focus on India as both an attractive domestic growth market and unlocks further flexibility as one of the four hubs in our multi-hub strategy.

We also made progress in organizational simplification, reducing Support Function Costs (SG&A) as a percentage of revenue. These efficiencies enabled continued investment in technology, R&D, and commercial capabilities, including targeted deployment of AI tools. R&D remained close to 6% of revenues and we expect to further progress R&D spending towards 7% of revenues to support our key pillar of technology leadership.

You hosted Schneider Electric's Capital Markets Day on December 11, 2025 at the McLaren Technology Centre. What were the key messages you shared with investors and analysts?

At our Capital Markets Day, we showcased our strategy of Advancing Energy Tech to the next level of intelligence through three pillars of technology leadership, customer differentiation, and operational excellence. We are uniquely positioned in structurally growing markets and expect to deliver differentiated growth and margin expansion through this strategy.

We presented our medium term ambitions from 2026 to 2030, including +7 to +10% organic revenue growth CAGR, +250 bps of adjusted EBITA margin organic expansion and a sustained free cash flow conversion ratio of around 100%.

Finally, we outlined our disciplined capital allocation priorities: maintaining strong A-category credit ratings, delivering a progressive dividend annually to our shareholders, driving value through active portfolio management and strategic partnerships, and undertaking a systematic share buyback.

We believe our strategy of Advancing Energy Tech, the three clear pillars we have defined through which to execute that strategy, our medium-term financial commitments and disciplined capital allocation priorities will deliver strong returns to our shareholders over the short, medium and long-term.

(1) Agnostic Software comprises AVEVA, ETAP and RIB software.

1. 2025 Highlights

FINANCIAL KPIS

Revenues

€40.2B

+8.9% organic

Adjusted EBITA margin

18.7%

+50bps organic

Net Income (Group share)

€4.2B

-2%

Free Cash Flow

€4.6B

111% conversion rate⁽¹⁾

Adjusted Earnings Per Share

€8.59

+3%

Proposed Dividend per Share⁽²⁾

€4.20

+8%

(1) Conversion of FCF / Net Income (Group share).
 (2) Subject to shareholder approval on May 7, 2026.
 (3) More details on the SSI performance on **page 36** of the 2025 Universal Registration Document.

OUR IMPACT

Impact revenues

75%

+1% vs. 2024

People with access to green electricity

61.7M

since 2009

Tonnes of CO₂ emissions saved and avoided

862M

to our customers since 2018

CO₂ emissions reduced by

56%

from top 1,000 suppliers' operations

Schneider Sustainability Impact score⁽³⁾

8.86/10

vs. 7.55/10 in 2024

People trained in energy management

1M+

since 2009



1.1 Our business model

We have curated a unique portfolio; by combining strong resources, deep expertise, and a unified technology platform, we create sustained value for our customers, partners, and shareholders.

Our advantages and resources

We are advocates of open standards and partnership ecosystems that are passionate about our shared values enabling positive impact.

People
163k

employees worldwide, in 100+ countries⁽¹⁾

Innovation
5.9%

R&D cost ratio on Group revenues 2025 (cash basic)

Our expertise

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

ELECTRIFICATION

- End-to-end energy technology from grid-to-plug and chip-to-chiller
- Leader in software defined innovation and AI-powered energy intelligence
- Unparalleled global network of partners

AUTOMATION

- Industrial Intelligence leadership across process and discrete domains
- AI-enabled operational excellence and industry-leading open, software-defined automation
- Process safety, cybersecurity and compliance excellence

DIGITALIZATION

- Cross-domain unified AI platforms
- Agentic AI workflows driving autonomous energy management and industrial optimization
- Full lifecycle digital twins with AVEVA and ETAP ecosystems



DATA CENTER & NETWORKS



BUILDINGS



INDUSTRY



INFRASTRUCTURE

Energy Technology Partner

For our customers
+9%

Group revenues FY25 organic growth

Partners and suppliers
56%

performance of the Zero Carbon Project

⁽¹⁾ The average headcount has been restated to exclude non-employee interim workers, who were previously included in the Group's total headcount, and to include certain missing headcount figures resulting from a scope adjustment. Based on this methodology, 2024 would have been 159k employees.

1
2
3
4
5
6
7
8

Environment

195

Number of zero-CO₂ sites

Partner network

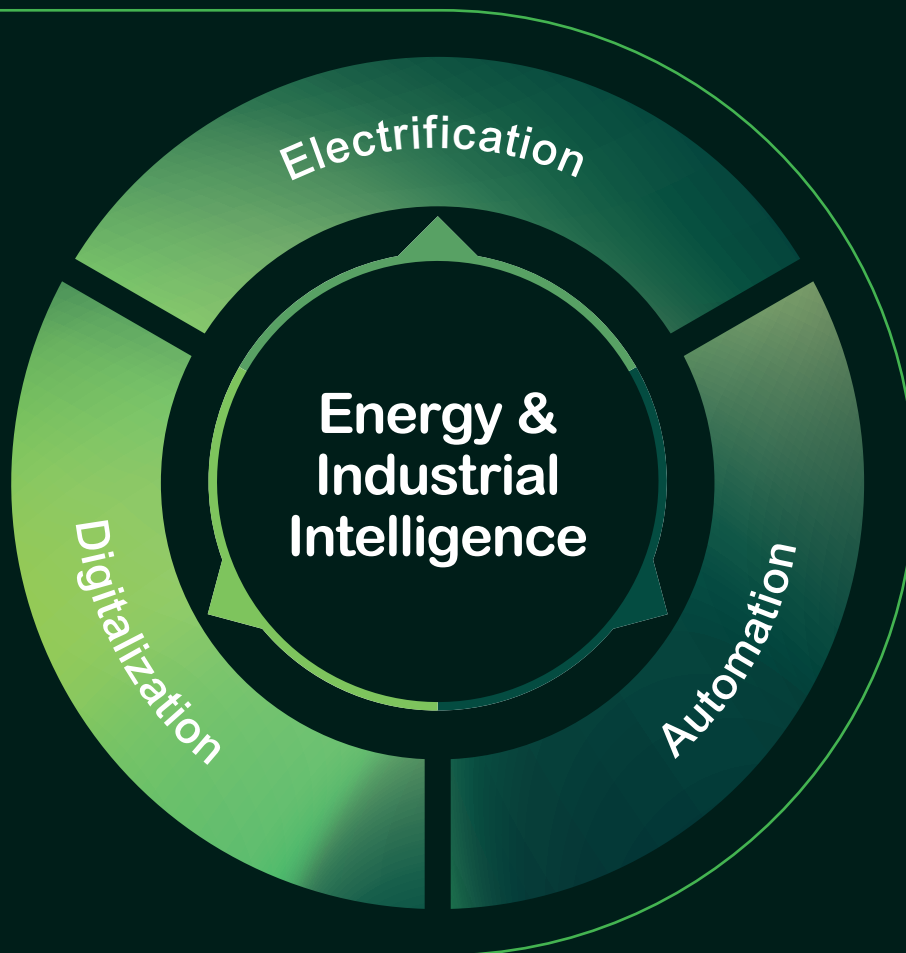
>1.4M

Contractors and electricians

Financial strength

A/A-1 and A2

strong investment grade credit rating



The planet and local communities

61.7M

people provided access to green electricity since 2009

For our employees

63%

of eligible employees benefiting from 2025 share plan

For our shareholders

+89%

3-year Total Shareholder Return⁽¹⁾

(1) From January 1, 2023 to December 31, 2025.

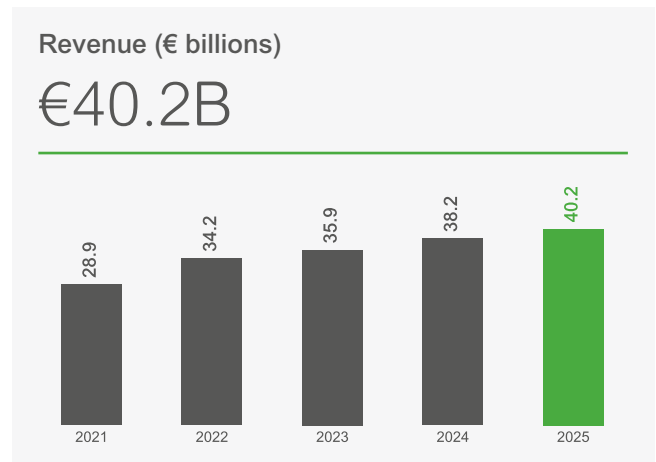
1.2 2025 Key financial indicators

2025 was a milestone year, with record revenues, expansion of adjusted EBITA margin despite volatility, and generation of our highest-ever free cash flow. These results reflect strong execution across the Group, particularly in H2.

Revenue Performance

Consolidated revenue totaled EUR 40,152 million for the year ended December 31, 2025, up +8.9% organic and up +5.2% on a reported basis. Organic growth was led by strong sales of the Group's Systems offers, notably in the Data Center and Infrastructure end-markets. The Group also saw strong growth in Services linked to digital offers and trends of renovation and modernization. The Group's agnostic software assets continued their transition to a subscription revenue model, mechanically impacting organic growth as expected, while displaying good underlying evolution. There was positive contribution to sales growth from Products, with growth in sales of electrical distribution products across many end-markets and segments, while sales into the Residential market declined. The expected progressive demand recovery in Discrete automation continued to play out, reflected in sales growth in the second half of the year. Product sales growth was supported by both volume and price with pricing led by North America in response to tariffs and supported by Rest of the World in response to inflation, partly offset by deflation in China.

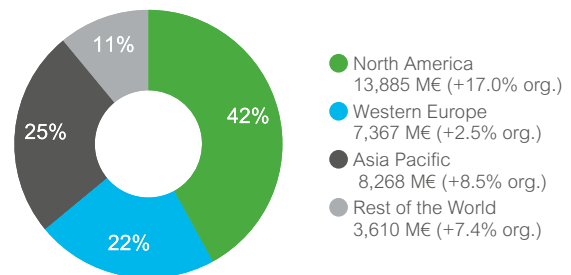
FX impacts were -4.1% mainly driven by the weakening of the U.S. Dollar, Indian Rupee, and Chinese Yuan vs. the Euro. There was a net positive impact of +0.8% from acquisitions and disposals, primarily representing the acquisitions of Planon and Motivair partly offset by some small disposals.



Energy Management

Energy Management generated revenues of EUR 33,130 million, equivalent to 83% of the Group's revenues and was up +10.3% organic. The Group benefitted from continued market demand, particularly for Systems offers in the Data Center and Infrastructure end-markets, and despite continued softness in the Residential buildings market. North America grew +17% organic led by strong Systems and Services growth primarily in the Data Center end-market while Products growth was muted with declines in the Residential buildings market. Western Europe grew +2.5% organic with mixed performance across the five major economies of the region. France delivered good growth, with Spain up mid-single digit, while Italy grew slightly and Germany and the U.K. both declined. Across the region, the sales performance was impacted by bottlenecks such as power availability on Data Center projects and some softness in Residential buildings. Asia Pacific grew +8.5% organic, led by double-digit growth in India reflecting the strength of the Group across end-markets and the continuing success of its multi-brand strategy in the country.

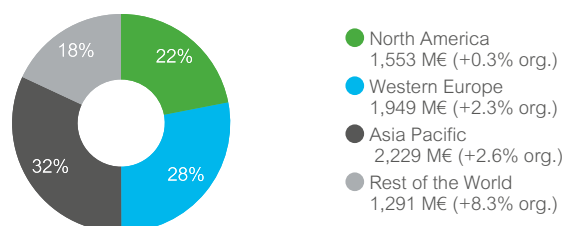
China was up low-single digit with growth led by the Data Center end-market, while the Buildings end-market was weak. Australia was up double-digit, led by project execution in the Data Center end-market. Rest of the World was up +7.4% organic, led by double-digit growth in the Middle East & Africa driven by execution on Systems and supported by mid-single digit growth in South America.



Industrial Automation

Industrial Automation generated revenues of EUR 7,022 million, equivalent to 17% of the Group's revenues and was up +3.0% organic. The Group's agnostic industrial software offers from AVEVA delivered good growth in Annualized Recurring Revenue (ARR), up +12% as of December 31, 2025, with the ongoing transition to a subscription revenue model remaining on-track. The expected progressive demand recovery in Discrete automation continued to play out, reflected in sales growth in the second half of the year and resulting in low-single digit sales growth on a full-year basis. Sales into Process & Hybrid markets were slightly down, impacted by an environment of increased uncertainty and volatile commodity prices leading to delayed investment decisions at customers. North America was up +0.3% organic with growth in sales for Industrial Software at AVEVA and Discrete automation offset by declines in Process & Hybrid markets. Western Europe was up +2.3% organic, with Italy and Spain up mid-single digit while the U.K. and Germany were around flat benefitting respectively from Software and Discrete automation, while Process & Hybrid markets were weak. France declined overall due to weakness both in Discrete automation and Software.

Asia Pacific was up +2.6% organic with China up low-single digit, delivering positive sales growth into Discrete automation markets, but offset by weakness in Process & Hybrid. India was up mid-single digit with both Discrete automation and Process & Hybrid markets growing. The rest of the region was up low-single digit in aggregate. Rest of the World was up +8.3% organic, led by strong growth in the Process & Hybrid markets in the Middle East and South America, and for industrial Software at AVEVA, with sales growth into Discrete automation markets up in aggregate across the region.

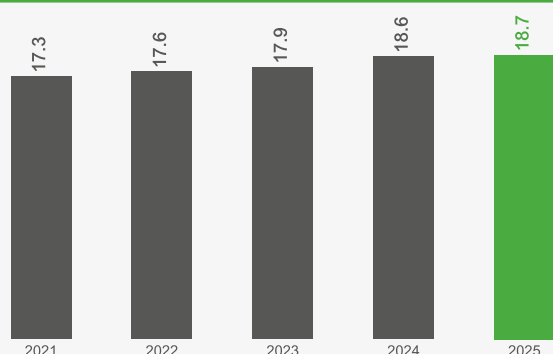


Summarized financial results

€ million	2024 FY	2025 FY	Reported change	Organic change
Revenues	38,153	40,152	+5.2%	+8.9%
Gross Profit	16,268	16,895	+3.9%	+7.6%
Gross profit margin	42.6%	42.1%	-50bps	-40bps
Support Function Costs	(9,185)	(9,375)	+2.1%	+4.2%
SFC ratio (% of revenues)	-24.1%	-23.3%	+80bps	+90bps
Adjusted EBITA	7,083	7,520	+6.2%	+12.3%
Adjusted EBITA margin	18.6%	18.7%	+10bps	+50bps
Restructuring costs	(141)	(287)		
Other operating income & expenses	(87)	(77)		
EBITA	6,855	7,156	+4%	
Amortization & impairment of purchase accounting intangibles	(406)	(457)		
Net financial income/(loss)	(409)	(519)		
Income tax expense	(1,398)	(1,455)		
Profit/(loss) of associates and non-controlling interests	(153)	(174)		
Impairment of investments in associates	(220)	(388)		
Net Income (Group share)	4,269	4,163	-2%	
Adjusted Net Income (Group share)	4,664	4,829	+4%	+13.9%
Adjusted EPS (€)	8.32	8.59	+3%	+13.6%
Free Cash Flow	4,216	4,635	+10%	

Adjusted EBITA margin

18.7% +50 bps org. in 2025



Adjusted EBITA margin at 18.7%, up +50 bps organic, impacted by lower Gross Margin offset by a reduction in SFC/ Sales ratio

Gross profit was up +7.6% organic with Gross margin down -40bps organic, to be at 42.1% in FY25. The Group delivered strong levels of industrial productivity and saw an acceleration in product pricing in Q4, however this was insufficient to fully offset the Gross margin headwinds from Mix, reflective of continued strong growth in Systems, and raw material cost inflation inclusive of tariffs.

Chapter 1 – 2025 Highlights

1.2 2025 Key financial indicators

2025 Adjusted EBITA reached **€7,520 million**, increasing organically by **+12.3%** and the Adjusted EBITA margin improved by **+50bps** organic to **18.7%** as a consequence of good control over the Group's discretionary costs despite the negative Gross

Margin evolution. SFC costs decreased as a percentage of revenues by +80bps to 23.3%, with a positive organic evolution of +90bps partly offset by FX headwinds.

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

€ million	Adj. EBITA	YoY change	Comments
Adj. EBITA FY 2024	7,083		
Volume impact		+1,355	Positive impact from higher sales volumes.
Industrial productivity		+596	The Group's industrial productivity was +€596m in FY25 showing a strong sequential improvement in H2 against a low base of comparison due to investment in the Group's supply chain, primarily in North America and India in H2'24, combined with focused execution and improved volumes in H2'25.
Net price⁽¹⁾		-179	The net price impact was negative at -€179m in FY25. Gross pricing on products was positive at +€76m having seen an acceleration in Q4, while in total, RMI was a headwind at -€255m, including raw material cost inflation and a tariff impact of c.-€160m. As previously communicated, the Group maintains an ambition of flat to positive net pricing over the cycle (offsetting tariffs and inflation).
Gross pricing on products		+76	
Raw Material Impact		-255	
Cost of Goods Sold inflation		-89	Cost of Goods Sold inflation was -€89m in FY25, of which the production labor cost and other cost inflation was -€102m, and the decrease in R&D in Cost of Goods Sold was +€13m. The overall investment in R&D, including in support function costs remained at 5.6% of FY25 revenue (vs. 5.6% in FY24).
Production labor cost and other cost inflation		-102	
R&D in Cost of Goods Sold		+13	
Support function costs		-376	Support Function Costs increased organically by -€376m, or +4.2% org. in FY25. The Group was impacted by inflation for -€310m and continued to focus on its strategic priorities with investments of -€438m mainly linked to R&D, services commercial footprint, digital tools and systems, and AI to drive efficiency. The Group delivered +€349m of cost savings, mainly linked to headcount simplification initiatives. Other cost decreases were +€23m.
Mix		-243	FY25 performance resulted in an adverse mix effect of -€243m due to the relatively faster growth of Systems revenues compared to Products and Software.
Foreign currency impact⁽²⁾		-482	The impact of foreign currency decreased the adjusted EBITA by -€482m, or around -50bps of adj. EBITA margin in FY25.
Scope and Others		-145	The impact from scope & others was -€145m in FY25, with net Scope impacts representing a +10bps adj. EBITA margin tailwind. Others consists of miscellaneous small items.
Adj. EBITA FY 2025	7,520		

Energy Management

21.8%

Adjusted EBITA margin, around flat organically.

Industrial Automation

14.2%

Adjusted EBITA margin, up c.+10 bps organic.

(1) Price on products and raw material impact.

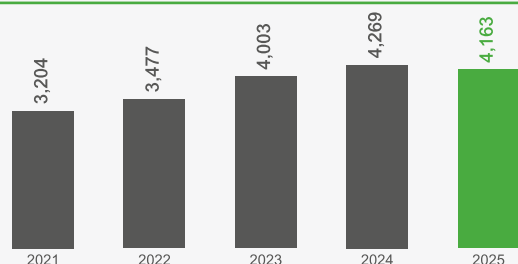
(2) For those currencies meeting the criteria to be considered hyperinflationary under IAS 29, such as Argentina and Türkiye, an IFRS technical adjustment for hyperinflation impact is reflected as FX and therefore excluded from the organic growth calculation. The effect of operational actions taken in these countries such as increased pricing to mitigate the inflationary impact is reflected as part of the organic growth.

Net income down -2%

€ million	2024 FY	2025 FY	Comments
Adj. EBITA	7,083	7,520	
Other operating income and expenses	(87)	(77)	Other operating income and expenses were -€77m in FY25, consisting mainly of M&A and integration costs and some legal provisions. FY24 included items of a similar nature.
Restructuring costs	(141)	(287)	Restructuring costs were -€287m in FY25, €146m higher than FY24 aligned with the expectation set out in the Group's 2025 CMD, to drive operational excellence.
Amortization and impairment of purchase accounting intangibles	(406)	(457)	Amortization and impairment of intangibles linked to acquisitions was -€457m, €51m higher than the previous year, primarily due to amortization of intangible assets associated with the Planon and Motivair acquisitions and the eStar joint venture.
Net financial income/(loss)	(409)	(519)	Net financial expenses were -€519m, €110m higher than the previous year. The increase primarily relates to higher interest expense on bonds following refinancing and some adverse FX differences.
Income tax expense	(1,398)	(1,455)	Income tax amounted to -€1,455m, higher than last year by €57m. The Effective Tax Rate was 23.5%, in line with the expected range of 23-25% for FY25, and 0.4pts higher than the FY24 ETR of 23.1%.
Profit/(loss) of associates and non-controlling interests	(153)	(174)	Share of profit on associates was +€14m, down -€3m compared to 2024. Amounts attributable to non-controlling interests increased to -€188m compared to -€170m in 2024, mainly due to the strong performance of Schneider Electric India Private Limited in which Schneider completed the purchase of the minority shares in Dec 2025.
Impairment of investments in associates	(220)	(388)	Impairment of investment in associates was -€388m in FY25, primarily relating to an impairment of the Group's equity investment in Uplight and associated convertible loan notes.
Net Income (Group share)	4,269	4,163	Net Income (Group share) was €4,163m in FY25, down -2% vs. last year.
Adjusted Net Income (Group share)	4,664	4,829	Adjusted Net Income was €4,829m in FY25, up +4% vs. FY24 impacted by FX headwinds; up +14% at constant currency.

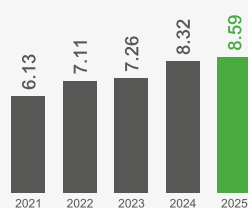
Net income (Group share) (€ millions)

€4,163M



Adjusted Earnings Per Share (€)

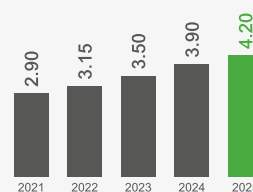
€8.59



Proposed Dividend Per Share (€)⁽¹⁾

€4.20

Progressive dividend for 16th year in a row



(1) Subject to shareholder approval on May 7, 2026.

Chapter 1 – 2025 Highlights

1.2 2025 Key financial indicators

Free cash flow of €4.6 Billion

The Group delivered Free Cash Flow of **€4,635 million** in FY25.

Operating cash flow was strong at €6,748 million, up +€440 million vs. FY24 primarily due to the strong growth in EBITDA in FY25. The operating cash flow included R&D cash costs of €2,380 million, which remained stable at 5.9% of 2025 revenue.

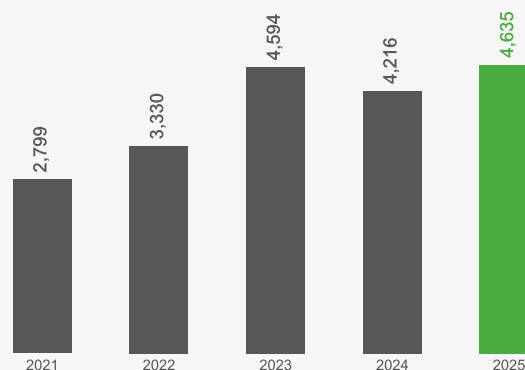
Net capital expenditure increased to -€1,496 million (€132 million higher than in FY24) representing around 3.7% of revenues, with 2.5% relating to net tangible capex and 1.2% to intangible capex (mainly capitalized development costs), as the Group continues to invest in its global supply chain and focus on innovation.

Trade working capital buildup impacted the free cash flow in 2025 by -€360 million (compared to -€594 million in FY24). DSO improved by 2 days compared to December 2024 due to strong cash collection, while DPO improved by 1 day. DIN improved by 3 days vs. December 2024 supported by structured actions to reduce closing inventories to an appropriate level as part of the Group's focus on rigorous working capital management.

Non-trade working capital impacted the free cash flow in 2025 by -€257 million (compared to -€134 million in FY24) with the year-on-year variance primarily due to a fine of -€207 million paid in 2025 in relation to a previously disclosed legal case in France, partly offset by lower bonus accruals.

Free Cash Flow (€ millions)

€4,635M



Balance Sheet Remains Strong

€ million	Dec. 31, 2024	Dec. 31, 2025
Total current and non-current financial liabilities	14,831	17,880
– of which Bonds	12,650	15,752
Cash and cash equivalents	(6,887)	(4,634)
Net financial debt excluding purchase commitments over non-controlling interests	7,944	13,246
Non-current purchase commitments over non-controlling interests	19	278
Current purchase commitments over non-controlling interests	184	197
Net financial debt including purchase commitments over non-controlling interests	8,147	13,721

Schneider Electric SE issued bonds totaling €5,000 million during 2025.

Schneider Electric's net debt at December 31, 2025 amounted to **€13,721 million** (up from €8,147 million at December 31, 2024) after payment of -€2.3 billion to fulfill the 2024 dividend, a net impact from acquisitions and disposals of -€1.2 billion, transactions

with non-controlling interests for -€5.8 billion (of which -€5.5 billion relating to the purchase of the remaining minority interests in SEIPL) and payment of -€0.3 billion in relation to share buyback, offset by the strong Free Cash Flow performance of +€4.6 billion.

The Group remains committed to retaining its A-grade credit ratings.

Financial Strength

A/A-1

Standard & Poor's

S&P Global Ratings

A2

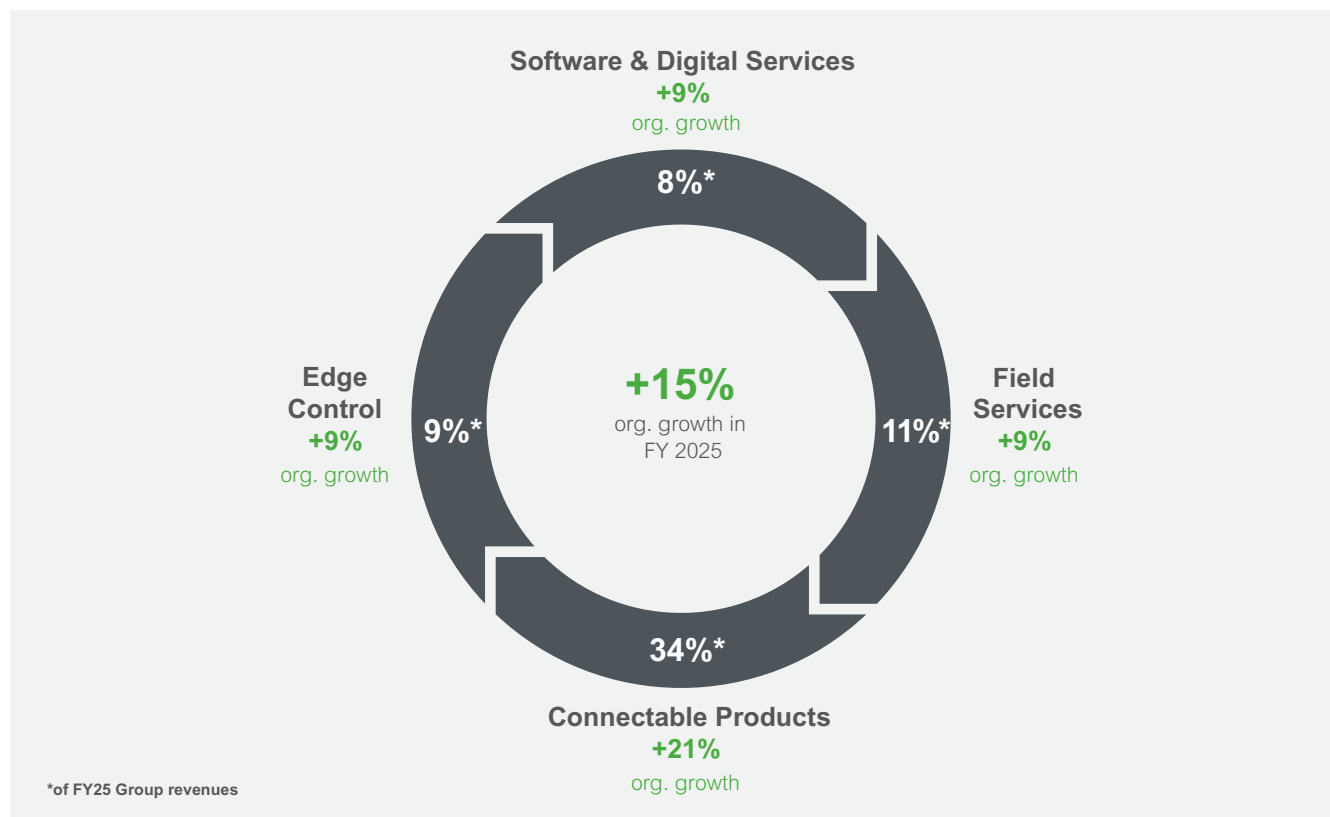
Moody's

MOODY'S RATINGS

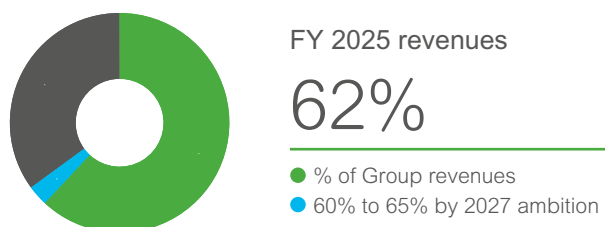
Digital update

In 2025, the Digital Flywheel represented 62% of Group revenues (vs. 57% in 2024), showing strong progress towards a target of >70% by 2030, growing at +15% in 2025. All four elements of the Digital Flywheel made a strong contribution to the growth, led by Connectable Products as the Group continues to generate value for customers through the digitalization of its product offering, as a foundation for Advancing Energy Tech. Overall, Software & Services represented 19% of Group revenues in 2025, with an ambition for this representation to reach c.25% by 2030. Digital Services grew strongly, while the Group's agnostic software offers also made a strong contribution despite their ongoing transition to a subscription model. Recurring revenues within agnostic software increased to 79% (vs. 77% in 2024), led by AVEVA, which achieved close to 85% as outlined in the Group's 2025 Capital Markets Day. The Group aims to double the weightage of total recurring revenues by 2030.

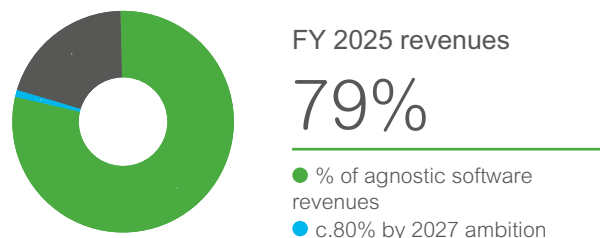
Digital flywheel progresses to 62% of FY Group revenues



Moving towards 60% to 65% of Group revenues by 2027



Recurring revenue in Agnostic Software⁽¹⁾ to increase to c.80% by 2027



Key achievements of 2025:

- Innovation driving strong double-digit growth in **Connectable Products**
- Growth in **Edge control** driven by Energy Management offers and recovery on Discrete automation market
- **AVEVA** ARR growth at +12%
- +2pt YoY increase in recurring revenues in **agnostic Software** ⁽¹⁾ reaching **79%**
- Strong growth in **Field Services** supported by increasing installed-base, notably from Data Center

(1) Agnostic Software comprises AVEVA, ETAP and RIB Software.

1.3 Outlook and targets

Expected Trends In 2026

- Strong market demand to drive growth, with positive contribution from all four end-markets
- Data Center & Networks to lead growth based on strong demand in 2025; Industry and Infrastructure to accelerate; Buildings to improve contribution, aligned with macroeconomic trends
- Systems to lead growth; Products to show improved contribution with continued recovery in Discrete
- Strong growth in Software and Services, with key focus on driving more recurring revenues
- All four regions to contribute to growth (North America, Europe, China & East Asia, South Asia & International), led by U.S. and India
- The Group expects to be Net Price positive in value (price to offset raw material impact and tariffs), ramping up throughout the year
- The Group expects the other drivers of adj. EBITA margin expansion to be aligned with those set out in its recent Capital Markets Day

2026 Target

The Group sets its 2026 financial target as follows:

2026 Adjusted EBITA growth of between +10% and +15% organic.

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

- Revenue growth of **+7% to +10%** organic
- Adjusted EBITA margin up **+50bps to +80bps** organic

This implies Adjusted EBITA margin of around **19.1% to 19.4%** (including scope based on transactions completed to-date and FX based on current estimation).

2026–2030 Financial targets as announced in 2025 Capital Markets Day

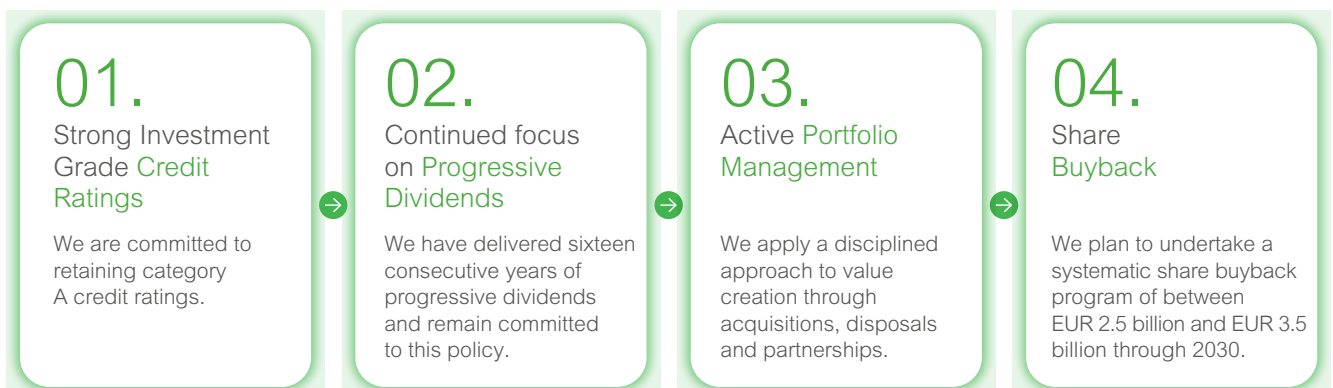
Based on its current view and assuming no major changes to the macroeconomic and geopolitical environment, Schneider Electric announced its medium-term financial targets as follows:



(1) 5-year CAGR.

Driving strong shareholder value with consistent capital allocation for the next cycle

Our capital allocation strategy remains disciplined, maintaining a strong A-category credit rating, delivering progressive dividends, driving value through active portfolio management and strategic partnerships, and undertaking a systematic share buyback.



1.4 2025 Environmental and social impact





























5 years ago, Schneider committed to take concrete actions to co-create a brighter future aligned with the United Nations SDGs, and to measure its impact with transparency. The Schneider Sustainability Impact (SSI) 2025 results demonstrates that rapid and disruptive changes for a more sustainable world are possible across diverse, complex topics.

In 2025, the SSI 2021–2025 ended on a score of 8.86/10. This result represents the average progress of 11 SSI programs (excluding SSI #+1). The Group has exceeded several of its 2025 ambitions, both those aimed at supporting the decarbonization of its customers and suppliers, and those related to the development of people and access to energy around the world.

**SCHNEIDER
SUSTAINABILITY
IMPACT**

8.86/10

vs. an annual target⁽¹⁾ of 8.88/10, and a 7.55/10 score in 2024

Schneider Sustainability Impact 2021–2025				
6 Long-term Commitments aligned to UN SDGs	11+1 Programs	Baseline ⁽²⁾	2025 Progress ⁽³⁾	2025 Ambition
Climate				
    	1. Grow Schneider Impact revenues ⁽⁴⁾	2019: 70% 0%	75%	80%
	2. Help our customers save and avoid millions of tonnes of CO ₂ emissions	2020: 263M 0	862M	800M
	3. Reduce CO ₂ emissions from top 1,000 suppliers' operations	2020: 0% 0%	56%	50%
Resources				
    	4. Increase green material content in our products	2020: 7% 0%	48%	50%
	5. Primary and secondary packaging free from single-use plastic, using recycled cardboard	2020: 13% 0%	85%	100%
Trust				
     	6. Strategic suppliers who provide decent work to their employees	2022: 1% 0%	98%	100%
	7. Level of confidence of our employees to report unethical conduct	2021: 81% 0%	85%	91%
Equal				
    	8. Increase gender diversity ⁽¹⁾ in: hiring (50%), front-line management (40%), and leadership teams (30%)	2020 : 41% 0% 2020 : 23% 0% 2020 : 24% 0%	37% 32% 32%	50% 40% 30%
	9. Provide access to green electricity to 50M people	2020: 30M 0	61.7M	50M
Generations				
    	10. Double hiring opportunities for interns, apprentices and fresh graduates	2019: 4,939 x1	X1.75	x2
	11. Train people in energy management	2020: 281,737 0	1,090,569	1M
Local				
 	+1 Country and Zone Presidents with local commitments that impact their communities	2020: 0% 0%	100%	100%

(1) From 2025 onwards, diversity targets are excluded from SSI score calculation for all employees, as it shall not impact incentives in countries or entities prohibiting the establishment of such targets. The global SSI target has been restated accordingly. The gender balance metric is a global strategic ambition. It does not apply to territories that prohibit such ambition. The Schneider Electric policy is to always select the best candidate for any position based on skills, experience and potential (irrespective of their gender, age, origin, disability, appearance, etc...).

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

(3) Each year, one of Schneider Electric's statutory auditors performs a "limited" assurance engagement on all SSI and SSE indicators (except SSI #+1 in 2025), in accordance with (revised) ISAE 3000 assurance standard (see the assurance report on page 336 of the 2025 Universal Registration Document). Please refer to page 314 of the 2025 Universal Registration Document for the methodological presentation of each indicator.


(4) Per Schneider Electric definition and methodology. Note that for the reporting requirements under the European Taxonomy Regulation, please refer to pages 177 to 187 of the 2025 Universal Registration Document.

2. Corporate Governance

2.1 Composition of the Board of Directors


2.1.1 Overview

As of March 27, 2026, the Board of Directors consisted of 15 Directors. Mrs. Ellyn Shook was appointed as an Observer by the Board of Directors on July 30, 2025, in effect from October 15, 2025, with the intent to propose her appointment as a Director to the Annual Shareholders' Meeting to be held on May 7, 2026.



Jean-Pascal Tricoire
Chairman of the Board of Directors


● ● ●




Fred Kindle
Vice-Chairman & Lead Independent Director

● ●

Board expertise




- Public company management (13)
- Corporate finance (10)
- Accounting, audit & risk (4)
- International markets (14)
- Industry knowledge (9)
- Employee perspective & knowledge of the Group (4)
- Digital & software (6)
- Environment/Climate (4)
- Social (7)
- Governance, law, ethics & compliance (6)




Nive Bhagat
Independent Director

● ●




Giulia Chierchia
Independent Director

●




Clotilde Delbos
Independent Director

●




Laura Ding
Employee Shareholder Director

●




Rita Félix
Employee Director

●




Philippe Knoche
Independent Director

● ●




Linda Knoll
Independent Director

● ●




Jill Lee
Independent Director

● ● ●




Anna Ohlsson-Leijon
Independent Director

● ●




Abhay Parasnis
Independent Director

●




Anders Runevad
Independent Director

● ●




Lip-Bu Tan
Independent Director

● ●



Bruno Turchet
Employee Director

●



Ellyn Shook
Observer

●

Board committees

Audit & Risks Committee	Governance, Nominations & Sustainability Committee	Human Capital & Remunerations Committee	Investment Committee	Digital Committee
Jill Lee (C) Clotilde Delbos Philippe Knoche Anna Ohlsson-Leijon	Jean-Pascal Tricoire (C) Fred Kindle Philippe Knoche Linda Knoll Jill Lee Anders Runevad	Linda Knoll (C) Nive Bhagat Rita Félix Fred Kindle Anna Ohlsson-Leijon Ellyn Shook	Anders Runevad (C) Giulia Chierchia Jill Lee Lip-Bu Tan Jean-Pascal Tricoire Bruno Turchet	Abhay Parasnis (C) Nive Bhagat Laura Ding Lip-Bu Tan Jean-Pascal Tricoire

Board members key

- Audit & Risks Committee
- Governance, Nominations & Sustainability Committee
- Human Capital & Remunerations Committee
- Investment Committee
- Digital Committee
- Committee Chair

An independent and balanced governance structure

The Board of Directors of Schneider Electric SE is 92% independent and seeks to ensure a gender balance and broad diversity in terms of skills, experience, nationality, and age. The Board of Directors constantly reviews its composition and searches for complementary profiles in line with the skill set highlighted by its skill matrix and the challenges of the Company. The current governance structure which separates the offices of Chairman of the Board of Directors and Chief Executive Officer has been in force since 2023. As part of this governance structure, the term of office of Chairman of the Board of Directors is exercised by Mr. Jean-Pascal Tricoire, and that of Chief Executive Officer by Mr. Olivier Blum who was appointed by the Board of Directors on November 1, 2024.

Board of Directors Jean-Pascal Tricoire Chairman of the Board of Directors		Fred Kindle Vice-Chairman & Lead Independent Director		+	Olivier Blum Chief Executive Officer	
12+3	92%	54%	10			
Directors	Independent Directors*	Female**	Non-French nationalities			
57 years	5 years	1	2			
Average age	Average length of office	Director representing employee shareholders	Directors representing employees			

Directors' nationality 	Board tenure 	Board of Directors 7 Meetings in 2025 including the strategy session 8h 26min Average duration of meetings	100% Attendance rate in 2025 5 Executive sessions in 2025***
<small>* Excluding the Directors representing employees and the Director representing employee shareholders in accordance with Article 10.3 of the AFEP-MEDEF Corporate Governance Code, unlike the rate disclosed section 2.2.1.1.2 of Chapter 2 of the 2025 Universal Registration Document. ** Excluding the Directors representing employees in accordance with Article L. 225-27-1 of the French Commercial Code, unlike the rate disclosed section 2.2.1.1.2 of Chapter 2 of the 2025 Universal Registration Document. ***Including two meetings without the Chairman attending.</small>			

Board committees

Audit & Risks Committee 7 meetings**** 96% attendance 100% independence*	Governance, Nominations & Sustainability Committee 8 meetings**** 98% attendance 83% independence*	Human Capital & Remunerations Committee 4 meetings**** 100% attendance 100% independence*	Investment Committee 5 meetings 100% attendance 80% independence*	Digital Committee 7 meetings**** 91% attendance 75% independence*
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**** Including joint meetings with other committees.

Chapter 2 – Corporate Governance

2.1 Composition of the Board of Directors

2.1.2 Key information on the Board members

Overview of the composition of the Board of Directors as of the date of the 2025 Universal Registration Document

Personal information				Position within the Board				Attendance rate in 2025		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, Nominations & Sustainability Committee	Human Capital & Remunerations Committee	Investment Committee	Digital Committee
Jean-Pascal Tricoire, Chairman of the Board of Directors															
62	M		2	823,872 ⁽¹⁾		2013 AGM	2029	12	100%	100%					
Fred Kindle, Vice-Chairman & Lead Independent Director															
67	M		1	40,000		2016 AGM	2028	9	100%	100%					
Nive Bhagat, Independent Director															
54	F		1	1,000		2022 AGM	2026	3	100%	86%					
Giulia Chierchia, Independent Director															
47	F		1	1,000		2023 AGM	2027	2	100%	100%					
Clotilde Delbos, Independent Director															
58	F		4	1,000		2024 AGM	2028	1	100%	86%					
Laura Ding, Employee Shareholder Director															
45	F		1	2,061		2025 AGM	2029	<1	100%	100%					
Rita Félix, Employee Director															
43	F		1	190		2020 AGM	2028	5	100%	100%					
Philippe Knoche, Independent Director															
57	M		1	1,000		2024 AGM	2028	1	100%	100%					
Linda Knoll, Independent Director															
65	F		3	1,000		2014 AGM	2026	11	100%	100%					
Jill Lee, Independent Director															
62	F		2	1,000		2020 AGM	2028	5	100%	100%					
Anna Ohlsson-Leijon, Independent Director															
57	F		2	1,000		2021 AGM	2029	4	100%	100%					
Abhay Paransis, Independent Director															
51	M		2	1,000		2023 AGM	2027	2	100%	100%					
Anders Runevad, Independent Director															
66	M		3	1,000		2018 AGM	2026	7	100%	94%					
Lip-Bu Tan, Independent Director															
66	M		2	8,700		2019 AGM	2027	6	100%	93%					
Bruno Turchet, Employee Director															
52	M		1	531		2021 AGM	2029	4	100%	100%					
Ellyn Shook, Observer															
62	F		3	0		2025 AGM	2026	<1	100%	100%					

* Including Schneider Electric SE directorship.

** If any, the period of presence at the Board as an Observer is not taken into account.

(1) Held directly or through the FCPE (Fonds Commun de Placement d'Entreprise, corporate mutual fund) or his personal asset management company.

Changes in the composition of the Board of Directors in 2025 and until the date of the 2025 Universal Registration Document

	Name	Gender	Nationality	Date of appointment	Term end
Directors whose term of office was renewed in 2025	Anna Ohlsson-Leijon	F		April 2021	AGM* 2029
	Jean-Pascal Tricoire	M		April 2013	AGM* 2029
	Bruno Turchet	M		April 2021	AGM* 2029
Director who joined the Board of Directors in 2025	Laura Ding	F		May 2025	AGM* 2029
Observer who joined the Board of Directors in 2025	Ellyn Shook	F		October 2025	AGM* 2026
Directors who left the Board of Directors in 2025	Léo Apotheker	M		April 2008	May 2025
	Xiaoyun Ma	F		April 2017	May 2025
	Gregory Spierkel	M		April 2015	October 2025

* Annual Shareholders' Meeting.

Mr. Gregory Spierkel, member of the Board of Directors for 10 years, decided to resign from his office as a Director with effect from October 28, 2025, in line with Board policies, to dedicate enough time to a new professional project. The Board of Directors expressed its gratitude to Mr. Gregory Spierkel's dedication to the Board of Directors' work and to his long-term commitment.

2.1.3 Biographies of the Chief Executive Officer and Board members

List of directorships and other functions of the Chief Executive Officer and members of the Board of Directors as of the date of the 2025 Universal Registration Document

Jean-Pascal Tricoire

Chairman of the Board of Directors of Schneider Electric SE

Age: 62 years
Nationality: French
Business address: Schneider Electric, 11th Floor, 683 King's Road, Quarry Bay, Hong Kong
823,872⁽¹⁾ Schneider Electric SE shares

Board committees

C

Attendance rate at:

Board meetings	Committee meetings
100%	100%

Olivier Blum

Chief Executive Officer of Schneider Electric SE

Age: 55 years
Nationality: French
Business address: Schneider Electric, The Nest, Techno Hub 3, Dubai Silicon Oasis, PO Box 341057 Dubai, United Arab Emirates
78,915⁽²⁾ Schneider Electric SE shares

Experience and qualifications

Jean-Pascal Tricoire is currently Chairman of the Board of Directors of Schneider Electric SE after having been for 18 years successively Chairman of the Management Board and Chairman & CEO. Prior to that, he spent his early career with Alcatel, Schlumberger, and Saint-Gobain and joined Schneider Electric (Merlin Gerin) in 1986. From 1988 to 2001, he occupied operational functions within Schneider Electric abroad, in Italy, China, South Africa, and the US. 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 on May 3, 2006. On April 25, 2013, following the change in mode of governance of the Company, he was appointed Chairman & CEO. On May 4, 2023, he transitioned to Chairman of the Board. Jean-Pascal Tricoire is a graduate of ESEO Angers and obtained an MBA from EM Lyon. He also attended Management trainings at Harvard and INSEAD.

Term of office

First appointed: 2013
 Current term started: 2025
 Term ends: 2029

Current external directorships

Other directorships at listed companies:

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

Other directorships:

Member of the Board of Trustees of Northeastern University (USA) and of the advisory council of Hong Kong University of Science and Technology (HKUST) (Hong Kong).

Other internal directorships:

Director of Delixi Electric Ltd (China); Chairman of the Board of Directors of Schneider Electric Asia Pacific Ltd (Hong Kong).

Previous directorships

Previous directorships held in the past five years:

Director of the Board of the United Nations Global Compact (USA); Director of Schneider Electric USA, Inc. (USA); Chairman of the Board of Directors of Schneider Electric Industries SAS (France); Chairman of the Board of Directors of Schneider Electric Holdings Inc. (USA).

Skills



Experience and qualifications

Olivier Blum is the Chief Executive Officer of Schneider Electric, a position he has held since November 2024. He has been employed by the Company for approximately 30 years in a variety of global leadership and operational roles. Since 2014, he has been a member of Schneider Electric's Executive Committee. During his tenure, Mr. Blum has held responsibilities across multiple functions, including strategy, sustainability, human resources, and business operations. His previous roles include leading the Company's Energy Management business, serving as Chief Strategy & Sustainability Officer, and serving as Chief Human Resources Officer. His experience covers assignments in India, China, Hong Kong, the Middle East, and Europe. Mr. Blum's work at Schneider Electric has included oversight of commercial, technical, strategic, and organizational functions. His long-term positions in different geographic regions and business domains have provided him with broad knowledge of the Company's operations and management practices. He currently also serves as an Independent Director at Keppel Corporation Ltd. Mr. Blum holds an MBA from Grenoble École de Management and a Bachelor's degree in Business Administration from IUT2, Grenoble, France.

Term of office

First appointed: November 2024

Current external directorships

Other directorships at listed companies:

Director of **Keppel Corporation Ltd.** (Singapore).

Other directorships:

None.

Other internal directorships:

President and Director of Schneider Electric Industries SAS (France); Director of Schneider Electric Asia Pacific Ltd. (Hong Kong); Director of Samos Acquisition Company Ltd. (United Kingdom).

Previous directorships

Previous directorships held in the past five years:

Director of AVEVA Group plc. (United Kingdom); Member of the Supervisory Board of Delta Dore Finance (France); Chairman of the Board of Directors of Luminous Power Technologies Private Ltd. (India).

(1) Held directly or through the FCPE (Fonds Commun de Placement d'Entreprise, corporate mutual fund) or his personal asset management company.

(2) Held directly or through the FCPE (Fonds Commun de Placement d'Entreprise, corporate mutual fund).

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

Board committees

- Audit & Risks Committee
- Governance, Nominations & Sustainability Committee
- Human Capital & Remunerations Committee
- Investment Committee
- Digital Committee
- C Committee Chair

Skills

- Public company management
- Corporate finance
- Accounting, audit & risk
- International markets
- Industry knowledge
- Employee perspective & knowledge of the Group
- Digital & software
- Environment/Climate
- Social
- Governance, law, ethics & compliance

Chapter 2 – Corporate Governance

2.1 Composition of the Board of Directors

Fred Kindle*

Vice-Chairman & Lead Independent Director of Schneider Electric SE

Age: 67 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 a company Director. 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: 2024
 Term ends: 2028

Current external directorships

Other directorships at listed companies:
 None.
 Other directorships:
 Non-executive Director of Seed-X AG (Liechtenstein).

Previous directorships

Previous directorships held in the past five years:
 Chairman of the Board of Directors of **VZ Holding AG** (Switzerland);
 Director of **Stadler Rail AG** (Switzerland).

Skills



Nive Bhagat*

Chief Financial Officer of Capgemini

Age: 54 years
Nationality: British
Business address: Capgemini, 40 Holborn Viaduct, London, EC1N 2PB, United Kingdom
1,000 Schneider Electric SE shares

Board committees	
● ●	
Attendance rate at:	
Board meetings	Committee meetings
100%	86%

Experience and qualifications

Nivedita Krishnamurthy Bhagat, also known as Nive Bhagat, is currently Chief Financial Officer of Capgemini Group. 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 Head of Markets of its Application Business in the UK and European Head of the Cloud Infrastructure Services business before becoming CEO of Capgemini's global Cloud, Cyber and Infrastructure business. Nive was appointed as Chief Financial Officer of the Capgemini Group and member of the Group Executive Board on January 1, 2024. She 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 Solutions Canada Inc. (Canada), Capgemini Sverige AB (Sweden), Capgemini America, Inc. (USA), CGS Holdings Limited (United Kingdom), Capgemini UK Plc. (United Kingdom), and Capgemini Semiconnext Platform B.V. (Netherlands).

Previous directorships

Previous directorships held in the past five years:
 Director of Capgemini Outsourcing Services GmbH (Germany); Non-executive Director of **Mitie Plc.** (United Kingdom); Member of Audit & Nomination Committees of **Mitie Plc.** (United Kingdom).

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.

Giulia Chierchia*

Company Director



Age: 47 years

Nationality: Italian/Belgian

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

Giulia Chierchia is the former 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, 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, a position from which she stepped down in June 2025. 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

First appointed: 2023

Term ends: 2027

Current external directorships

Other directorships at listed companies:

None.

Other directorships:

None.

Previous directorships

Previous directorships held in the past five years:

Director of BP Technology Ventures Limited (United Kingdom).

Skills



Clotilde Delbos*

Company Director



Age: 58 years

Nationality: French

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%	86%

Experience and qualifications

Clotilde Delbos, currently company director, is the former Chief Financial Officer of Renault group. She began her career in California then in Paris at PricewaterhouseCoopers before joining the Pechiney group in 1992 where she held various positions in France and in Belgium in Internal Audit, Treasury and Mergers & Acquisitions. After the acquisition of Pechiney by the Québec group Alcan, Clotilde Delbos became Chief Financial Officer of the Engineered Products division in 2005, until its sale in 2011 to the Apollo Global Management investment fund and the Strategic Investment Fund. In the new company, Constellium, her last two positions were Chief Financial Officer and Chief Risk Officer. Clotilde Delbos joined Renault group in 2012 as Group Director of Performance and Control. In May 2014, she was appointed Director of Alliance, Performance and Control. In April 2016, Clotilde Delbos was appointed Chief Financial Officer of Renault group and Chairwoman of the Board of Directors of RCI Banque and in 2019 was also assigned responsibility for the Internal Control Department. In October of the same year, she was appointed Acting Chief Executive Officer of Renault SA, and then Deputy Chief Executive Officer in July 2020 while remaining Chief Financial Officer of Renault group. In 2021, she became Chief Executive Officer of the Mobilize brand of the Renault group, a position she held until 2023. Clotilde Delbos graduated from EM Lyon with a specialization in accounting.

Term of office

First appointed: 2024

Term ends: 2028

Current external directorships

Other directorships at listed companies:

Director of **Alstom** (France); Director of **AXA** (France); Director of **Sanofi** (France).

Other directorships:

Chairwoman of Hactif Advisory (France); Co-Manager of Hactif Patrimoine (France); Treasurer of the French Rugby Federation; Member of the Council of the National Rugby League, and Member of the World Rugby Council.

Previous directorships

Previous directorships held in the past five years:

Director of Renault España (Spain); Chief Executive Officer of Mobilize (France); Chairwoman and Director of Banque RCI SA (France); Chairwoman of Renault Venture Capital (now Mobilize Ventures) (France); Chairwoman of Renault Mobility as an Industry (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

- Audit & Risks Committee
- Governance, Nominations & Sustainability Committee
- Human Capital & Remunerations Committee
- Investment Committee
- Digital Committee
- Committee Chair

Skills

- Public company management
- Corporate finance
- Accounting, audit & risk
- International markets
- Industry knowledge
- Employee perspective & knowledge of the Group
- Digital & software
- Environment/Climate
- Social
- Governance, law, ethics & compliance

Chapter 2 – Corporate Governance

2.1 Composition of the Board of Directors

Laura Ding

Senior Vice-President, Industrial Automation China, Schneider Electric China and East Asia Operations

Age: 45 years
Nationality: Chinese
Business address: 8F Changfeng Int'l Building, 89 East Yunling Road, Shanghai, China
2,061⁽¹⁾ Schneider Electric SE shares

Board committees
●

Attendance rate at:

Board meetings	Committee meetings
100%	100%

Experience and qualifications

Xiaohong (Laura) Ding, currently Director representing the Employee Shareholders, is Senior Vice-President of Industrial Automation China at Schneider Electric China and East Asia Operations. She started her career as a project execution engineer in Emerson process management with certification on system configuration and batch implementation. She joined Schneider Electric in 2010. During 15 years within Schneider Electric, she has worked in a multitude of diverse functions and roles: Customer Service & Quality Manager, Senior Offer Management & Strategy Manager, Digital/AVEVA Competency Center & Business Development Director, and Vice-President of Process Automation & Digital, and gained a wealth of experiences in business development and digital transformation with strong technical background. Laura Ding earned a Master's Degree in control engineering.

Term of office

First appointed: 2025
 Term ends: 2029

Current external directorships

Other directorships at listed companies:
 None.

Other directorships:

Chairwoman of Proface China International Trading (Shanghai) Co., Ltd. (China), Beijing Leader Harvest Electric Technologies Co., Ltd. (China), and Shanghai Foxboro Co., Ltd. (China); Director of Shanghai Invensys Process System Co., Ltd. (China), and ProLeiT Automation Systems (Shanghai) Co., Ltd. (China).

Previous directorships

Previous directorships held in the past five years:
 None.

Skills



Rita Félix

Customer Experience and Satisfaction Director for Home Solutions

Age: 43 years
Nationality: Portuguese
Business address: Schneider Electric, Av. do Forte 3, Ed. Suécia IV, Piso 3, 2794-038 Carnaxide, Portugal
190⁽¹⁾ Schneider Electric SE shares

Board committees
●

Attendance rate at:

Board meetings	Committee meetings
100%	100%

Experience and qualifications

Rita Félix has been an Employee Director designated by the European Work Council since 2020 and renewed in June 2024 for a four-year term. 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 owned by Allianz Trade). Rita Félix came to Schneider Electric Portugal in 2012 as Business Excellence Manager. In 2017, she was appointed Project Management Officer (PMO) for Global Marketing, International Operations at Schneider Electric Group. She has worked as PMO, Inside Sales Director, and more recently as Market and Competitive Intelligence leader. In December 2023, she was appointed as Customer Experience and Satisfaction Director for global Home Solutions division. Since July 2020, she has been Employee Director. Rita Félix 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). Additionally, she has attended the High-Performance Boards program (IMD Business School, 2020), the Strategy in the Age of Digital Disruption program (INSEAD, 2021), the Digital Transformation Foundations program (IMD Business School, 2022), the Leading Sustainable Business Transformations program (IMD Business School, 2023), and more recently the Stakeholders Management for Boards program (IMD Business School, 2025).

Term of office

First appointed: 2020
 Current term started: 2024
 Term ends: 2028

Current external directorships

Other directorships at listed companies:
 None.
Other directorships:
 None.

Previous directorships

Previous directorships held in the past five years:
 None.

Skills




(1) Held directly or through the FCPE (*Fonds Commun de Placement d'Entreprise*, corporate mutual fund).
 Note: **bold** indicates the names of companies whose securities are listed on a regulated market.

Philippe Knoche*

Senior Executive Vice-President
Operations and Performance of Thales

Age: 57 years
Nationality: French/German
Business address: Thales,
Campus Meudon, 4, rue de la Verrerie,
92190 Meudon
1,000 Schneider Electric SE shares



Board committees

● ●


Attendance rate at:

Board meetings	Committee meetings
100%	100%

Linda Knoll*

Company Director

Age: 65 years
Nationality: American
Business address: Schneider Electric,
35, rue Joseph Monier,
92500 Rueil-Malmaison, France
1,000 Schneider Electric SE shares



Board committees

● C

Attendance rate at:

Board meetings	Committee meetings
100%	100%

Experience and qualifications

Philippe Knoche is currently Senior Executive Vice-President Operations and Performance of Thales and the former Chief Executive Officer of Orano. He began his career in 1995 in Brussels as a case handler on anti-dumping for the European Commission. In 2000, he joined Areva group as Director of Strategy, and became Director of the Processing Business Unit in 2004. In 2006, he took charge of the project to build the EPR generation 3 nuclear reactor in Finland. In 2010, Philippe Knoche was appointed Director of the Reactors and Services Business Group and member of Areva's Executive Board, before being named Executive Vice-President for Nuclear Operations in 2011. In 2015, Philippe Knoche was appointed Chief Executive Officer of Areva which he completely transformed and restructured, leading to the creation in 2017 of Orano of which he had been the Chief Executive Officer before joining Thales in October 2023 as Senior Executive Vice-President Operations and Performance. Philippe Knoche is a graduate of Ecole polytechnique and Ecole des mines.

Term of office

First appointed: 2024
Term ends: 2028

Current external directorships

Other directorships at listed companies:
None.
Other directorships:
None.

Previous directorships

Previous directorships held in the past five years:
Chief Executive Officer of Orano (France); Chairman of the Board of the World Nuclear Association (WNA); Board member of **Thales** (France).

Skills



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 ten 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. (Italy); Chief Human Resources Officer and member of the Group Executive Council of **Fiat Chrysler Automobiles N.V.** (the Netherlands).

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

- Audit & Risks Committee
- Governance, Nominations & Sustainability Committee
- Human Capital & Remunerations Committee
- Investment Committee
- Digital Committee
- Committee Chair

Skills

- ★ Public company management
- 🏢 Employee perspective & knowledge of the Group
- € Corporate finance
- 📊 Accounting, audit & risk
- 🌐 International markets
- 💻 Digital & software
- 🌱 Environment/Climate
- 👤 Industry knowledge
- 👥 Social
- 📋 Governance, law, ethics & compliance

Chapter 2 – Corporate Governance

2.1 Composition of the Board of Directors

Jill Lee*

Company Director

Age: 62 years
Nationality: Singaporean
Business address: Schneider Electric, 35, rue Joseph Monier, 92500 Rueil-Malmaison, France
1,000 Schneider Electric SE shares

Board committees	
● C ●	
Attendance rate at:	
Board meetings	Committee meetings
100%	100%

Experience and qualifications

Jill Lee is a non-executive director of PSA International, 65 Equity Partners, and StarHub Ltd. She is also a non-executive director of JTC Corporation, a statutory board under Singapore's Ministry of Trade and Industry that champions sustainable industrial development. Jill Lee was the Group Chief Financial Officer and a member of the Executive Committee of Sulzer Ltd. from 2018 to 2022. Beginning her career in Singapore in 1986 with AT&T, Tyco Electronics, and Siemens, Jill Lee went on to build an international career where she spent several years heading Asia regional CFO functions in China, followed by strategic global positions in Germany and Switzerland. Her career in Siemens spanned 20 years until 2010, where she had been the Country CFO in Singapore, North-East Asia CFO in China, as well as Chief Diversity Officer for Siemens Group in Germany. Later, Jill Lee was Senior Vice-President, Finance, Strategy and Investments for Neptune Orient Lines in Singapore (2010 to 2011). From 2012 to 2018, Jill Lee held leadership positions in ABB, including North Asia CFO in China, as well as Head of Next Level Program Management, responsible for global transformation programs at ABB Group in Switzerland. Jill Lee was previously a non-executive director and Chair of the audit committees of Sulzer Ltd. (2011 to 2018), Signify N.V. (2017 to 2020), and medmix Ltd. (2021 to 2022). Jill Lee holds a Bachelor's Degree in Business Administration from National University of Singapore and an MBA from Nanyang Technological University in Singapore.

Term of office

First appointed: 2020
 Current term started: 2024
 Term ends: 2028

Current external directorships

Other directorships at listed companies:
 Non-executive Director of **StarHub Ltd.** (Singapore).
Other directorships:

Non-executive Director of 65 Equity Partners Pte Ltd. (Singapore); Non-executive Director of PSA International Pte Ltd. (Singapore); Non-executive director of JTC Corporation (a governmental agency in Singapore); Board Member of National University of Singapore - Institute of Systems Science (Singapore), Board Member of Institute of Technical Education (Singapore).

Previous directorships

Previous directorships held in the past five years:

Non-executive Director of Dyson Holdings Pte Ltd. (Singapore); Advisory Board Member of Nanyang Business School (Singapore); Non-executive Director of **medmix Ltd.** (Switzerland); Member of the Supervisory Board of **Signify N.V.** (Netherlands); Non-executive Director of **Sulzer Ltd.** (Switzerland).

Skills



Anna Ohlsson-Leijon*

Company Director

Age: 57 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
100%	100%

Experience and qualifications

Anna Ohlsson-Leijon is the former Executive Vice-President of AB Electrolux, and CEO of Business Area Europe & Asia Pacific Middle East, and Africa. 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, and in 2024 she took on the role as CEO of a new Business Area combined for Europe and Asia Pacific Middle East, and Africa, positions from which she stepped down end of December 2025. Anna Ohlsson-Leijon holds a Bachelor of Sciences Degree in Business Administration and Economics from Linköping University (Sweden).

Term of office

First appointed: 2021
 Current term started: 2025
 Term ends: 2029

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:
 None.

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.

Abhay Parasnis*

Founder & CEO of Typeface AI



Age: 51 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%	100%

Experience and qualifications

Abhay Parasnis is founder & CEO of Typeface AI, a generative artificial intelligence company. Previously, he was Executive Vice-President Chief Technology Officer & Chief Product Officer 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 Adobe, Inc., a software company that provides digital marketing and media solutions, in 2015 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

First appointed: 2023

Term ends: 2027

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



Anders Runevad*

Company Director



Age: 66 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
100%	94%

Experience and qualifications

Anders Runevad, currently Company Director, is the former Chief Executive Officer 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, the UK, and the US. 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 Group President and Chief Executive Officer, 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:

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) and Ekhaga Utveckling AB (Sweden); Chairman of the Board of National Sweden (Sweden).

Previous directorships

Previous directorships held in the past five years:

Director of **Nilfisk Holding A/S** (Denmark).

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

- Audit & Risks Committee
- Governance, Nominations & Sustainability Committee
- Human Capital & Remunerations Committee
- Investment Committee
- Digital Committee
- Committee Chair

Skills

- Public company management
- Corporate finance
- Accounting, audit & risk
- International markets
- Industry knowledge
- Employee perspective & knowledge of the Group
- Digital & software
- Environment/Climate
- Social
- Governance, law, ethics & compliance

Chapter 2 – Corporate Governance

2.1 Composition of the Board of Directors

Lip-Bu Tan*

Chief Executive Officer of Intel Corporation

<p>Age: 66 years</p> <p>Nationality: American</p> <p>Business address: One California Street, Suite 1750, San Francisco, CA 94111, United States</p> <p>8,700 Schneider Electric SE shares</p>	<p>Board committee</p> <div style="display: flex; justify-content: center; gap: 10px;"> ● ● </div> <p>Attendance rate at:</p> <table style="width: 100%; text-align: center;"> <tr> <td>Board meetings</td> <td>Committee meetings</td> </tr> <tr> <td style="font-size: 1.2em;">100%</td> <td style="font-size: 1.2em;">93%</td> </tr> </table>	Board meetings	Committee meetings	100%	93%
Board meetings	Committee meetings				
100%	93%				

Experience and qualifications

Lip-Bu Tan is currently Chief Executive Officer of Intel Corporation. Previously, he was the Executive Chairman of Cadence Design Systems, Inc. from which he retired as Chief Executive Officer in 2021. Lip-Bu Tan held management positions at EDS Nuclear and ECHO Energy before becoming Vice-President of Chappell & Co. He also serves as Chairman of Walden International, a venture capital firm he founded in 1987, and as Founding Managing Partner of Celesta Capital and Walden Catalyst Ventures, a venture capital firm focused on investing in core technology companies. After joining the Board of Cadence Design Systems, Inc. in 2004, Lip-Bu Tan was appointed as Chief Executive Officer in 2009, a position that he held until December 2021. At that time, he transitioned to his role of Executive Chairman of Cadence Design Systems, Inc. from which he retired in 2023. In March 2025, he became Chief Executive Officer and Director of Intel Corporation. Lip-Bu Tan 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
 Current term started: 2023
 Term ends: 2027

Current external directorships

Other directorships at listed companies:

Director of **Intel Corporation** (USA).

Other directorships:

Director of Greenstone Biosciences (USA), Proteantecs (Israel), SambaNova Systems, Inc. (USA), and The Electronic System Design Alliance (ESD Alliance) (USA); Member of the board of trustees and the School of Engineering Dean's Council at Carnegie Mellon University (CMU) (USA); Advisory Board member of the College of Engineering, and Compute, Data Science & Social Division at University of California, Berkeley (USA); Member of UCSF Executive Health Council (USA); Global Advisory board Member of METI Japan (Japan); Member of the board of Global Semiconductor Alliance (GSA) (USA); Member of The Business Council and Committee 100 (USA).

Previous directorships

Previous directorships held in the past five years:

Director of Datachat, Inc. (USA), Exostella, Inc. (USA), Galileo Technologies, Inc. (USA), Osdyne, Inc. (USA), 3DGS Inc. (USA), Agita Labs (USA), DustPhotonics (Israel), Artera (USA), LightBits Labs (Israel), Movandi Corporation (USA), Prosimo, Inc. (USA), Rivos, Inc. (USA), Speedata.io (Israel), and Vayyar Imaging (Israel); Chairman of the Board of **Credo Technology Group Holding Ltd** (Cayman Islands); Director of RF Pixels, Inc. (USA) and **Intel Corporation** (USA); Chairman of **Cadence Design Systems, Inc.** (USA); Director of Advanced Micro-Fabrication Equipment Inc. (Shanghai) and **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), CNEX Labs, Inc. (USA), Fungible, Inc. (USA), Innovium, Inc. (USA), Komprise (USA), NuVia, Inc. (USA), Oryx Vision (Israel), Rosetal System Information Ltd. (Israel), HiDeep, Inc. (South Korea), and Silicon Mitus, Inc. (South Korea).

Skills



Bruno Turchet

Vice-President Global Supply Chain Strategy Deployment

<p>Age: 52 years</p> <p>Nationality: French</p> <p>Business address: Schneider Electric, 160, avenue des Martyrs, 38000 Grenoble, France</p> <p>531⁽¹⁾ Schneider Electric SE shares</p>	<p>Board committees</p> <div style="display: flex; justify-content: center; gap: 10px;"> ● </div> <p>Attendance rate at:</p> <table style="width: 100%; text-align: center;"> <tr> <td>Board meetings</td> <td>Committee meetings</td> </tr> <tr> <td style="font-size: 1.2em;">100%</td> <td style="font-size: 1.2em;">100%</td> </tr> </table>	Board meetings	Committee meetings	100%	100%
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 to 2005). He joined Schneider Electric in 2005 and has worked 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, and then became Vice-President Industrialization for Home & Distribution Europe Division until 2024. Since July 2024, Bruno Turchet is Vice-President Global Supply Chain Strategy Deployment. In April 2021, he was appointed Employee Director. Bruno Turchet holds a Master of Science Degree in Engineering & Quality from the University of Besançon (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
 Current term started: 2025
 Term ends: 2029

Current external directorships

Other directorships at listed companies:

None.

Other directorships:

None.

Previous directorships

Previous directorships held in the past five years:

None.


Skills



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

(1) Held directly or through the FCPE (*Fonds Commun de Placement d'Entreprise*, corporate mutual fund).

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



Elynn Shook

Observer

Age: 62 years

Nationality: American

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

0 Schneider Electric SE shares

Board committees	
●	
Attendance rate at:	
Board meetings	Committee meetings
100%	100%

Experience and qualifications

Elynn Shook is the former Chief Leadership and Human Resources Officer of Accenture. She began her career in 1985 at Marriott International, Inc. as manager in charge of catering sales. Elynn Shook joined Accenture in 1988 as Director of Human Resources. Between 2002 and 2014, she held various management positions and served successively as Head of Global Human Resources, Strategy and Compensation (2002 to 2004), Lead of Global Human Resources (2004 to 2011), Senior Managing Director of Human Resources and Head of Human Resources Centers of Expertise and HRBP Organization (2011 to 2014). In 2014, Elynn Shook was appointed as Chief Leadership and Human Resources Officer of Accenture, position from which she stepped down in 2024. Elynn Shook is an executive committee member of the Professional Roundtable of Chief Human Resource Officers and serves on the Board for the National Academy of Human Resources. She is a Board member at Baldwin Group and SanDisk where she chairs both Compensation Committees. Elynn Shook holds a Bachelor of Science degree from Purdue University (United States).

Term of office

Appointment as an Observer: October 2025
 Candidate to appointment as a Director: 2026

Current external directorships

Other directorships at listed companies:
 Director of **Baldwin Group** (USA); and **SanDisk** (USA).

Other directorships:

Executive committee member of the Professional Roundtable of Chief Human Resource Officers (USA); member of the Board of the National Academy of Human Resources (USA).

Previous directorships

Previous directorships held in the past five years:
 None.

Skills



2.1.4 Skills and diversity within the Board

General diversity policy within the Board of Directors

The Board of Directors pays due attention to its composition and that of its committees. It relies on the works of the Governance, Nominations & Sustainability 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 gender representation on the Board;
- It appoints persons with the expertise required for developing and overseeing the implementation of 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.

Employee representation within the Board of Directors

The Board of Directors includes three employee Directors: two employee representatives, namely Mrs. Rita Félix and Mr. Bruno Turchet, and one employee shareholders representative, Mrs. Laura Ding.

Pursuant to Article L. 225-27-1 of the French Commercial Code, the number of directors representing employees is at least equal to two in companies whose number of directors is greater than eight. In accordance with the procedure provided in Article 11.4 of the Articles of Association, and in line with the prescription of Article L. 225-27-1 of the French Commercial Code, the French employee representative, Mr. Bruno Turchet, is designated by the trade union which obtained the highest number of votes at the most recent elections which is as of today, Force Ouvrière, and the second Director representing employees, Mrs. Rita Félix, is appointed by the European Works Council, employee representative body of the Company set up in pursuance of Article L. 2352-16 of the French Labor Code, thereby ensuring a higher representation of the Group employees within the Board.

The Director representing the employee shareholders is appointed according to the procedure provided in Article 11-3 of the Articles of Association which stipulates that when employee shareholders hold more than 3% of the capital at the close of a given financial year, their representative is elected by the Annual Shareholders' Meeting from the candidates appointed by the supervisory boards of the FCPEs invested in company shares or by the employee shareholders when their shares are held directly.

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Chapter 2 – Corporate Governance

2.1 Composition of the Board of Directors

Gender diversity within the Board

As prescribed by Articles 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 are not counted to assess said proportion of 40% (Article L. 225-27-1 of the French Commercial Code).

The Directors representing the employees constitute a separate college for the purpose of complying with the obligation of balanced representation of women and men provided for in Article L. 225-27-2 of the French Commercial Code, the composition of which complies with the provisions of Article R. 225-60-3 of the French Commercial Code.

The gender diversity ratio of the Board of Directors, should the appointments of Mrs. Elyn Shook and Mr. François Jackow be confirmed at the 2026 Annual Shareholders' Meeting, will reach 46% women (excluding the Employee Directors).

Gender diversity policy within the management of the Company

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 proportion of women at the Executive Committee level was 33% in 2025 (vs. 40% in 2024). For the leadership pool, comprising of the top leaders (Vice-Presidents and above, excluding direct reports to the CEO; around 1,145 employees), the female representation is 32% (+1pt vs. 2024).

At its meeting on October 29, 2025, 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⁽¹⁾ are set to:

- At least 40% women at the Executive Committee; and
- At least 40% women among the leadership (Vice-President and above; around 1,145 employees).

To achieve these objectives and further improve gender diversity, the Group aims at attracting female talents by offering a leadership training 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. 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. This assessment is based in particular on the one made by each Director as part of the self-assessment of the Board and on the continuous work of the Governance, Nominations & Sustainability Committee with the review of peer comparison.

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 the 2025 Universal Registration Document can be summarized as follows:

	Jean-Pascal Tricoire	Fred Kindle	Nive Bhagat	Giulia Chierchia	Clotilde Debos	Laura Ding	Rita Félix	Philippe Knoche	Linda Knoll	Jill Lee	Anna Ohlsson-Leijon	Abhay Parasnis	Anders Runevad	Lip-Bu Tan	Bruno Turchet	Elyn Shook	Total
★ Public company management	●	●	●	●	●			●	●	●	●	●	●	●		●	13
€ Corporate finance	●	●	●	●	●			●		●	●		●	●			10
📊 Accounting, audit & risk			●		●					●	●						4
🌐 International markets	●	●	●	●	●	●		●	●	●	●	●	●	●		●	14
🏭 Industry knowledge	●	●		●		●		●		●			●	●	●		9
🏢 Employee perspective & knowledge of the Group	●					●	●								●		4
💻 Digital & software	●		●			●		●				●		●			6
🌱 Environment/Climate	●			●	●								●				4
🤝 Social	●	●						●	●				●	●		●	7
📋 Governance, law, ethics & compliance	●	●		●	●			●			●						6

(1) This gender balance metric is not connected to any incentive structure, and does not apply to territories that prohibit such ambition. The Schneider Electric policy is to always select the best candidate for any position based on skills, experience and potential (irrespective of their gender, age, origin, disability, appearance, etc.).

	Skills	Definition
Core Skills	Public company management	Directors with experience in executive leadership positions of public companies. These positions include industry CEOs as well as other top executive positions (e.g., CEO of private companies, 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 finance role (e.g., financial reporting responsibilities). Also, expertise in risk management gained from subject matter expertise or responsibility for corporate risk management.
	International markets	Directors who have spent a large portion of their career in, or have been directly responsible for, foreign markets.
	Industry knowledge	Directors who have gained experience in energy, electricity, and automation sectors.
	Employee perspective & knowledge of the Group	Directors who are also employees of the Group and have gained a deep and inside knowledge of the Group.
	Digital & software	Directors who have gained technical or managerial experience directly in information technology, cybersecurity, digitization, software, data, artificial intelligence, and innovative technologies in relevant industries.
	Environment/Climate	To join the Schneider Board, all directors need to demonstrate during their recruitment process a strong commitment as well as a good understanding of environmental and climate topics. In this skills are highlighted directors who have made very significant contributions to either sustainability in business, climate change, or have important notoriety for promoting sustainable business in the wider economy. This skill does include technical expertise such as experience in innovative green technologies.
	Social	Directors who have gained experience and knowledge in social matters, and notably Human Resources/Human Capital Management. This also include former CEOs of public companies who have gained for a long period of time expertise from responsibility, management, and supervision of social matters at the highest level.
	Governance, law, ethics & compliance	Directors with advanced and relevant legal qualification or experience in a corporate legal, or corporate governance 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.

	Skills	Acquisition of skills
Jean-Pascal Tricoire	Public company management	<ul style="list-style-type: none"> Former Chief Executive Officer of Schneider Electric SE
	Corporate finance	<ul style="list-style-type: none"> Former Chief Executive Officer of Schneider Electric SE
	International markets	<ul style="list-style-type: none"> American, European, and Asian markets
	Industry knowledge	<ul style="list-style-type: none"> Large portion of career spent at Schneider Electric
	Employee perspective & knowledge of the Group	<ul style="list-style-type: none"> Large portion of career spent at Schneider Electric Former Schneider Electric Group employee
	Digital & software	<ul style="list-style-type: none"> Built-up most of the software and digital business of Schneider Electric when CEO Director of Qualcomm, Inc.
	Environment/Climate	<ul style="list-style-type: none"> Significant contribution made to sustainability through his business activities Well known for promoting sustainable activities Member of the board of directors of the United Nations Global Compact, and President of Global Compact France for six years Chairman of the Governance, Nominations & Sustainability Committee of Schneider Electric SE
	Social	<ul style="list-style-type: none"> Former Chief Executive Officer of Schneider Electric SE
	Governance, law, ethics & compliance	<ul style="list-style-type: none"> Chairman of the Board of Directors of Schneider Electric SE Chairman of the Governance, Nominations & Sustainability Committee of Schneider Electric SE

Fred Kindle	Public company management	<ul style="list-style-type: none"> Former Chief Executive Officer of ABB and of Sulzer AG
	Corporate finance	<ul style="list-style-type: none"> Former Chief Executive Officer of ABB and of Sulzer AG
	International markets	<ul style="list-style-type: none"> European market
	Industry knowledge	<ul style="list-style-type: none"> Former Chief Executive Officer of ABB
	Social	<ul style="list-style-type: none"> Former Chief Executive Officer of ABB and of Sulzer AG
	Governance, law, ethics & compliance	<ul style="list-style-type: none"> Vice-Chairman & Lead Independent Director of Schneider Electric SE Former Chairman of the former Governance & Remunerations Committee of Schneider Electric SE

Chapter 2 – Corporate Governance

2.1 Composition of the Board of Directors

	Skills	Acquisition of skills
Nive Bhagat	Public company management	<ul style="list-style-type: none"> Chief Financial Officer of Capgemini
	Corporate finance	<ul style="list-style-type: none"> Chief Financial Officer of Capgemini
	Accounting, audit & risk	<ul style="list-style-type: none"> Chief Financial Officer of Capgemini Worked at PricewaterhouseCoopers before joining KPMG's Corporate Finance team Holds a bachelor's degree in economics and is a Chartered Accountant from the Institute of Chartered Accountants of India
	International markets	<ul style="list-style-type: none"> European and Asian markets
	Digital & software	<ul style="list-style-type: none"> Chief Financial Officer of Capgemini Former Chief Executive Officer of Capgemini's global Cloud, Cyber and Infrastructure business
Giulia Chierchia	Public company management	<ul style="list-style-type: none"> Former Executive Vice-President Strategy, Sustainability and Ventures at BP
	Corporate finance	<ul style="list-style-type: none"> Worked as an analyst in the corporate banking division of UniCredit Bank Worked for McKinsey & Company from 2006 to 2020 Worked as responsible for BP's ventures arm
	International markets	<ul style="list-style-type: none"> European market
	Industry knowledge	<ul style="list-style-type: none"> Led the global downstream oil and gas practice as a Senior Partner of McKinsey & Company Worked for BP group from 2020 to 2025
	Environment/Climate	<ul style="list-style-type: none"> Former Executive Vice-President Strategy, Sustainability and Ventures at BP Was Senior Partner of McKinsey & Company leading the global downstream oil and gas practice and advising clients regarding their decarbonization strategy
	Governance, law, ethics & compliance	<ul style="list-style-type: none"> Former Executive Vice-President Strategy, Sustainability and Ventures at BP in charge, in particular, of ethics and compliance, capital allocation, and investment governance for the company
Clotilde Delbos	Public company management	<ul style="list-style-type: none"> Former Acting Chief Executive Officer and former Deputy Chief Executive Officer of Renault SA Former Chief Financial Officer of Renault group
	Corporate finance	<ul style="list-style-type: none"> Former Chief Financial Officer of Renault group Former Chairwoman of the Board of Directors of RCI Banque & Services
	Accounting, audit & risk	<ul style="list-style-type: none"> Held various positions in Internal Audit, Treasury, and Mergers & Acquisitions at Pechiney group Former Chief Risk Officer at Constellium Former Chief Financial Officer of Renault group
	International markets	<ul style="list-style-type: none"> European market
	Environment/Climate	<ul style="list-style-type: none"> Former Chief Executive Officer of the Mobilize brand of the Renault group, a company dedicated to new forms of mobility providing the means to make the shift towards Net-Zero, by offering solutions for both emission-free transport and a less carbon-intensive electricity mix Long experience within the Pechiney group (from 1992 to 2005), and then in the automotive industry within the Renault group (from 2012 to 2023)
	Governance, law, ethics & compliance	<ul style="list-style-type: none"> Worked at PricewaterhouseCoopers Former Chief Risk Officer at Constellium Former Group Director of Performance and Control at Renault group Former Chief Financial Officer of Renault group (with responsibility of the Internal Control Department) and Chairwoman of the Board of Directors of RCI Banque Former Acting Chief Executive Officer of Renault SA
Laura Ding	International markets	<ul style="list-style-type: none"> Asian market
	Industry knowledge	<ul style="list-style-type: none"> Joined Schneider Electric in 2010 and worked in a multitude of diverse functions (Customer Service & Quality Manager, Senior Offer Management & Strategy Manager, Digital/AVEVA Competency Center & Business Development Director, Vice-President of Process Automation & Digital) Currently Senior Vice-President of Industrial Automation China at Schneider Electric China and East Asia Operation
	Employee perspective & knowledge of the Group	<ul style="list-style-type: none"> Schneider Electric Group employee
	Digital & software	<ul style="list-style-type: none"> Former Digital/AVEVA Competency Center & Business Development Director at Schneider Electric Former Vice-President of Process Automation & Digital at Schneider Electric

	Skills	Acquisition of skills
Rita Félix	Employee perspective & knowledge of the Group	<ul style="list-style-type: none"> Schneider Electric Group employee
Phillipe Knoche	Public company management	<ul style="list-style-type: none"> Former Chief Executive Officer of Areva and Orano
	Corporate finance	<ul style="list-style-type: none"> Former Chief Executive Officer of Areva and Orano
	International markets	<ul style="list-style-type: none"> European market
	Industry knowledge	<ul style="list-style-type: none"> Large portion of career spent at Areva and Orano
	Digital & software	<ul style="list-style-type: none"> Senior Executive Vice-President Operations and Performance of Thales
	Social	<ul style="list-style-type: none"> Former Chief Executive Officer of Areva and Orano
	Governance, law, ethics & compliance	<ul style="list-style-type: none"> Former Director and Chairperson of the Governance and Compensation Committee of Thales from 2020 to 2023
Linda Knoll	Public company management	<ul style="list-style-type: none"> Former Chief Human Resources Officer at Fiat Chrysler Automobiles
	International markets	<ul style="list-style-type: none"> American market
	Social	<ul style="list-style-type: none"> Former Chief Human Resources Officer at CNH Industrial (2007 to 2019) and Fiat Chrysler Automobiles (from 2011 to March 2021)
Jill Lee	Public company management	<ul style="list-style-type: none"> Former Chief Financial Officer of Sulzer Ltd
	Corporate finance	<ul style="list-style-type: none"> Former Chief Financial Officer of Sulzer Ltd
	Accounting, audit & risk	<ul style="list-style-type: none"> Former Chief Financial Officer of Sulzer Ltd Has been Country Chief Financial Officer in Singapore, and North-East Asia Chief Financial Officer in China at Siemens Has been North-Asia Chief Financial Officer in China at ABB Chaired the audit committees of Sulzer Ltd (2011 to 2018), Signify N.V. (2017 to 2020), and medmix Ltd (2021 to 2022)
	International markets	<ul style="list-style-type: none"> European and Asian markets
	Industry knowledge	<ul style="list-style-type: none"> Large portion of career spent at Siemens and ABB
Anna Ohlsson-Leijon	Public company management	<ul style="list-style-type: none"> Former Executive Vice-President at AB Electrolux and former Chief Executive Officer of Business Area Europe & APACMEA
	Corporate finance	<ul style="list-style-type: none"> Former Executive Vice-President of AB Electrolux and former Chief Executive Officer of Business Area Europe & APACMEA Former Chief Financial Officer of AB Electrolux
	Accounting, audit & risk	<ul style="list-style-type: none"> Held various senior positions in corporate functions AB Electrolux including Director Internal Audit & Global Program Manager Sarbanes-Oxley Act, Group Treasurer, Head of Corporate Control & Services, and Chief Financial Officer Major Appliance EMEA
	International markets	<ul style="list-style-type: none"> European and Asia Pacific, Middle East Africa markets
	Governance, law, ethics & compliance	<ul style="list-style-type: none"> Worked at PricewaterhouseCoopers Held various senior positions in corporate functions at AB Electrolux including Director Internal Audit & Global Program Manager Sarbanes – Oxley Act (2003 to 2005), and Head of Management Assurance & Special Assignments (until 2008)
Abhay Parasnis	Public company management	<ul style="list-style-type: none"> Founder & Chief Executive Officer of Typeface AI Has been Executive Vice-President & Chief Technology Officer of Adobe, Inc.
	International markets	<ul style="list-style-type: none"> American and Asian markets
	Digital & software	<ul style="list-style-type: none"> Founder & Chief Executive Officer of Typeface AI, a generative AI company Worked at Adobe, Inc., a software company that provides digital marketing and media solutions

Chapter 2 – Corporate Governance

2.1 Composition of the Board of Directors

	Skills	Acquisition of skills
Anders Runevad	Public company management	<ul style="list-style-type: none"> Former Chief Executive Officer of Vestas Wind Systems A/S
	Corporate finance	<ul style="list-style-type: none"> Former Chief Executive Officer of Vestas Wind Systems A/S
	International markets	<ul style="list-style-type: none"> European and Asian markets
	Industry knowledge	<ul style="list-style-type: none"> Former Chief Executive Officer of Vestas Wind Systems A/S
	Environment/Climate	<ul style="list-style-type: none"> Current Chairman and former Chief Executive Officer of Vestas Wind Systems A/S, Danish wind turbine design, manufacture and installation company, a position he held from 2013 to 2019
	Social	<ul style="list-style-type: none"> Former Chief Executive Officer of Vestas Wind Systems A/S
Lip-Bu Tan	Public company management	<ul style="list-style-type: none"> Chief Executive Officer of Intel Corporation Former Executive Chairman of Cadence Design Systems, Inc.
	Corporate finance	<ul style="list-style-type: none"> Chief Executive Officer of Intel Corporation Former Executive Chairman of Cadence Design Systems, Inc.
	International markets	<ul style="list-style-type: none"> American market
	Industry knowledge	<ul style="list-style-type: none"> Chief Executive Officer of Intel Corporation Former Executive Chairman of Cadence Design Systems, Inc.
	Digital & software	<ul style="list-style-type: none"> Chief Executive Officer of Intel Corporation Former Executive Chairman of Cadence Design Systems, Inc.
	Social	<ul style="list-style-type: none"> Chief Executive Officer of Intel Corporation Former Executive Chairman of Cadence Design Systems, Inc.
Bruno Turchet	Industry knowledge	<ul style="list-style-type: none"> Joined Schneider Electric in 2005 and worked in many different operations (Project Technical Leader for Low Voltage Equipment, Low & Medium Voltage Equipment R&D Manager, New Products Industrialization Director of Final Distribution Line of Business, Vice-President Industrialization for Home & Distribution Europe Division) Currently Vice-President Global Supply Chain Strategy Deployment
	Employee perspective & knowledge of the Group	<ul style="list-style-type: none"> Schneider Electric Group employee
Eilyn Shook	Public company management	<ul style="list-style-type: none"> Former Chief Leadership and Human Resources Officer of Accenture from 2014 to 2024
	International markets	<ul style="list-style-type: none"> American market
	Social	<ul style="list-style-type: none"> Former Chief Leadership and Human Resources Officer of Accenture from 2014 to 2024 Current Chairwoman of the Compensation Committee of Baldwin Group and SanDisk

2.2 Board of Directors activities

2.2.1 Board of Directors activities in 2025

The Board held seven meetings in 2025 (vs. eight in 2024). The meetings lasted eight hours and 26 minutes on average with an average participation rate of Directors of 100% (vs. 97% in 2024), all Directors having an attendance rate of 100% as shown in the table summarizing the Directors' individual attendance at Board meetings.

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

Business and financial results

- Review and approval of the 2024 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 2025;
- Review of the first and third quarterly results and reports prepared by Senior Management;
- Review of the Group's 2025 guidance set in February;
- Proposal to the Annual Shareholders' Meeting that the dividend be set at EUR 3.90 per share;
- Update, 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 2025 risk matrix, the framework design, and the deployment status of the Enterprise Risk Management framework;
- Review of the Group Trust Standards and their implementation;
- Review of the Group Ethics & Compliance System;
- Liquidity review;
- Authorization of the Chief Executive Officer to issue bonds convertible into new shares and/or exchangeable for existing shares (OCEANes); and
- Authorization of the Chief Executive Officer to issue sureties, endorsements, and guarantees.

Strategy

- Thorough review of the Group strategy, as every year, as part of a four-day meeting named "Strategy session", held physically in Seattle (USA) from September 8 to 11, 2025, specifically dedicated to the topic;
- Review, during this Strategy session, on an in-depth strategy analysis of Energy Management, Industrial Automation, New Energy Landscape/Software Defined Power, AVEVA strategy, North America, and China;
- Authorization or review of external growth and divestment operations (such as Motivair, and Schneider Electric India Private Limited);
- Review of the portfolio;
- Updates on cybersecurity and artificial intelligence; and
- Information about moves and changes concerning competitors of Schneider Electric.

Corporate governance & sustainability

- Thorough review, as every year, of the succession planning of the Corporate Officers and top management;
- Deliberation on the composition of its membership and that of its committees and the principle of balanced gender representation;
- Review of the mission assigned to each Committee;
- Deliberation 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;
- Update on the meetings with major shareholders conducted by the Chairman and the Vice-Chairman & Lead Independent Director on governance topics;
- Update on the salary review of members of the Executive Committee;
- Review of the Group's Inclusion & Care program;
- Decision on the implementation of the 2025 Long-term incentive plan;
- Recorded the calculation of the level of achievement of performance conditions applicable to Performance Share plans n° 40, 41, 41bis, 41ter, 42, 42bis, 43, 42ter, 42quater, 44, 45, 45bis, 44bis, and 45ter;
- Decision of capital increases reserved for employees;
- Reviewed the CSR strategy, results, and targets of the Schneider Sustainability Impact 2021-2025;
- Prepared the CSR strategy Schneider Sustainability Impact 2026-2030;
- Review of the publication by the Company of the Corporate Sustainability Reporting Directive (CSRD) report;
- 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".

Chapter 2 – Corporate Governance

2.2 Board of Directors activities

Business and financial results

Annual Shareholders' Meeting

The Board approved the agenda and draft resolutions of the 2025 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 2025 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 1.3.3 of the internal regulations, the Vice-Chairman & Lead Independent Director convenes executive sessions of the Board of Directors (with non-executive members of the Board of Directors and without the Chairperson attending) when he deems appropriate at the end of Board meetings. In 2025, the Board of Directors held five executive sessions, vs. six in 2024, including two without the Chairman of the Board of Directors attending.

In addition, when the Board debated and determined the compensation of the Corporate Officers, the interested parties were not present, as prescribed by Article 11.2 of the internal regulations, unless solicited to provide information on specific issues.

2.2.2 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 the third quarter of 2025

An internal assessment of the activities of the Board of Directors was conducted in the third quarter of 2025 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, Nominations & Sustainability Committee meeting on October 2, 2025, and a summary report was presented to the Board of Directors on October 29, 2025. The Chairman and 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) Implementation of the change of Chief Executive Officer; (v) Deep dive on the Strategy session; (vi) On-boarding program of the new members; (vii) Effective contribution of each Director; and (viii) 2026 top Board priorities.

Key findings

Board functioning

- Board size is mostly considered as adequate;
- Involvement and contribution of Board members is still perceived as high;
- Perfect balance between the Chairman and the Vice-Chairman & Lead Independent Director, described as independent and objective, facilitating open and transparent dialogue, and courageous to deal with sensitive subjects;
- Board members are satisfied with the agendas, which are well-designed and balanced between business, financial, and governance topics;
- Social and environmental dimensions are appropriately included in the decision process of the Board of Directors;
- Succession plan implemented for the change of Chief Executive Officer in 2024 was satisfactory;
- All committees operate properly, and their work is satisfactory and useful to the Board decision-making process; and
- Overall, the on-boarding program is considered as very valuable by the new Board members.

Board and management relationships

- Quality of relations between the Board and the management is seen as transparent, trustful, and supportive (everyone feel free to express his/her opinion);
 - The collaboration between the Chairman of the Board and the Chief Executive Officer is effective; and
 - The Strategy session is high quality, very useful, well organized, and tailored to discuss the key strategic topics for Schneider Electric.
-

Recommendations

- Span of skills brought to the Board could be reinforced in software, artificial intelligence, and technology; and
 - Information provided in advance of Board meetings could be more selective and synthetic, and include an executive summary.
-

2.3 Activities and operating procedures of the committees

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

Committee members are appointed by the Board of Directors on the proposal of the Governance, Nominations & Sustainability 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.

2.3.1 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.



Composition as of December 31, 2025

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
	• Clotilde Delbos	Member	Independent
	• Philippe Knoche	Member	Independent
	• Anna Ohlsson-Leijon	Member	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 4.1.1.2 of the 2025 Universal Registration Document, Mrs. Jill Lee, Mrs. Clotilde Delbos, and Mrs. Anna Ohlsson-Leijon 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. Clotilde Delbos her expertise in finance and industry, as well as her experience in transformations, Mr. Philippe Knoche his expertise in energy and technology as well as his experience in transformations both at a strategic and operational level, and Mrs. Anna Ohlsson-Leijon her professional experience and skills based on a wide-ranging finance and business background.		

Changes in the composition in 2025

- Chairpersonship: no change.
- Membership: no change.

Individual attendance rate in 2025

- Jill Lee **100%**
- Clotilde Delbos **86%**
- Philippe Knoche **100%**
- Anna Ohlsson-Leijon **100%**

Operating procedures

- The Committee meets at the initiative of its Chairperson or at the request from the Chairperson of the Board of Directors or the Chief Executive Officer.
- 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 Chief Executive Officer will not attend the meetings of the Committee.
- 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 Chief Executive Officer 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 Chairperson of the Board of Directors and the Vice-Chairman & Lead Independent Director promptly informed of any difficulties encountered.

* Including the joint meetings with the Governance, Nominations & Sustainability Committee relating to the review of sustainability risks and the resolution Say on Climate and with the Digital Committee on cybersecurity risk review.

Chapter 2 – Corporate Governance

2.3 Activities and operating procedures of the committees

Responsibilities

The Audit & Risks Committee is responsible for preparing the work of the Board of Directors by making recommendations on financial reporting, sustainability reporting, 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"> 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 at Group level have been dealt with appropriately and that rules relating to the scope of consolidation have been complied with; To examine off-balance sheet risks (including those of a social and environmental nature) and commitments as well as the cash situation; To examine the process for drawing up financial information; and To review the 2025 Universal Registration Document as well as the reports on the interim financial statements and other main financial documents.
Sustainability reporting in accordance with the new CSRD regulation	<ul style="list-style-type: none"> To monitor issues relating to the preparation and control of the sustainability information; To monitor the process of preparation of the sustainability information; To monitor the process used to determine what information to disclose in accordance with the sustainability reporting standards; To make recommendations to ensure the integrity of the sustainability reporting; and To report to the Board on the results of the sustainability information certification mission as well as how this mission contributed to the integrity of sustainability information.
Issues related to the statutory auditors and sustainability auditors	<ul style="list-style-type: none"> To make recommendations concerning the appointment or reappointment of the statutory auditors and sustainability auditors; 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; To handle follow-up on legal control of sustainability information made by sustainability auditors, notably by examining the external audit plan and results of controls made by sustainability auditors; and To verify the statutory and sustainability 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.
Following-up on the efficiency of internal control, risk management systems, and compliance program	<ul style="list-style-type: none"> To monitor the effectiveness of the internal control and risk management systems, as well as, where applicable, internal audit, with regard to the procedures relating to the preparation and processing of the financial statements and sustainability information and therefore, more particularly: <ul style="list-style-type: none"> (i) to examine the organization and resources used for internal audit, as well as its annual work program (the Committee shall receive summaries of reports produced on audits on a quarterly basis and the Chairperson of the Committee shall receive these reports in full); (ii) to review Enterprise Risk Management reports including operational risk-mapping and to make sure that measures exist for preventing or minimizing risks; (iii) to examine how to optimize risk coverage on the basis of reports requested from internal audit or risk management functions; (iv) to examine Group internal control measures and look into the results of entities' self-assessments with respect to internal control; to ensure that a relevant process exists for identifying and processing incidents and anomalies; (v) 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; and (vi) to assess cyber risks and the Group's cybersecurity posture (jointly with the Digital Committee).

Activity in 2025

The Audit & Risks Committee reported on its work at the Board's meetings of February 19, July 30, October 29, and December 4, 2025.

Items	Details of missions
Financial statement and financial disclosures	<ul style="list-style-type: none"> Review of the annual and interim financial statements and of the reports on the financial statements; Review of goodwill, the Group's tax position, provisions and pension obligations, or similar obligations; Review of investor relations' documents concerning the annual and interim financial statements; Review of the Group's scope of consolidation; and Review of pension commitments; Review of the capital allocation strategy.

Items	Details of missions
Sustainability reporting	<ul style="list-style-type: none"> Review of the process of preparation of the sustainability information; Double materiality analysis (jointly with the Governance, Nominations & Sustainability Committee).
Internal audit, internal control, risk management, and compliance	<ul style="list-style-type: none"> Review of the risk mapping; Review of the 2026 audit and control missions plan; Review of the main internal audits performed in 2024 and in H1 2025; Review of risks covered by insurance; Status report on the Enterprise Risk Management system; Update on Group Trust Standards and their implementation; Update on the Group Ethics & Compliance system; Cybersecurity risk review (jointly with the Digital Committee); Review of the Management Report; and Review of the main litigations.
Statutory auditors	<ul style="list-style-type: none"> Review of the fees paid to the statutory auditors and to their networks; and Review of the 2025 external audit program.
Corporate governance	<ul style="list-style-type: none"> Say on Climate resolution (jointly with the Governance, Nominations & Sustainability Committee); Recommended dividend for 2025; and Review of the financial authorizations and proposition for their renewal by the Annual Shareholders' Meeting of May 7, 2025.

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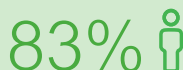
2.3.2 Governance, Nominations & Sustainability Committee



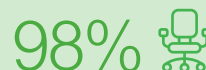
meetings in 2025*



members



of independent Directors



average attendance rate

Composition as of December 31, 2025

The Board of Directors' internal regulations and procedures provide that the Governance, Nominations & Sustainability Committee must have at least three members.	• Jean-Pascal Tricoire	Chairman	Non-independent
	• Fred Kindle	Member	Independent
	• Philippe Knoche	Member since October 29, 2025	Independent
	• Linda Knoll	Member	Independent
	• Jill Lee	Member since October 29, 2025	Independent
	• Anders Runevad	Member	Independent

Changes in the composition in 2025

- Chairpersonship: no change.
- Membership: Mr. Léo Apotheker and Mr. Gregory Spierkel left the Committee respectively on May 7 and October 28, 2025. Mr. Philippe Knoche and Mrs. Jill Lee were appointed as members of the Committee with effect on October 29, 2025.

Individual attendance rate in 2025

- Jean-Pascal Tricoire **100%**
- Fred Kindle **100%**
- Philippe Knoche **100%**
- Linda Knoll **100%**
- Jill Lee **100%**
- Anders Runevad **88%**

Operating procedures

- The Committee meets at the initiative of its Chairperson or at the request of the Chairperson of the Board of Directors or the Chief Executive Officer.
- The agenda is drawn up by the Chairperson, after consultation with the Chairperson of the Board of Directors.
- The Committee shall meet at least three times a year.
- The Committee may hear any person it wishes.
- The Secretary of the Board of Directors is the secretary of the Committee.

* Including the joint meetings with the Audit & Risks Committee relating to the review of sustainability risks and the resolution Say on Climate and with the Human Capital & Remunerations Committee relating to the 2026 Long-term incentive plan.

Chapter 2 – Corporate Governance

2.3 Activities and operating procedures of the committees

Responsibilities	
Items	Details of missions
Appointments and succession plans	<ul style="list-style-type: none"> To formulate proposals to the Board of Directors in view of any appointment made to the Board of Directors: Directors or Observers, Chairperson of the Board of Directors, Vice-Chairperson & Lead Independent Director, Chairpersons and members of committees; To formulate proposals to the Board of Directors in view of any appointment of Executive Corporate Officers: Chief Executive Officer and/or Deputy Chief Executive Officer; To ensure the implementation of a procedure for the preparation of succession plans for the Directors and Corporate Officers in the event of an unforeseen vacancy; To examine succession plans for key Group executives; and To be informed of any nomination of members of the Executive Committee and of the main Group executives.
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"> To ensure that the AFEP-MEDEF Corporate Governance Code to which the Company refers is applied; To discuss governance issues related to the functioning and organization of the Board and its committees; To propose on the conditions in which the regular evaluation of the Board is carried out; To discuss the qualification of Directors as independent, which is reviewed by the Board every year prior to publication of the annual report; To conduct a review of the committees that are in charge of preparing the Board's work; To review the implementation of the assessment process relating to the qualification of the related-party agreements as "current" or "regulated"; To prepare the decisions by the Board with regard to the update of its internal regulations; and To prepare the draft corporate governance report of the Board of Directors.
Sustainability and corporate governance	<ul style="list-style-type: none"> To ensure that the long-term commitments in terms of sustainability undertaken by the Company are implemented; To review the Group Sustainability strategy including the Climate strategy and follow up on the progress made on a regular basis; and To review the sustainability risks (jointly with the Audit & Risks Committee).
Activity in 2025	
The Governance, Nominations & Sustainability Committee reported on its work at the Board's meetings of February 19, May 7, July 30, September 8-11, October 29, and December 4, 2025.	
Items	Details of missions
Proposals to the Board of Directors	<ul style="list-style-type: none"> Composition of the Board of Directors and its committees; Definition of the ESG criteria for long-term (LTIP) compensation of Corporate Officers (jointly with the Human Capital & Remunerations Committee); Amendments of the Articles of Association and internal regulations; Training program for the Directors representing the employees for 2025; Sustainability strategy including Climate (Schneider Sustainability Index 2030); and Say on Climate resolution (jointly with the Audit & Risks Committee).
Reports to the Board of Directors	<ul style="list-style-type: none"> Review of the succession plan for the Executive Committee members; Review of the progress made on the Schneider Sustainability Impact (SSI); Inclusion & Care program progress; and Double materiality analysis (jointly with the Audit & Risks Committee); Review of the investors' feedback during the governance roadshows and vote at the Annual Shareholders' Meeting.
Self-assessment of the Board of Directors	<ul style="list-style-type: none"> Review of the report and findings of the internal self-assessment of the Board of Directors.
Shareholder engagement	<ul style="list-style-type: none"> Reporting on the Chairman of the Board's and Vice-Chairman & Lead Independent Director's meetings with governance analysts within the main shareholders: 34 face-to-face or phone meetings were held, covering 44.6% 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 Chairman of the Board of Directors", section 4.1.4.1 of Chapter 4 of this Universal Registration Document).

2.3.3 Human Capital & Remunerations Committee

4 

meetings in 2025*

6 

members

100% 

of independent Directors**

100% 

average attendance rate

Composition as of December 31, 2025

The Board of Directors' internal regulations and procedures provide that the Human Capital & Remunerations Committee must have at least three members.	• Linda Knoll	Chairwoman	Independent
	• Nive Bhagat	Member	Independent
	• Rita Félix	Member	Employee Director
	• Fred Kindle	Member	Independent
	• Anna Ohlsson-Leijon	Member	Independent
	• Ellyn Shook	Member since October 15, 2025	Observer

Changes in the composition in 2025

- Chairmanship: no change.
- Membership: Mrs. Ellyn Shook was appointed as a member of the Committee with effect on October 15, 2025.

Individual attendance rate in 2025

- Linda Knoll **100%**
- Nive Bhagat **100%**
- Rita Félix **100%**
- Fred Kindle **100%**
- Anna Ohlsson-Leijon **100%**
- Ellyn Shook **100%**

Operating procedures

- The Committee meets at the initiative of its Chairperson or at the request from the Chairperson of the Board of Directors or the Chief Executive Officer.
- The agenda is drawn up by the Chairperson, after consultation with the Chairperson of the Board of Directors.
- The Committee shall meet at least three times a year.
- The Committee may hear any person it wishes.
- The Chief Human Resources Officer is the secretary of the Committee.

Responsibilities

Items	Details of missions
Employee shareholding schemes and share allocation plans	<ul style="list-style-type: none"> • To prepare the Board of Directors' deliberations on employee shareholding; and • To formulate proposals to the Board of Directors on setting up the Long-term incentive plans such as grant of stock options or performance/restricted shares.
Compensation of Corporate Officers and Directors	<ul style="list-style-type: none"> • To formulate proposals to the Board of Directors on the compensation policy of the Chairperson of the Board of Directors and Executive Corporate Officers (Chief Executive Officer, and/or Deputy Chief Executive Officer, if any), ensuring in particular its alignment with the corporate interest. The Committee shall prepare annual assessments of the persons concerned and 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; • To review the compensation of the members of the Executive Committee; and • To propose an amount of the remuneration package for Directors to be submitted to the annual general shareholders' meeting and the method of distribution.
Human resources	<ul style="list-style-type: none"> • To review the social impact of major reorganization projects and major human resource policies; and • To review risk management in relation to human resources.





Activity in 2025

The Human Capital & Remunerations Committee reported on its work at the Board's meetings of February 19, October 29, and December 4, 2025.

Items	Details of missions
Proposals to the Board of Directors	<ul style="list-style-type: none"> • 2025 Long-term incentive plan, and implementation of specific Performance Share plans to support the recruitment and the retention policy; • Compensation of Corporate Officers (amount and structure of 2025 compensation, 2025 objectives, and level of achievement of 2024 objectives), and allocation to them of Performance Shares as part of the Long-term incentive plan; • 2026 Worldwide Employee Share Ownership Plan (WESOP); • Directors' compensation; • Pay equity ratio.
Reports to the Board of Directors	<ul style="list-style-type: none"> • Review of the compensation of the members of the Executive Committee; • Talent strategy; • Review of the investors' feedback during the governance roadshows and vote at the Annual Shareholders' Meeting.

* Including the joint meeting with the Governance, Nominations & Sustainability relating to the 2026 Long-term incentive plan.

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

2.3.4 Investment Committee																			
 5 meetings in 2025	 6 members	 80% of independent Directors*	 100% average attendance rate																
Composition as of December 31, 2025																			
The Board of Directors' internal regulations and procedures provide that the Investment Committee must have at least three members.	<table border="1"> <tr> <td>• Anders Runevad</td> <td>Chairman since October 29, 2025</td> <td>Independent</td> </tr> <tr> <td>• Giulia Chierchia</td> <td>Member</td> <td>Independent</td> </tr> <tr> <td>• Jill Lee</td> <td>Member</td> <td>Independent</td> </tr> <tr> <td>• Lip-Bu Tan</td> <td>Member</td> <td>Independent</td> </tr> <tr> <td>• Jean-Pascal Tricoire</td> <td>Member</td> <td>Non-independent</td> </tr> <tr> <td>• Bruno Turchet</td> <td>Member</td> <td>Employee Director</td> </tr> </table>	• Anders Runevad	Chairman since October 29, 2025	Independent	• Giulia Chierchia	Member	Independent	• Jill Lee	Member	Independent	• Lip-Bu Tan	Member	Independent	• Jean-Pascal Tricoire	Member	Non-independent	• Bruno Turchet	Member	Employee Director
• Anders Runevad	Chairman since October 29, 2025	Independent																	
• Giulia Chierchia	Member	Independent																	
• Jill Lee	Member	Independent																	
• Lip-Bu Tan	Member	Independent																	
• Jean-Pascal Tricoire	Member	Non-independent																	
• Bruno Turchet	Member	Employee Director																	
Changes in the composition in 2025																			
<ul style="list-style-type: none"> Chairmanship: Mr. Anders Runevad was appointed as Chairperson of the Committee with effect on October 29, 2025, in replacement of Mr. Gregory Spierkel. Membership: Mr. Léo Apotheker and Mrs. Xiaoyun Ma left the Committee on May 7, 2025. Mr. Gregory Spierkel left the Committee on October 28, 2025. 																			
Individual attendance rate in 2025																			
<ul style="list-style-type: none"> Anders Runevad 100% Giulia Chierchia 100% Jill Lee 100% Lip-Bu Tan 100% Jean-Pascal Tricoire 100% Bruno Turchet 100% 																			
Operating procedures																			
<ul style="list-style-type: none"> The Committee meets at the initiative of its Chairperson or at the request from the Chairperson of the Board of Directors or the Chief Executive Officer. The agenda is drawn up by the Chairperson, after consultation with the Chairperson of the Board of Directors. The Committee shall meet three times a year. In order to carry out its assignments, the Committee may hear any person it wishes. The Chief Executive Officer will be regularly invited to the meetings of the Committee. The Senior Vice-President Mergers & Acquisitions is the secretary of the Committee. 																			
Responsibilities																			
Items Preparation of the Board of Directors' deliberations on investment policy	Details of missions <ul style="list-style-type: none"> To elaborate recommendations for the Board on major capital deployment decisions; To advise the management team on capital deployment strategies; To launch, at the Board's request, or suggest research projects leading to material investments for the Company, typically for capital deployment decisions of EUR 250 million or above; To investigate matters of smaller scale, if the strategic significance warrants it or the Board, or Chairperson of the Board specifically requires it; To provide recommendations on major merger, alliances, and acquisition projects; To pay special attention to reconfiguration or consolidation scenarios happening in the sectors the Company is operating in or likely to operate in; To examine portfolio optimizations and divestment projects of financial or strategic significance; To support management in the elaboration of investment policies linked to the long-term positioning of Schneider Electric, such as innovation and R&D strategies or any major organic growth investments; and To present to the Board, social and environmental aspects of the strategic projects submitted to it such as M&A projects. 																		
Activity in 2025																			
The Investment Committee reported on its work at the Board's meetings of February 19, March 26, October 29, and December 4, 2025, and during the Strategy session.																			
Items Proposals to the Board of Directors	Details of missions <ul style="list-style-type: none"> Follow-up of investment projects and opportunities (such as Motivair, and Schneider Electric India Private Limited (Lauritz Knudsen)); and Portfolio review. 																		

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


2.3.5 Digital Committee

7 


meetings in 2025*

5 

members

75% 

of independent Directors**

91% 

average attendance rate

Composition as of December 31, 2025

The Board of Directors' internal regulations and procedures provide that the Digital Committee must have at least three members.	• Abhay Parasnis	Chairman	Independent
	• Nive Bhagat	Member	Independent
	• Laura Ding	Member since May 7, 2025	Employee Director
	• Lip-Bu Tan	Member	Independent
	• Jean-Pascal Tricoire	Member	Non-independent

Changes in the composition in 2025

- Chairmanship: no change.
- Membership: Mr. Léo Apotheker and Mrs. Xiaoyun Ma left the Committee on May 7, 2025. Mrs. Laura Ding was appointed as member of the Committee with effect on May 7, 2025. Mr. Gregory Spierkel left the Committee on October 28, 2025.

Individual attendance rate in 2025

- Abhay Parasnis **100%**
- Nive Bhagat **71%**
- Laura Ding **100%**
- Lip-Bu Tan **86%**
- Jean-Pascal Tricoire **100%**

Operating procedures

- The Committee meets at the initiative of its Chairperson or at the request from the Chairperson of the Board of Directors or the Chief Executive Officer.
- The agenda is drawn up by the Chairperson, after consultation with the Chairperson of the Board of Directors.
- The Committee shall meet at least three times a year.
- In order to carry out its assignments, the Committee may hear any person it wishes.
- The Chief Executive Officer will be regularly invited to the meetings of the Committee.
- The Chief Digital Officer is the secretary of the Committee.

Responsibilities

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

Activity in 2025

The Digital Committee reported on its work at the Board's meetings of February 19, May 7, July 30, October 29, and December 4, 2025.

Items	Details of missions
Proposals and reports to the Board of Directors	<ul style="list-style-type: none"> • Artificial intelligence; • Updates on cybersecurity; • Digital customer relationship; • Digital engineering; • Digital platforms; • Update on AVEVA; • Joint review with the Audit & Risks Committee of the cybersecurity risks; and • General updates on Schneider Digital.

* 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.

2.4 Outstanding delegations relating to share capital increases and decreases granted to the Annual Shareholders' Meeting

	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 other securities giving access to share capital of the Company (17th resolution of the AGM of May 7, 2025)	800 million ⁽¹⁾	200,000,000	May 7, 2025/ Jul. 7, 2027	None	197,660,172 ⁽⁷⁾
Capitalizing additional paid-in capital, reserves, earnings, or other (24th resolution of the AGM of May 7, 2025)	800 million ⁽¹⁾	200,000,000	May 7, 2025/ Jul. 7, 2027	None	197,660,172 ⁽⁷⁾
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 (18th resolution of the AGM of May 7, 2025)	224 million ⁽¹⁾⁽²⁾	56,000,000	May 7, 2025/ Jul. 7, 2027	None	53,660,172 ⁽³⁾⁽⁷⁾
Issuance of shares and other securities through an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code (19th resolution of the AGM of May 7, 2025)	224 million ⁽¹⁾	56,000,000	May 7, 2025/ Jul. 7, 2027	2,339,828 ⁽⁷⁾	53,660,172 ⁽³⁾⁽⁷⁾
Issuance of shares and other securities as consideration for unlisted securities (21st resolution of the AGM of May 7, 2025)	224 million ⁽¹⁾⁽²⁾	56,000,000	May 7, 2025/ Jul. 7, 2027	None	53,660,172 ⁽³⁾⁽⁷⁾
Issuance of shares and other securities reserved for a category of persons (22nd resolution of the AGM of May 7, 2025)	224 million ⁽¹⁾⁽²⁾	56,000,000	May 7, 2025/ Nov. 7, 2026	None	53,660,172 ⁽³⁾⁽⁷⁾
Issuance of shares and other securities reserved for a named person (23rd resolution of the AGM of May 7, 2025)	224 million ⁽¹⁾⁽²⁾	56,000,000	May 7, 2025/ Nov. 7, 2026	None	53,660,172 ⁽³⁾⁽⁷⁾
Overall limits on issuance made under the above resolutions	800 million⁽¹⁾	200,000,000	May 7, 2025/ Jul. 7, 2027	2,339,828	197,660,172⁽³⁾⁽⁷⁾
Employee share issues					
Company Savings Plan (26th resolution of the AGM of May 7, 2025)	46 million ⁽⁶⁾	11,500,000	May 7, 2025/ Jul. 7, 2027	None	7,800,000 ⁽³⁾
Share issues to promote share ownership among employees in foreign companies of the Group (27th resolution of the AGM of May 7, 2025)	24 million ⁽⁴⁾⁽⁶⁾	6,000,000	May 7, 2025/ Nov. 7, 2026	None	2,300,000 ⁽³⁾
Free shares or Performance Share (25th resolution of the AGM of May 7, 2025)	46 million ⁽⁶⁾	11,500,000	May 7, 2025/ May 7, 2028	57,083	11,442,917 ⁽⁵⁾
Reduction in capital through cancellation of shares					
Cancellation of own shares (28th resolution of the AGM of May 7, 2025)		224 million per 24-month period		May 7, 2025/ May 7, 2027	56,000,000

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

(2) All issuances made without preference right (18th, 19th, 21st, 22nd, and 23rd resolutions) are globally limited to EUR 224 million.

(3) Using the authorization of the 19th resolution of the Annual General Meeting (AGM) held on May 23, 2024, and the delegation of the Board of Directors granted on December 17, 2024, 373,898 shares were issued in 2025 for French employees participating in a company savings plan. At its meeting of December 4, 2025, the Board of Directors authorized capital increases within a limit of 3.7 million shares, i.e. 0.64% 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 30 and October 29, 2025, 33,568 and 23,515 shares were respectively granted under the 2025 Long-term incentive plan.

(6) On the date of the 2025 Annual Shareholders' Meeting, the share capital was EUR 2,302 million.

(7) At its meeting of September 8, 9, 10, and 11, 2025, the Board of Directors decided to use the powers granted to it by the General Meeting of May 7, 2025, in its 19th resolution and grant full powers to the Chief Executive Officer to carry out the issuance of the OCEANES within certain limits. On September 16, 2025, the Chief Executive Officer decided the issuance by the Company of 7,500 OCEANES, in the context of an offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code to qualified investors in France and outside France without the shareholders' preferential subscription right, each OCEANE giving right to conversion or exchange into new and/or existing shares of the Company (excluding any adjustments to preserve the rights of holders of OCEANES).

3. Climate strategy of the Company

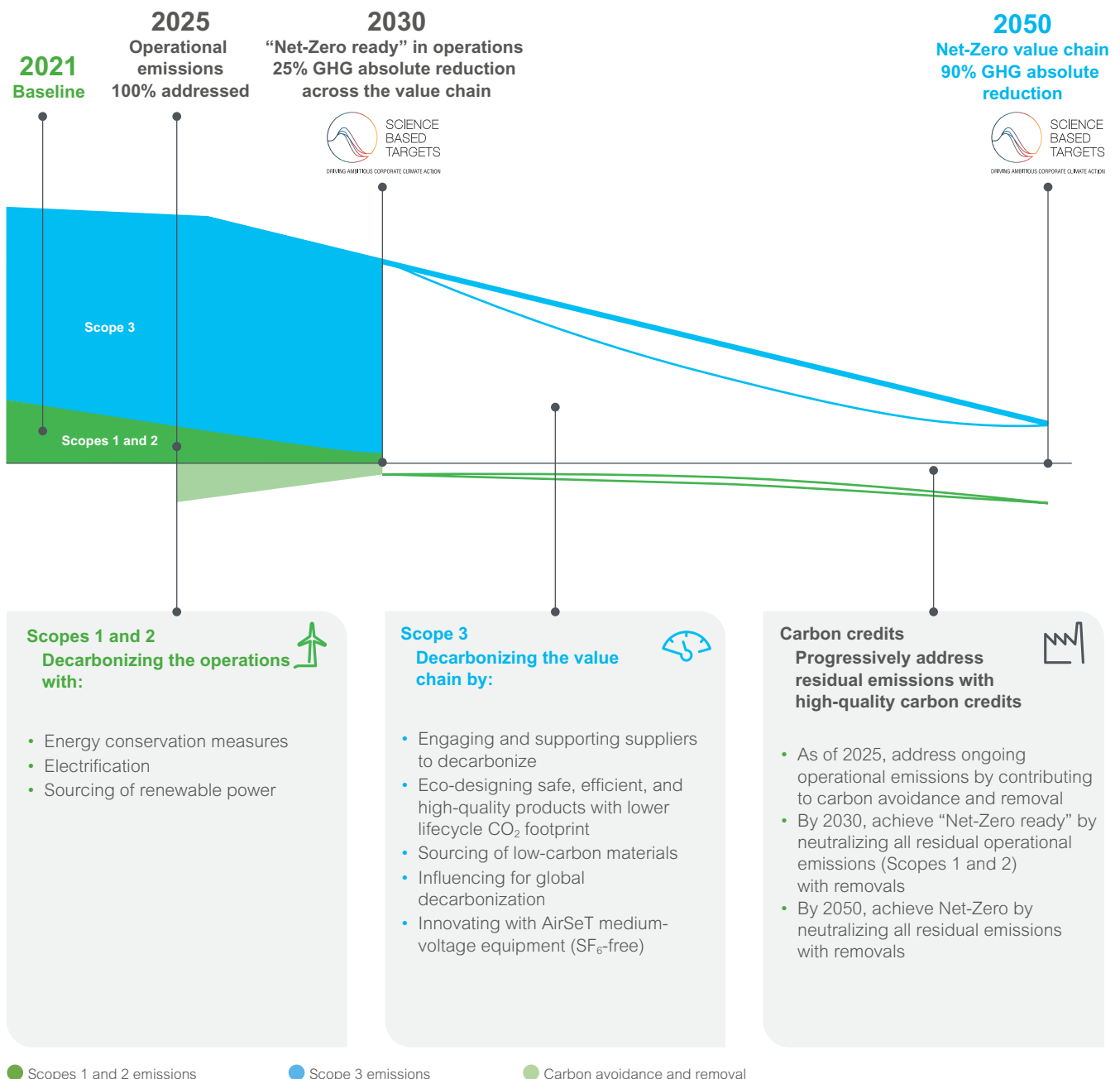
Schneider Electric’s Net-Zero strategy is defining ambitious targets to reduce the impact of the Group’s operations and overall value chain on climate change, and to neutralize residual emissions in line with science.

have been approved by the SBTi against their “Corporate Net-Zero Standard” which is a framework for corporate Net-Zero target setting in line with climate science and consistent with limiting global temperature rise to 1.5°C.

Schneider Electric’s climate targets for Scopes 1 and 2 in 2030 are validated by the SBTi, with a “temperature alignment” (as per SBTi terminology) of a global warming limited to 1.5°C. For the same time horizon, the Scope 3 target is aligned with a global warming limited to well-below 2°C level, also as per SBTi framework. Over the longer term, Schneider Electric’s Net-Zero targets for 2050

Beyond its carbon footprint, and as part of its ambition to electrify the world towards decarbonization, the Group aims, with its solutions, to help customers in achieving two goals with its solutions: 1) save or electrify 1.5 billion MWh of energy between 2026 and 2030, 2) save and avoid 1.5 Gt CO₂ emissions between 2018 and 2030.

The milestones of Schneider Electric’s Climate Strategy are presented on the below visual with the key decarbonization levers.



[Read more about Climate strategy in section 2.2 of Chapter 2 of the 2025 Universal Registration Document.](#)

3.1 Climate targets of the Group and progress so far

Under its 2050 SBTi targets, the Group is committed to be Net-Zero across its entire value chain by 2050. This requires reducing its 2021 footprint by an absolute 90% by 2050, and neutralizing residual emissions with high-quality carbon removal credits.

- As part of its 2030 SBTi targets, the Group is committed to:
- Reach “Net-Zero ready” operations, reducing its Scopes 1 and 2 emissions by 76% absolute from a 2021 baseline, and neutralizing residual emissions with high-quality carbon removal credits. This is equivalent to a -90% reduction vs. 2017 baseline.
 - Reduce its value chain emissions (Scope 3) by 25% absolute from a 2021 baseline, across both upstream and downstream.

Since 2021, emissions from Schneider Electric’s operations (Scopes 1 and 2, in market-based) have decreased by -57% in absolute terms, as compared to a target of -76% by 2030. This corresponds to a decrease by -82% compared with 2017.

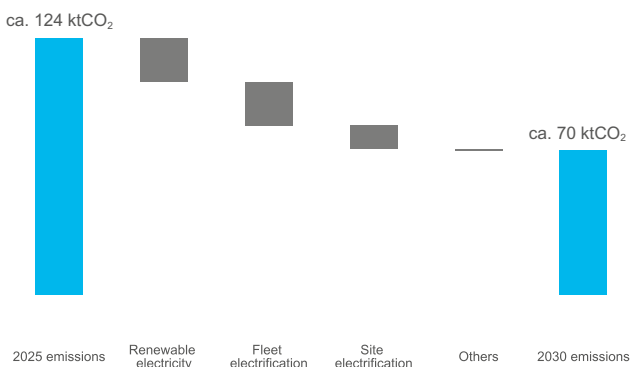
Scope 3 emissions have decreased by -12% in absolute terms as compared to a target of -25% by 2030.

In addition, the Group is addressing, as of 2025, all ongoing operational emissions on its journey to “Net-Zero ready”, by financing and contributing to projects that avoid or remove carbon. Since 2011, Schneider Electric has invested in the Livelihoods Carbon Funds (LCF) and renewed its engagement with the LCF2 and LCF3 funds. These funds leverage the carbon economy to finance ecosystem restoration, agroforestry, and rural energy projects with tangible social, environmental, and economic added value for rural communities. In addition, in September 2025, Schneider Electric has signed a multi-year agreement with Climeworks to remove CO₂ through high-durability solutions: Direct Air Capture and Storage, Bioenergy with Carbon Capture and Storage, and Enhanced Rock Weathering (all technological sinks).

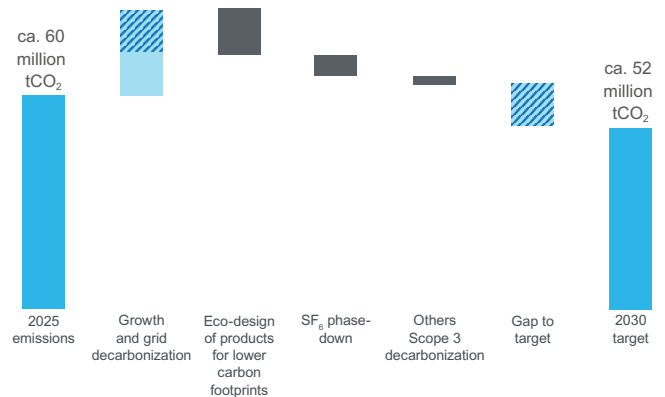
3.2 Decarbonization levers and main programs of the climate strategy

The Group has elaborated a comprehensive climate strategy of climate-related programs, that are shown on the next page and has made projections of the impacts of the main decarbonization levers. For the Scope 3 target for 2030 specifically, the forecasting exercise reveals a possible gap with target, due to the dependence on external factors such as the rate of decarbonization in the electricity grid and in the industrial sector. The gap to target on the Scope 3 graph appears under more conservative assumptions of slower decarbonization of electricity generation (which is heavily impacting the Scope 3 emissions, especially use phase of sold products, in category 11). Indeed, as a central assumption, the Group is using the Stated Policies scenario from the International Energy Agency in terms of projected emission factors from electricity generation. This corresponds to the scenario in the graph for which there would not be a gap to target. However, if the electricity grid were to decarbonize at a slower rate than what is anticipated in the Stated Policies scenario, a gap to target could appear, that is why the Group will monitor closely the evolution of the decarbonization of the grids, among other external factors, and will adapt the decarbonization strategy accordingly.

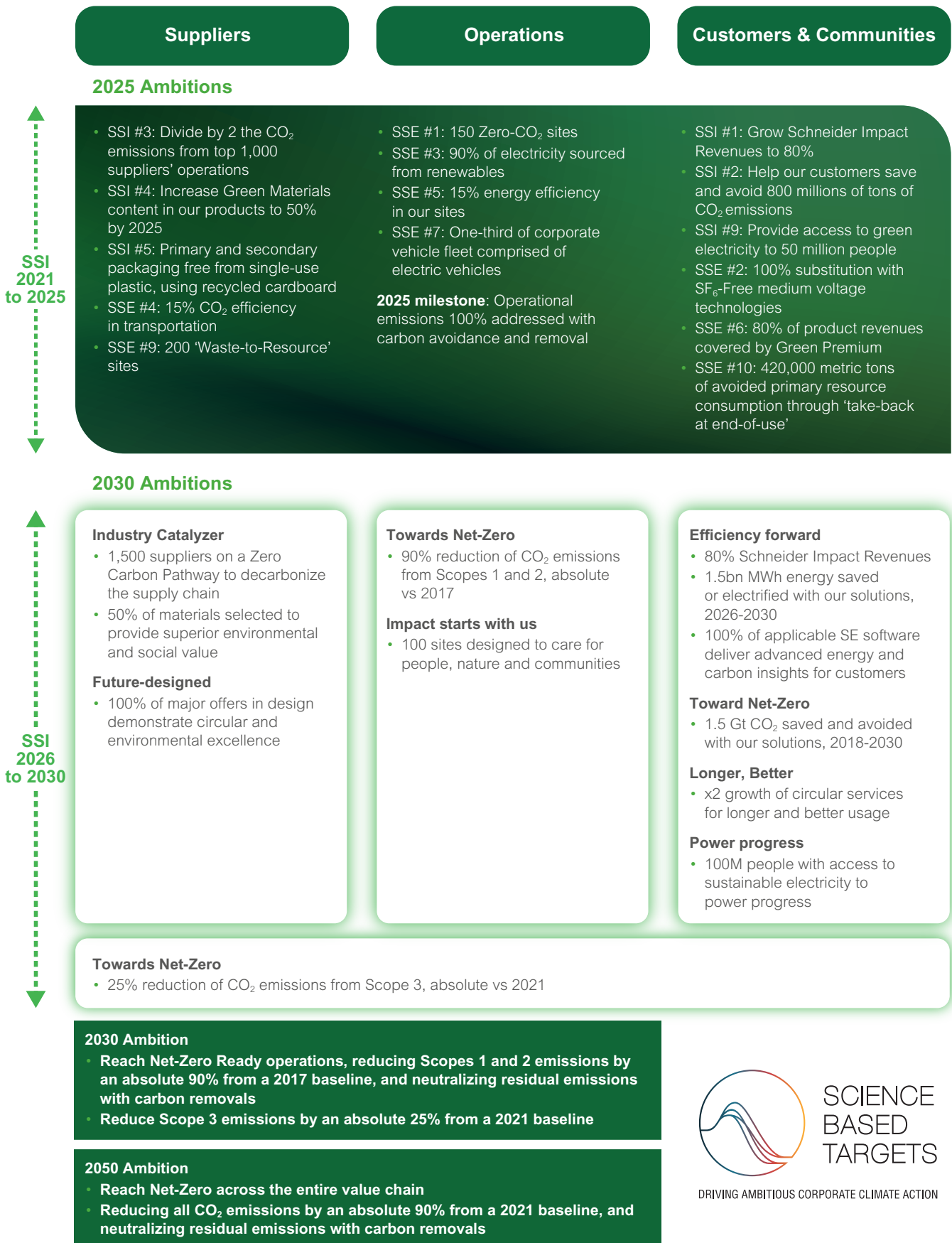
Decarbonization actions on Scopes 1 and 2 towards 2030 target



Decarbonization actions on Scope 3 towards 2030 target



Sustainability programs linked to Schneider Electric’s Net-Zero commitment



Note: the programs are represented under the categories on which they have the most prominent influence, but some can impact on multiple categories (e.g., circular and environmental excellence in offer design is impacting GHG emissions in both the upstream and the downstream value chain).

4. Corporate Officers' compensation

The Compensation Report presents the compensation paid or granted in 2025 to the Corporate Officers and Directors, as well as the compensation policies applicable to them in 2026. The Group had two corporate officers in 2025:

- a Chairman of the Board of Directors (Mr. Jean-Pascal Tricoire); and
- a Chief Executive Officer (Mr. Olivier Blum).

This section includes a complete description of the components of remuneration for the Corporate Officers, including the following components on which the Annual Shareholders' Meeting of May 7, 2026 is invited to vote:

- with regard to 2025:
 - for the Chief Executive Officer (Mr. Olivier Blum): the components which make up the total remuneration and the benefits of all kinds paid during 2025 (subject of the 6th resolution proposed to the Annual Shareholders' Meeting);
 - for the Chairman of the Board of Directors (Mr. Jean-Pascal Tricoire): the components which make up the total remuneration and the benefits of all kinds paid during 2025 (subject of the 7th resolution proposed to the Annual Shareholders' Meeting); and
 - for the Board members of Schneider Electric: the components of remuneration presented in the Corporate governance report pursuant to Article L. 22-10-9 I of the French Commercial Code (subject of the 5th resolution proposed to the Annual Shareholders' Meeting); and
- with regard to 2026, the remuneration policies which will be applicable to:
 - the Chief Executive Officer (Mr. Olivier Blum) (subject of the 8th resolution proposed to the Annual Shareholders' Meeting);
 - the Chairman of the Board of Directors (Mr. Jean-Pascal Tricoire) (subject of the 9th resolution proposed to the Annual Shareholders' Meeting); and
 - the Board members (subject of the 10th and 11th resolutions proposed to the Annual Shareholders' Meeting).

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

4.1 Overview

All resolutions linked to compensation were approved by the 2025 Annual Shareholders' Meeting.

The 2025 compensation policies (say on pay *ex-ante*) were largely approved by shareholders as follows:

- by more than 90% for the Chief Executive Officer (Mr. Olivier Blum);
- by more than 98% for the Chairman of the Board of Directors (Mr. Jean-Pascal Tricoire);
- by more than 94% for the members of the Board of Directors.

The 2024 Compensation Report (say on pay *ex-post*) was also approved by shareholders as follows:

- by more than 94% for the global Compensation Report;
- by more than 92% for Mr. Olivier Blum as Chief Executive Officer (for the period from November 1 to December 31, 2024);
- by more than 68% for Mr. Peter Herweck as Chief Executive Officer (for the period from January 1 to November 1, 2024);
- by more than 87% for Mr. Jean-Pascal Tricoire as Chairman of the Board of Directors.

The 2024 Compensation Report for Mr. Peter Herweck (say on pay *ex-post*) raised some concerns at the 2025 Annual Shareholders' Meeting linked to the financial terms of Mr. Peter Herweck's departure following the Board of Directors' decision to dismiss him as Chief Executive Officer. Attentive to the concerns expressed by certain shareholders, the Board of Directors clarified the details of this severance package in a letter dated April 7, 2025, from Mr. Jean-Pascal Tricoire, Chairman of the Board, and Mr. Fred Kindle, Vice-Chairman & Lead Independent Director. In accordance with this letter, and after engaging with shareholders to calibrate a mutually satisfactory practice, the Board of Directors proposes a new wording for this severance package in the 2026 compensation policy for the Chief Executive Officer, subject to the shareholders' approval.

As in previous years, other key remuneration topics were discussed with Schneider Electric's largest shareholders in 2025. Schneider Electric representatives, together with the Chairman of the Board and/or Vice-Chairman & Lead Independent Director, notably interacted with 34 investors during the year, representing 44.6% of the issued share capital during the governance roadshow. Feedback was reported to the Human Capital & Remunerations Committee and to the Board of Directors. This dialogue will be pursued in 2026 to ensure that the Board takes this valuable feedback into account while determining the compensation policy of the Corporate Officers.

2025 performance highlights

Business performance

2025 was a milestone year for Schneider Electric, with record revenues of €40 billion growing +8.9% organically, expanding the adjusted EBITA margin despite volatility, and generating the highest ever free cash flow of €4.6 billion, with strong execution, particularly in H2. The Group successfully concluded its 2021-25 Schneider Sustainability Impact (SSI) program with a score of 8.86/10.

Revenue
€40B

Adjusted EBITA
€7.5B

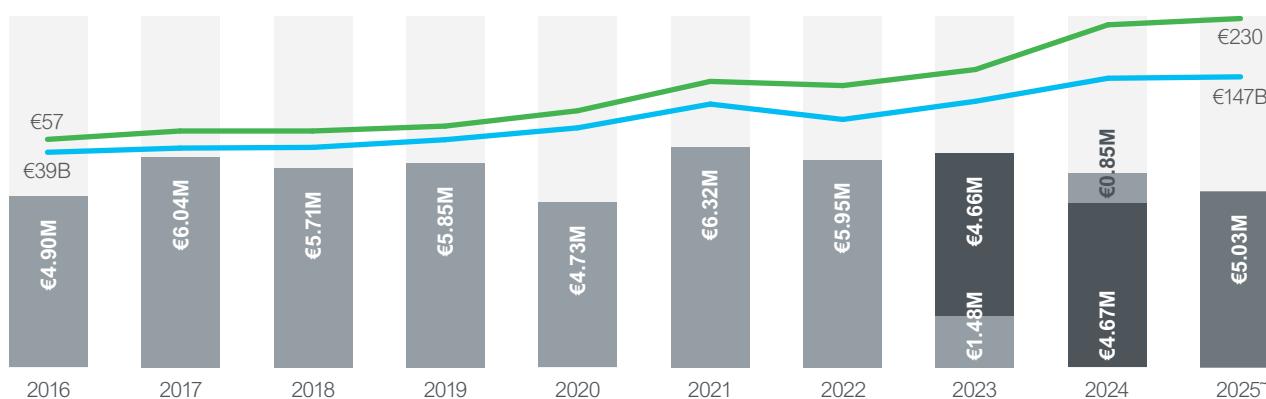
Progress on Schneider Sustainability Impact
8.86/10

Cash conversion
111%

Net Satisfaction Score
+4.3pts

Positioning in relation to the Company's performance

Compensation of the Chief Executive Officer vs. shareholder value creation – share price and enterprise value growth over ten years (re-based to 100)



- Total awarded compensation to **Mr. Jean-Pascal Tricoire, Chairman & Chief Executive Officer until May 3, 2023**
- Total awarded compensation to **Mr. Peter Herweck, Chief Executive Officer from May 4, 2023 until November 1, 2024**
- Total awarded compensation to **Mr. Olivier Blum, Chief Executive Officer from November 1, 2024**
- Schneider Electric share price
- Enterprise value

Summary of the compensation realized during the year 2025

Olivier Blum, Chief Executive Officer (euros) – January 1 to December 31, 2025

1,200,000	1,134,120	2,943,297⁽¹⁾	379,105
Salary	STIP	LTIP	Other

(1) LTIP represents realized value of shares vested for which performance evaluation ended in 2025 (LTIP 2023). Those Performance Shares were granted to him in 2023 when he was not yet Chief Executive Officer.

Jean-Pascal Tricoire, Chairman (euros) – January 1 to December 31, 2025

930,000	0	0	55,896
Salary	STIP	LTIP	Other

4.2 Compensation granted or paid during the 2025 fiscal year (say on pay ex-post)

At its meeting on February 25, 2026, after examining the suitability and fairness of the outcome of the 2025 compensation policy for the Corporate Officers and its alignment with the Group's performance, upon recommendation of the Human Capital & Remunerations Committee, the Board determined the Corporate Officers' compensation for 2025 in accordance with the principles and criteria previously approved by the shareholders on May 7, 2025 at the Annual Shareholders' Meeting. The outcome is detailed and commented on hereinafter along with the performance results for each Corporate Officer and each component of their respective compensation.

4.2.1 Chief Executive Officer's compensation in relation to the 2025 fiscal year

Table summarizing the compensation paid or granted to the Chief Executive Officer in 2025

The following table summarizes the compensation and benefits awarded or paid to Mr. Olivier Blum as Chief Executive Officer in 2025, presented on an allocated basis in accordance with the guidelines of the AFEP-MEDEF Code, as well as on an effective basis (compensation and benefits realized) when the performance evaluation period ended during the fiscal year.

Olivier Blum Chief Executive Officer (Euro)	Compensation and benefits awarded for fiscal year		Compensation and benefits realized in fiscal year	
	2025	2024 ⁽¹⁾	2025	2024 ⁽¹⁾
A – CASH COMPENSATION				
Fixed compensation	1,200,000	200,000	1,200,000	200,000
Annual variable compensation ⁽²⁾	1,134,120	198,600	1,134,120	198,600
Compensation in relation to the Director's office	0	0	0	0
SUBTOTAL (A) CASH COMPENSATION	2,334,120	398,600	2,334,120	398,600
B – LONG-TERM INCENTIVE				
Valuation of the Performance Shares	2,696,733 ⁽³⁾	450,923	2,943,297 ⁽⁴⁾	3,222,519
SUBTOTAL (B) LONG-TERM INCENTIVE	2,696,733	450,923	2,943,297	3,222,519
C – PENSION CASH BENEFIT				
Complementary payment for pension building (fixed)	180,000	30,000	180,000	30,000
Complementary payment for pension building (variable)	170,118	29,790	170,118	29,790
SUBTOTAL (C) PENSION CASH BENEFIT	350,118	59,790	350,118	59,790
D – OTHER BENEFITS				
Other benefits ⁽⁵⁾	28,987	3,335	28,987	3,335
SUBTOTAL (D) OTHER BENEFITS	28,987	3,335	28,987	3,335
TOTAL COMPENSATION AND BENEFITS (A)+(B)+(C)+(D)	5,409,958	912,648	5,656,522	3,684,244

(1) Amount prorated for the period from November 1 to December 31, 2024.

(2) The annual incentive for the fiscal year 2024 was paid in 2025 after approval by the shareholders at the Annual Shareholders' Meeting of May 7, 2025 of the 6th resolution relating to the compensation paid, due, or awarded to Olivier Blum in respect of the 2024 fiscal year. In accordance with Article L. 22-10-34 II of the French Commercial Code, the variable elements in cash awarded to Olivier Blum for the financial year 2025 will only be paid in 2026, subject to their prior approval by the shareholders at the Annual Shareholders' Meeting of May 7, 2026 under the 6th resolution.

(3) **Value of Performance Shares granted during fiscal year** – As per AFEP-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 2025, 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.

(4) **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, 2025. Performance Shares deemed vested in 2025 were granted to Mr. Olivier Blum in 2023 when he was not yet Chief Executive Officer.

(5) **Other benefits** include employer matching contributions to the capital increase for employees, profit-sharing and private health insurance.

Say on pay table relating to the compensation paid or granted to the Chief Executive Officer in 2025

The fixed, variable, and exceptional components of the total compensation and benefits paid or awarded for the fiscal year 2025 to the Corporate Officer, as detailed below, will be submitted to the shareholders for approval at the 2026 Annual Shareholders' Meeting of May 7, 2026 under the 6th resolution.

The tables below summarize the compensation paid and awarded during 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
Fixed compensation	€1,200,000 (amount due for 2025 paid in 2025)	Reminder of the 2025 compensation policy For the fiscal year 2025, the theoretical gross annual fixed compensation of the Chief Executive Officer was set by the Board of Directors at €1,200,000 upon recommendation from the Human Capital & Remunerations Committee.
	Reminder: €200,000 (amount due for the period November 1 to December 31, 2024)	Application of the 2025 compensation policy Mr. Olivier Blum received in 2025 a fixed compensation of €1,200,000.
Annual variable compensation	€1,134,120 (amount due for 2025 to be paid in 2026)	Reminder of the 2025 compensation policy 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"> • at threshold performance: 0% of the fixed compensation; • at target: 130% of the fixed compensation; and • at maximum over-performance: 260% of the fixed compensation. The payment of the variable annual cash compensation is conditional upon approval by shareholders of the compensation granted to the concerned Corporate Officer.
	Reminder: €198,600 (amount due for the period November 1 to December 31, 2024)	The structure of the 2025 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"> • 70% 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"> – organic sales growth (35%); – organic adjusted EBITA margin improvement (25%); and – cash conversion rate (10%); • 10% depends on Net Satisfaction Score, highlighting the importance of building trust with customers and focus on quality; and • 20% depends on the Schneider Sustainability Impact, highlighting the importance of sustainability in Schneider Electric's business agenda. 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.

Chapter 4 – Corporate Officers’ compensation

4.2 Compensation granted or paid during the 2025 fiscal year (say on pay *ex-post*)

Elements of compensation submitted to the vote	Amounts	Description																																																																																																								
Annual variable compensation (continued)		<p>Application of the 2025 compensation policy</p> <p>The annual incentive due for 2025 was determined by the Board at the meeting of February 25, 2026, based on the attainment rate of the objectives set for fiscal year 2025 as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2"></th> <th rowspan="2">Weight</th> <th colspan="3">Performance range</th> <th colspan="3">Achievement</th> </tr> <tr> <th>Threshold 0%</th> <th>Target 130%</th> <th>Maximum 260%</th> <th>2025 Results</th> <th>Achievement rate (non- weighted)</th> <th>Achievement rate (weighted)</th> </tr> </thead> <tbody> <tr> <td>2025 performance criteria</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Group financial indicators (70%)</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Organic sales growth</td> <td style="text-align: center;">35%</td> <td style="text-align: center;">7%</td> <td style="text-align: center;">10.5%</td> <td style="text-align: center;">14%</td> <td style="text-align: center;">8.9%</td> <td style="text-align: center;">54.3%</td> <td style="text-align: center;">19%</td> </tr> <tr> <td>Adjusted EBITA margin improvement (organic)</td> <td style="text-align: center;">25%</td> <td style="text-align: center;">0.5 pts</td> <td style="text-align: center;">0.9 pts</td> <td style="text-align: center;">1.3 pts</td> <td style="text-align: center;">0.5 pt</td> <td style="text-align: center;">0%</td> <td style="text-align: center;">0%</td> </tr> <tr> <td>Cash conversion rate</td> <td style="text-align: center;">10%</td> <td style="text-align: center;">85%</td> <td style="text-align: center;">100%</td> <td style="text-align: center;">115%</td> <td style="text-align: center;">111%</td> <td style="text-align: center;">175.3%</td> <td style="text-align: center;">17.5%</td> </tr> <tr> <td>Net Satisfaction Score (10%)</td> <td style="text-align: center;">10%</td> <td style="text-align: center;">1 pt</td> <td style="text-align: center;">3 pts</td> <td style="text-align: center;">5 pts</td> <td style="text-align: center;">4.3 pts</td> <td style="text-align: center;">165%</td> <td style="text-align: center;">16.5%</td> </tr> <tr> <td>Sustainability (20%)</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Schneider Sustainability Impact (score)</td> <td style="text-align: center;">20%</td> <td style="text-align: center;">7.76</td> <td style="text-align: center;">8.88</td> <td style="text-align: center;">10</td> <td style="text-align: center;">8.86</td> <td style="text-align: center;">98.5%</td> <td style="text-align: center;">19.7%</td> </tr> <tr> <td>Total</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td style="text-align: center;">72.7%</td> </tr> </tbody> </table> <p>Overall, 2025 annual variable compensation resulted in a total achievement rate of 72.7%, reflecting mixed levels in revenues, adjusted EBITA, and good level of Free Cash Flow delivered by Schneider Electric in 2025.</p> <p>Detailed achievement of each criterion:</p> <ul style="list-style-type: none"> • Organic sales growth: The Group delivered an organic sales growth of +8.9%, which was within the guidance communicated to the market in February of +7% to +10% resulting in an achievement rate of this criterion of 19% on the range between 0% to 70%. • Adjusted EBITA margin improvement (organic): In 2025, adjusted EBITA margin rate improved by +0.5 pts organically to reach 18.7%. This result is at the bottom of the guidance communicated to the market in February of an adjusted EBITA margin up +0.5 pts to +0.8 pts organic. Hence, this results in an achievement rate of this criterion of 0% on a scale from 0% to 50%. • Cash conversion: Free Cash Flow was €4.6 billion. Therefore, cash conversion rate was 111% in 2025 which represented an achievement rate of 17.5% on this criterion, on a scale from 0% to 20%. • Net Satisfaction Score: The Net Satisfaction Score was up 4.3 pts from 57.9% in 2024 to 63% in 2025 as a result of a good recovery. This good result led to an achievement rate of 16.5% on a scale from 0% to 20%. • Schneider Sustainability Impact: the SSI is the translation of our six long-term commitments into a selection of highly transformative and innovative sustainability programs. It is the Group’s five-year (2021-2025) plan with progress tracked and published quarterly, as well as audited annually. In 2025 the SSI achieved a score of 8.86/10 (<i>cf.</i> section 2.1.1 of Chapter 2 of the 2025 Universal Registration Document), representing an achievement rate of 19.7% on a scale from 0% to 40%. <p>As a result, the 2025 annual variable compensation pay-out for the Corporate Officer was calculated on the base of his fixed compensation as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2">At target pay-out</th> <th colspan="2">Achievement rate</th> <th colspan="2">2025 Actual pay-out</th> </tr> <tr> <th>as a % of salary</th> <th>Amount (€)</th> <th>as a % of target</th> <th></th> <th>as a % of base salary</th> <th>Amount (€)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">130%</td> <td style="text-align: right;">€1,560,000</td> <td style="text-align: center;">72.7%</td> <td></td> <td style="text-align: center;">94.51%</td> <td style="text-align: right;">€1,134,120</td> </tr> </tbody> </table> <p>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 2025 (see 6th resolution to be submitted to the Annual Shareholders’ Meeting of May 7, 2026).</p>		Weight	Performance range			Achievement			Threshold 0%	Target 130%	Maximum 260%	2025 Results	Achievement rate (non- weighted)	Achievement rate (weighted)	2025 performance criteria								Group financial indicators (70%)								Organic sales growth	35%	7%	10.5%	14%	8.9%	54.3%	19%	Adjusted EBITA margin improvement (organic)	25%	0.5 pts	0.9 pts	1.3 pts	0.5 pt	0%	0%	Cash conversion rate	10%	85%	100%	115%	111%	175.3%	17.5%	Net Satisfaction Score (10%)	10%	1 pt	3 pts	5 pts	4.3 pts	165%	16.5%	Sustainability (20%)								Schneider Sustainability Impact (score)	20%	7.76	8.88	10	8.86	98.5%	19.7%	Total							72.7%	At target pay-out		Achievement rate		2025 Actual pay-out		as a % of salary	Amount (€)	as a % of target		as a % of base salary	Amount (€)	130%	€1,560,000	72.7%		94.51%	€1,134,120
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Elements of compensation submitted to the vote	Amounts	Description
Long-term incentive (Performance Shares)	13,970 Performance Shares granted in March 2025 for a 100% performance conditions achievement (€2,696,733 according to IFRS valuation)	Reminder of the 2025 compensation policy The 2025 compensation policy provided: <ul style="list-style-type: none"> • a maximum annual award to the Chief Executive Officer capped at 300% of the fixed compensation at the date of the grant; • a vesting period of three years with an additional mandatory one-year holding period for all the shares granted under the plan reserved to the Corporate Officer except for the sale of shares necessary to cover his tax liabilities; and • performance conditions as follows:
	Reminder: 2,229 Performance Shares granted in November 2024 (€450,923 according to IFRS valuation)	40% Improvement of adjusted Earnings per Share (EPS) Average of the annual rates of achievement of adjusted EPS improvement targets for the 2024 to 2026 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. <ul style="list-style-type: none"> • 0% at the minimum adjusted EPS improvement threshold • 75% at the intermediary adjusted EPS improvement objective • 100% at the targeted adjusted EPS improvement objective • 120% at the maximum over-performance adjusted EPS improvement objective <i>Vesting linear between these points</i>
	35% Relative Total Shareholder Return (TSR)	17.5% vs. STOXX Europe 50 <ul style="list-style-type: none"> • 0% at rank 26 and below (median) • 50% at median (rank 25) • 100% at rank 13 • 120% at ranks 5 to 1 <i>Vesting linear between these points</i>
	25% Carbon emissions reduction targets	12.5% Scope 1 & 2 carbon emissions target <ul style="list-style-type: none"> • 0% if the carbon emissions are above or equal to 105,000 tons of CO₂ • 100% if the carbon emissions are below or equal to 100,000 tons of CO₂ <i>Vesting linear between these points</i>
	12.5% Scope 3 upstream carbon intensity target	<ul style="list-style-type: none"> • 0% if the carbon intensity is above or equal to 185 g of CO₂ per euro of revenue • 100% if the carbon intensity is below or equal to 165 g of CO₂ per euro of revenue <i>Vesting linear between these points</i>

Chapter 4 – Corporate Officers’ compensation

4.2 Compensation granted or paid during the 2025 fiscal year (say on pay *ex-post*)

Elements of compensation submitted to the vote	Amounts	Description																					
Long-term incentive (Performance Shares) (continued)		<p>Application of the 2025 compensation policy</p> <p>According to the authorization given by the Annual Shareholders’ Meeting on May 5, 2022 in its 15th resolution, the Board of Directors, during its meeting of March 26, 2025 decided to grant Mr. Olivier Blum, under Plan n° 46, a total of 13,970 Performance Shares in the case the performance conditions are achieved at 100% or 16,066 Performance Shares in the case the performance conditions are overachieved at 115% (representing less than 0.003% of Schneider Electric’s share capital).</p> <p>The value of this LTIP grant in accordance with IFRS standards was EUR 2,696,733, <i>i.e.</i> 224.7% of the fixed compensation⁽¹⁾, well below the maximum grant authorized under the compensation policy (300% of the fixed compensation).</p>																					
Pension benefits	<p>€350,118 (fixed portion of €180,000 paid in 2025 and variable portion of €170,118 to be paid in 2026)</p> <p>Reminder: €59,790 (amount due for period November 1 to December 31, 2024 (fixed portion of €30,000 paid in 2024 and variable portion of €29,790 paid in 2025))</p>	<p>Reminder of the 2025 compensation policy</p> <p>The Chief Executive Officer receives complementary cash payments whose 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.</p> <p>The cash payments will be equal to:</p> <ul style="list-style-type: none"> • 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. <p>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 Chief Executive Officer depending on performance conditions linked to the Group’s results. The Chief Executive Officer has committed to depositing these additional payments, after taxes, into investment vehicles of his choice, dedicated to the supplementary financing of pensions. Accordingly, Mr. Olivier Blum is entitled to receive annually a complementary component, split into a fixed and variable portion as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th rowspan="2">Fixed portion</th> <th colspan="3">Variable portion</th> <th rowspan="2">Total at target</th> </tr> <tr> <th>Minimum</th> <th>At target</th> <th>Maximum</th> </tr> </thead> <tbody> <tr> <td>Full year amount</td> <td>€180,000</td> <td>€0</td> <td>€234,000</td> <td>€468,000</td> <td>€414,000</td> </tr> </tbody> </table> <p>The variable part is dependent on performance criteria aligned with the variable annual compensation (see above).</p> <p>Application of the 2025 compensation policy</p> <p>At the meeting held on February 25, 2026, the achievement rate of the annual complementary variable portion for pension for 2025 to be paid after the Annual Shareholders’ Meeting of May 7, 2026, if the latter approves it, was set by the Board of Directors at 72.7%.</p> <p>For 2025, Mr. Olivier Blum is entitled to receive:</p> <table border="1"> <thead> <tr> <th>Fixed amount</th> <th>Variable amount⁽¹⁾</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>€180,000</td> <td>€170,118</td> <td>€350,118</td> </tr> </tbody> </table> <p>(1) Corresponding to 15% of the actual annual variable compensation to be paid for 2025.</p> <p>In compliance with applicable law, the payment of the variable amount will be subject to shareholders’ approval (see 6th resolution submitted to the Annual Shareholders’ Meeting of May 7, 2026).</p>		Fixed portion	Variable portion			Total at target	Minimum	At target	Maximum	Full year amount	€180,000	€0	€234,000	€468,000	€414,000	Fixed amount	Variable amount ⁽¹⁾	Total	€180,000	€170,118	€350,118
	Fixed portion	Variable portion			Total at target																		
		Minimum	At target	Maximum																			
Full year amount	€180,000	€0	€234,000	€468,000	€414,000																		
Fixed amount	Variable amount ⁽¹⁾	Total																					
€180,000	€170,118	€350,118																					

(1) In the 2024 Universal Registration Document, it was stated that the Board intended to grant Mr. Olivier Blum a LTIP amount, which in accordance with IFRS standards would be valued around 233% of the fixed compensation. At the date of the grant, the IFRS value cannot be known with certainty as it is computed only at the end of the calendar year. For the 2025 grant, as disclosed in the 2024 Universal Registration Document, the value of the grant to the Chief Executive Officer was based on the assumption that the discount rate applied according to the IFRS rules would be 15% as it was for the 2024 grant. The final discount rate applied according to the IFRS rules to the 2025 grant was equal to 18.14%, hence the final IFRS value for the 2025 grant represented 224.7% of the fixed compensation.

Elements of compensation submitted to the vote	Amounts	Description										
Other benefits	€28,987 (received in 2025)	Reminder of the 2025 compensation policy The compensation policy provides that the Chief Executive Officer may benefit from: <ul style="list-style-type: none"> the employer matching contributions; the profit-sharing; a company car; a tax assistance; and supplementary health, life & disability scheme. 										
	Reminder: €3,335 (received in the period November 1 to December 31, 2024)	Application of the 2025 compensation policy For the fiscal year 2025, the Chief Executive Officer was eligible for profit-sharing and the employer matching contributions paid to Employee Saving Plan subscribers. In addition, he was eligible for private health insurance.										
		<table border="1"> <thead> <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>Private health insurance</th> <th>Total 2025 benefits</th> </tr> </thead> <tbody> <tr> <td>€1,400</td> <td>€0</td> <td>€9,028</td> <td>€18,559</td> <td>€28,987</td> </tr> </tbody> </table>	Employer matching contributions to Employee Saving Plan	Employer matching contributions to collective pension saving plan (PERECO)	Profit-sharing	Private health insurance	Total 2025 benefits	€1,400	€0	€9,028	€18,559	€28,987
Employer matching contributions to Employee Saving Plan	Employer matching contributions to collective pension saving plan (PERECO)	Profit-sharing	Private health insurance	Total 2025 benefits								
€1,400	€0	€9,028	€18,559	€28,987								
Termination benefits	No payment	Involuntary severance pay The Chief Executive Officer may be entitled to involuntary termination benefits depending on the circumstances of his departure which, taking into account the non-compete compensation described below, are capped at twice the arithmetical average of his annual fixed and variable cash compensation paid over the last three years (see Chapter 4, section 4.2.3.1.2 of the 2024 Universal Registration Document). Non-compete compensation The Chief Executive Officer 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 4.2.3.1.2 of the 2024 Universal Registration Document).										

Employer social contributions paid by the Group's companies in respect of Mr. Olivier Blum's compensation amounted to EUR 767,803.75 in the period January 1 to December 31, 2025.

Details relating to the 2023 Long-term incentive plan realized in 2025 (LTIP 2023)

The performance period for shares granted in 2023 finished on December 31, 2025 and shares under Plan n° 42 are therefore deemed vested. Their final acquisition is, however, still subject to the satisfaction of the presence condition at the delivery date.

The Board of Directors at its meeting of February 25, 2026 assessed the achievement rate of the performance criteria based on the Group's performance over the three-year period 2023 – 2025 and set the final rate of achievement at 79.71%, *i.e.* a reduction of 20.29% in relation to the number of shares originally granted based on the formulaic achievement rate of each performance condition.

The Chief Executive Officer was conditionally granted 15,719 shares under Plan n° 42 in 2023 (*i.e.* when he was not yet Chief Executive Officer). After applying the final achievement rate base on performance, the outcomes are as follows:

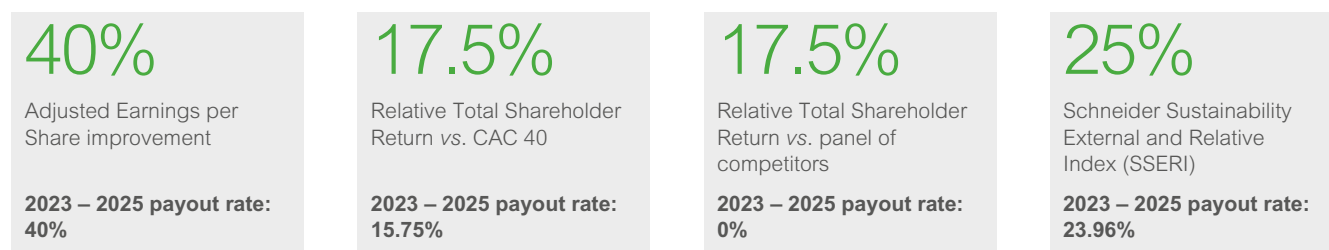
Corporate Officer	Number of shares (Plan n° 42)	Number of shares deemed vested	Number of shares lapsed	Value of deemed vested shares ⁽¹⁾
Olivier Blum	15,719	12,530	3,189	€2,943,297
Vesting date	March 28, 2026			

(1) Vested shares are valued at the closing share price of December 31, 2025, *i.e.* EUR 234.90.

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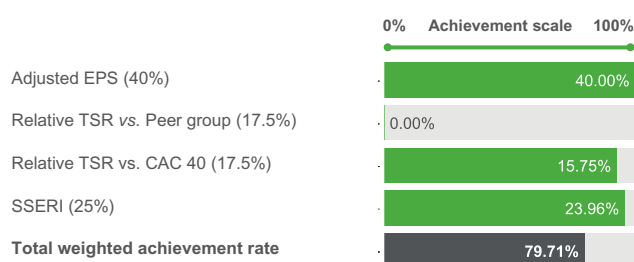
4.2 Compensation granted or paid during the 2025 fiscal year (say on pay *ex-post*)

Shares granted under the 2023 LTIP were subjected to performance conditions as follows:



2025 was the final year of performance measurement for the LTIP 2023 running from 2023 to 2025. 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. Schneider Electric delivered 65.8% return to shareholders over the same three-year period, ranking 12th among the CAC 40 companies and 8th among the panel of competitors. These results across the range of performance criteria led to a vesting outcome of 79.71% out of 100%.

2023 LTIP performance criteria achievement



• Adjusted Earnings per Share (EPS) improvement (40%)

During the three-year plan, the adjusted EPS improved organically by almost +16% on average, combining top line growth, positive net pricing, better mix, industrial productivity, and better efficiency to reduce support function costs. Overall, the achievement rate for this criterion was 40% (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 improvement rate	2023	13.33%	3%	5%	8%	16.50%	100%	13.33%
	2024	13.33%	10%	12%	14%	18.24%	100%	13.33%
	2025	13.33%	7%	10%	13%	13.60%	100%	13.33%
Total								40%

• Relative Total Shareholder Return (TSR)

vs. CAC 40 (17.5%) – Over the three-year performance period, Schneider Electric ranked 12th among the CAC 40 companies, demonstrating a strong value creation for the shareholders. The achievement rate for this criterion was set at 15.75% (out of 17.5%).

vs. panel of peer companies (17.5%) – Over the period, Schneider Electric’s TSR was ranked 8th vs. 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 0% (out of 17.5%).

	Weight (%)	Target						Actual achievement	Pay-out rate	Weighted pay-out rate
		0%	50%	75%	100%	120%	150%			
Relative Total Shareholder Return vs. CAC 40 companies	17.5%	21	20	15	10	4-1	12 th rank	90%	15.75%	
vs. panel of peer companies	17.5%	7	6		4	3-1	8 th rank	0%	0%	
Total									15.75%	

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

The SSERI 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 (for 2025, the results of DJSI were not taken into consideration as the DJSI decided to publish the results only after the vesting date and were therefore not known at this date); (ii) Euronext Sustainalytics 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 Electric in 2023, 2024, and 2025 in those indexes resulted in an achievement rate of the SSERI of 23.96% (out of 25%).

		Actual achievement					
		2023	2024	2025	Pay-out rate	Weighted pay-out rate	
Schneider Sustainability External and Relative Index	4.17% DJSIW	<ul style="list-style-type: none"> 0%: not in World 50%: included in World 100%: sector leader 	Sector leader	World	N/A ⁽¹⁾	75%	3.13%
	6.94% Euronext Sustainalytics	<ul style="list-style-type: none"> 0%: out 50%: included in World 120 or Europe 120 100%: included in World 120 & Europe 120 	World 120 & Europe 120	World 120 & Europe 120	World 120 & Europe 120	100%	6.94%
	6.94% EcoVadis	<ul style="list-style-type: none"> 0%: Silver Medal or less 50%: Gold Medal (top 5%) 100%: Platinum Medal (top 1%) 	Platinum Medal	Platinum Medal	Platinum Medal	100%	6.94%
	6.94% CDP Climate Change	<ul style="list-style-type: none"> 0%: C score 50%: B score (25% at B-) 100%: A score (75% at A-) 	A score	A score	A score	100%	6.94%
Total	25%						23.96%

(1) For 2025, the results of DJSIW were not taken into consideration as the DJSI decided to publish the results only after the vesting date and were therefore not known at this date. The 2025 calculation was thus performed on the other three branches only.

Historical vesting of the Corporate Officers' Performance Share plans:

LTIP 2023
79.71%

LTIP 2022
98.96%

LTIP 2021
81.46%

LTIP 2020
96.71%

LTIP 2019
96.86%

LTIP 2018
98.18%

Chapter 4 – Corporate Officers’ compensation

4.2 Compensation granted or paid during the 2025 fiscal year (say on pay *ex-post*)

4.2.2 Chairman of the Board’s compensation in relation to the 2025 fiscal year

Table summarizing the compensation paid or granted to the Chairman of the Board of Directors in 2025

The following table summarizes the compensation and benefits awarded or paid to the Chairman of the Board of Directors for the fiscal year 2025, presented on an allocated basis in accordance with the guidelines of the AFEP-MEDEF Code, as well as on an effective basis (compensation and benefits realized) when the performance evaluation period ended during the financial year.

Jean-Pascal Tricoire Chairman of the Board of Directors (Euro)	Compensation and benefits awarded for fiscal year		Compensation and benefits realized in fiscal year	
	2025	2024	2025	2024
A – CASH COMPENSATION				
Fixed compensation	930,000	930,000	930,000	930,000
Annual variable compensation	0	0	0	0
Compensation in relation to the Director’s office	0	0	0	0
SUBTOTAL (A) CASH COMPENSATION	930,000	930,000	930,000	930,000
B – LONG-TERM INCENTIVE				
Valuation of the Performance Shares	0	0	0	7,415,384 ⁽²⁾
SUBTOTAL (B) LONG-TERM INCENTIVE	0	0	0	7,415,384
C – PENSION CASH BENEFIT				
Complementary payment for pension building (fixed)	0	0	0	0
Complementary payment for pension building (variable)	0	0	0	0
SUBTOTAL (C) PENSION CASH BENEFIT	0	0	0	0
D – OTHER BENEFITS				
Other benefits ⁽¹⁾	55,896	59,094	55,896	59,094
SUBTOTAL (D) OTHER BENEFITS	55,896	59,094	55,896	59,094
TOTAL COMPENSATION AND BENEFITS (A)+(B)+(C)+(D)	985,896	989,094	985,896	8,404,478

(1) **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.

(2) **Value of Performance Shares deemed vested during the fiscal year** – The last vesting of Performance Shares for the Chairman occurred on March 24, 2025 for the LTIP 2022 for which performance review ended on December 31, 2024 (see Chapter 4, section 4.2.2.2.3 of the 2024 Universal Registration Document). 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, 2024.

Say on pay table relating to the compensation paid or granted to the Chairman of the Board in 2025

The fixed components of the total compensation and benefits paid for the fiscal year 2025 to the Chairman of the Board, as detailed below, will be submitted to the shareholders for approval at the 2026 Annual Shareholders’ Meeting of May 7, 2026 under the 7th resolution.

The tables below summarize the compensation paid during 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
Fixed compensation	€930,000 (due for 2025 paid in 2025) Reminder: €930,000 (amount due for 2024 paid in 2024)	Reminder of the 2025 compensation policy For the fiscal year 2025, the Chairman of the Board of Directors’ theoretical gross annual fixed compensation was set by the Board of Directors at €930,000 upon recommendation from the Human Capital & Remunerations Committee. Application of the 2025 compensation policy Mr. Jean-Pascal Tricoire received a fixed compensation of €930,000 in 2025.
Annual variable compensation	€0	Reminder of the 2025 compensation policy The 2025 compensation policy provided that the Chairman of the Board of Directors does not benefit from any annual variable compensation. Application of the 2025 compensation policy The Chairman of the Board of Directors did neither receive nor was awarded any annual variable compensation in 2025.

Elements of compensation submitted to the vote	Amounts	Description										
Long-term incentive (Performance Shares)	0 Performance Shares	Reminder of the 2025 compensation policy The 2025 compensation policy provided that the Chairman of the Board of Directors does not benefit from any Long-term incentive plan.										
		Application of the 2025 compensation policy The Chairman of the Board of Directors was not granted any Performance Shares.										
Pension benefits	€0	Reminder of the 2025 compensation policy The 2025 compensation policy provided that the Chairman of the Board of Directors does not benefit from any Company pension arrangement or pension allowance.										
		Application of the 2025 compensation policy The Chairman of the Board did not receive any pension benefits in 2025.										
Other benefits	€55,896 (received in 2025) Reminder: €59,094 (received in 2024)	Reminder of the 2025 compensation policy The compensation policy provides that the Chairman of the Board may benefit from: <ul style="list-style-type: none"> • the employer matching contributions; • the profit-sharing; • a company car; • a tax assistance; and • supplementary health, life & disability scheme. 										
		Application of the 2025 compensation policy For the fiscal year 2025, the Chairman of the Board 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 represented an equivalent cost of €44,268.										
<table border="1"> <thead> <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 2025 benefits</th> </tr> </thead> <tbody> <tr> <td>€1,800</td> <td>€800</td> <td>€9,028</td> <td>€44,268</td> <td>€55,896</td> </tr> </tbody> </table>			Employer matching contributions to Employee Saving Plan	Employer matching contributions to collective pension saving plan (PERECO)	Profit-sharing	Company car	Total 2025 benefits	€1,800	€800	€9,028	€44,268	€55,896
Employer matching contributions to Employee Saving Plan	Employer matching contributions to collective pension saving plan (PERECO)	Profit-sharing	Company car	Total 2025 benefits								
€1,800	€800	€9,028	€44,268	€55,896								
The Chairman of the Board is eligible for 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 (see Chapter 4, section 4.2.3.1.3 of the 2024 Universal Registration Document).												
Termination benefits	No payment	Involuntary severance pay The 2025 compensation policy provided that the Chairman of the Board of Directors does not benefit from any severance indemnity (see Chapter 4, section 4.2.3.1.3 of the 2024 Universal Registration Document).										
		Non-compete compensation The 2025 compensation policy provided that the Chairman of the Board of Directors does not benefit from any non-compete indemnity (see Chapter 4, section 4.2.3.1.3 of the 2024 Universal Registration Document).										

For the period from January 1 to December 31, 2025, Mr. Jean-Pascal Tricoire was not awarded nor benefited from multi-annual variable compensation, exceptional compensation, stock options, performance shares, 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 EUR 247,326 for the period January 1 to December 31, 2025.

Mr. Jean-Pascal Tricoire was granted 65% of his cash compensation described above (fixed compensation) in consideration for his duties as Chairman of the Board of Schneider Electric SE exclusively; the remainder was granted to him for the discharge of his duties as Chairman of Schneider Electric Asia Pacific.

Chapter 4 – Corporate Officers’ compensation

4.2 Compensation granted or paid during the 2025 fiscal year (say on pay *ex-post*)

4.2.3 Non-executive Directors’ compensation in relation to the 2025 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 Human Capital & 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 EUR 2,800,000 by the Annual Shareholders’ Meeting held on May 4, 2023. The 2025 compensation policy approved by the Annual Shareholders’ Meeting held on May 7, 2025 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 EUR 25,000 for membership of the Board;
 - an amount of EUR 11,000 per Board meeting physically attended, and EUR 6,000 per Board meeting digitally attended;
 - an amount of EUR 4,500 per committee meeting attended;

- an amount of EUR 25,000 for the yearly strategy week (half in case of digital attendance); and
- an amount of EUR 6,000 (for intercontinental travel) or EUR 3,500 (for intra-continental travel) per Board session physically attended.
- Additional annual payments are made to non-executive Directors to reflect the additional responsibilities and workload:
 - to the Chairperson of the Audit & Risks Committee: EUR 20,000, and the other committees: EUR 15,000; and
 - to the Lead Independent Director: EUR 250,000.
- No compensation to be paid for written resolutions.
- For an observer, an annual fixed payment of EUR 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 2024 and 2025 was as follows, noting that Mr. Jean-Pascal Tricoire, Chairman of the Board, and Mrs. Xiaoyun Ma who represented the employee shareholders, waived the payments of the compensation they were entitled to as members of the Board.

(Euro)	Directors’ compensation (€)		Other compensation and benefits (€)		Total (€)	
	2025 ⁽¹⁾	2024 ⁽²⁾	2025 ⁽¹⁾	2024 ⁽²⁾	2025 ⁽¹⁾	2024 ⁽²⁾
Léo Apotheker ⁽⁶⁾	56,199	213,336	–	–	56,199	213,336
Nive Bhagat	149,500	126,500	–	–	149,500	126,500
Cécile Cabanis ⁽⁵⁾	–	55,445	–	–	–	55,445
Giulia Chierchia	140,000	135,500	20,000 ⁽⁹⁾	10,833 ⁽⁹⁾	160,000	146,333
Clotilde Delbos	134,000	37,623	–	–	134,000	37,623
Laura Ding ⁽³⁾	98,870	–	–	–	98,870	–
Rita Félix ⁽³⁾	135,500	122,000	–	–	135,500	122,000
Fred Kindle	398,500	430,000	–	–	398,500	430,000
Philippe Knoche	143,000	122,000	–	–	143,000	122,000
Linda Knoll	187,000	207,500	–	14,167 ⁽⁹⁾	187,000	221,667
Jill Lee	192,500	200,500	–	–	192,500	200,500
Xiaoyun Ma ⁽³⁾⁽⁴⁾⁽⁶⁾	–	–	–	–	–	–
Anna Ohlsson-Leijon	167,000	159,000	–	–	167,000	159,000
Abhay Parasnis	158,000	158,164	–	–	158,000	158,164
Anders Runevad	174,130	180,000	–	–	174,130	180,000
Ellyn Shook ⁽⁷⁾	30,842	–	–	–	30,842	–
Gregory Spierkel ⁽⁶⁾	139,486	227,000	–	–	139,486	227,000
Lip-Bu Tan	134,000	165,500	–	–	134,000	165,500
Bruno Turchet ⁽³⁾⁽⁸⁾	134,500	128,500	–	–	134,500	128,500
Total	2,573,027	2,668,568	20,000	25,000	2,593,027	2,693,568

(1) Awarded for the fiscal year 2025 and paid in 2026.

(2) Awarded for the fiscal year 2024 and paid in 2025.

(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) Mrs. Xiaoyun Ma waived the payment of the sum of EUR 44,699 she was entitled to.

(5) Board member whose term of office ended in 2024.

(6) Board members whose term of office ended in 2025.

(7) Mrs. Ellyn Shook was appointed as an Observer with effect on October 15, 2025.

(8) Mr. Bruno Turchet waived the payment of 30% of the sum he was entitled to, *i.e.* EUR 40,350, in favor of the trade union which appointed him.

(9) Amount paid to Mrs. Giulia Chierchia and Mrs. Linda Knoll as members of the Stakeholder Committee.

The total amount awarded to the Board members for their office as Directors for 2025 was EUR 2,573,027 compared to EUR 2,668,568 for 2024, *i.e.* a decrease of *circa* 4% due to reduction of almost half in the number of Governance, Nominations & Sustainability Committee meetings, one fewer Board meeting and

one fewer Board member. Excluding the special fee paid to the Vice-Chairman & Lead Independent Director, the amount is composed of approximately 15% fixed compensation and 85% variable.

4.3 Compensation policy for the 2026 fiscal year (say on pay ex-ante)

The compensation policy is designed to clearly link the execution of Schneider Electric's strategy with the compensation of Corporate Officers, while reflecting value delivered to shareholders. Set out below is the Corporate Officers' and non-executive Directors' compensation policy for 2026. It will be submitted to the shareholders at the 2026 Annual Shareholders' Meeting (8th to 11th resolutions) and, subject to shareholders approval, will remain in force until the next policy is approved by the shareholders.

For the fiscal year 2026, three different compensation policies will be applicable:

- to the Chief Executive Officer (Mr. Olivier Blum) (subject of the 8th resolution proposed to the Annual Shareholders' Meeting);
- to the Chairman of the Board of Directors (Mr. Jean-Pascal Tricoire) (subject of the 9th resolution proposed to the Annual Shareholders' Meeting); and
- to the Board members (subject of the 10th and 11th resolutions proposed to the Annual Shareholders' Meeting).

4.3.1 Executive compensation policy

4.3.1.1 Overview

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

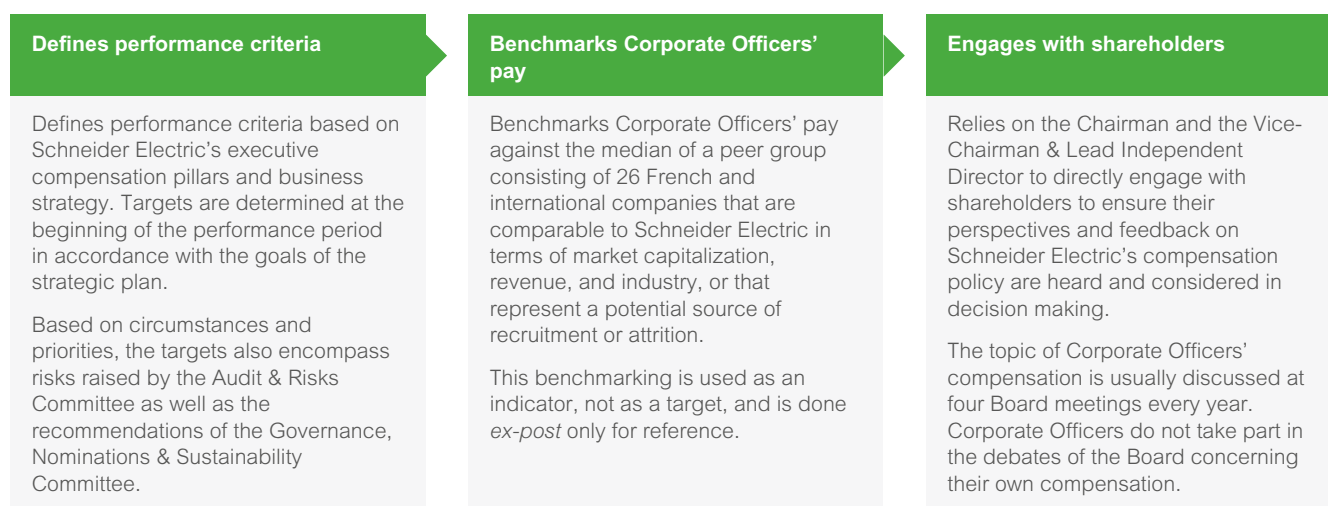
Role of the Human Capital & Remunerations Committee

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 Human Capital & Remunerations Committee which makes recommendations to the Board of Directors for decision. The Board also receives inputs and recommendations from the Human Capital & Remunerations 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 2025 Universal Registration Document), as well as the Group's other employees.

To help the Board in the decision-making process, the Human Capital & Remunerations Committee is authorized to call upon external experts for specific topics, benchmarking data and analyses. In 2025, the Committee held one joint meeting with the Governance, Nominations & Sustainability Committee to discuss the definition of the environmental, social, and governance (ESG) criteria for long-term (LTIP) compensation of executive Corporate Officers and top managers.

One of the two Directors representing the employees is a member of the Human Capital & Remunerations 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.

Chapter 4 – Corporate Officers’ compensation

4.3 Compensation policy for the 2026 fiscal year (say on pay *ex-ante*)

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 such as unexpected changes in the industry environment and in compensation practice generally, not taken into account when determining the current compensation 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 compensation 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 2026 compensation policy

The Committee reviewed the existing policy and reassessed the pillars and principles formulated in 2018, as well as the compensation elements and criteria in light of shareholders’ feedback received during the shareholder engagement process described above.

Upon recommendations of the Human Capital & Remunerations Committee, the Board wishes to maintain the overall stability of the compensation policy which appears balanced, ensuring a robust 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’ feedback.

In 2025, several changes were implemented including (i) the increase of the annual variable compensation opportunity on-target and at maximum to take into account the rapidly evolving environment and the need to accelerate the execution of the

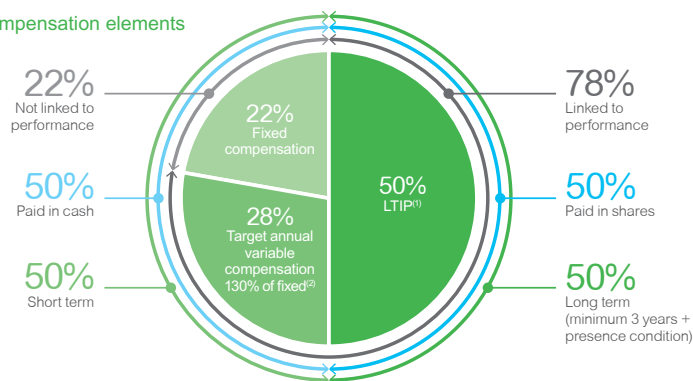
Group’s strategy; (ii) the maximum LTIP award expressed as a percentage of the fixed compensation only; (iii) the reinforcement of the pay-for-performance principle by ending the existing offsetting mechanism between EPS and TSR criteria in the LTIP, and incentivize instead the over-performance of the EPS criterion, leading to a total maximum vesting of 115%; (iv) the replacement of the CAC 40 by the STOXX Europe 50 for the TSR criterion of the LTIP that compares Schneider Electric to the index performance; and (v) the reinforcement of the alignment with shareholders’ experience by increasing to 100% the number of shares required to be held for an additional one year after the end of the vesting period.

For 2026, the Board wishes to maintain the overall balance and stability of the CEO remuneration policy, ensuring a strong link between pay and performance, a fair alignment with employees and shareholders, and a focus on long-term value creation. Some adjustments were however deemed necessary and the Board proposes to implement the following adjustments in the 2026 compensation policy: (i) for the annual variable compensation, the sustainability criteria will depend upon the achievement of some selected indicators which are part of the new Schneider Sustainability Impact launched this year with targets set for 2030; (ii) adjustment of the methodology used to calculate the target of reduction of Scope 3 upstream emission for the LTIP; and (iii) in response to the concerns expressed by certain shareholders at the 2025 Annual Shareholders’ Meeting, and in line with the commitment taken by the Board of Directors in the shareholders’ letter dated April 7, 2025, a clarification for the Chief Executive Officer’s severance indemnity, it being specified that this indemnity remains capped at twice the annual fixed compensation and 24 months of monthly variable compensation received, and subject to the same stringent performance conditions. The Board also decided to maintain the progressive mechanism to reduce the maximum amount of severance payment in case of short tenure of a Chief Executive Officer (<12 months office), in order to guarantee a form of alignment with shareholder’s interests. This is also in line with Schneider Electric’s practice for other key executives of the Group. The Board combines the necessary attractiveness of remuneration practices with a positioning among the best practices in the market.

The Board also proposes to review the allocation mechanism for non-executive directors’ compensation to take into consideration the results of a benchmark exercise conducted by the Human Capital & Remunerations Committee and specific issues around attractiveness and the retention of people with the right profile for the Board.

How performance criteria are linked to Schneider Electric’s strategic priorities?

Balance between compensation elements

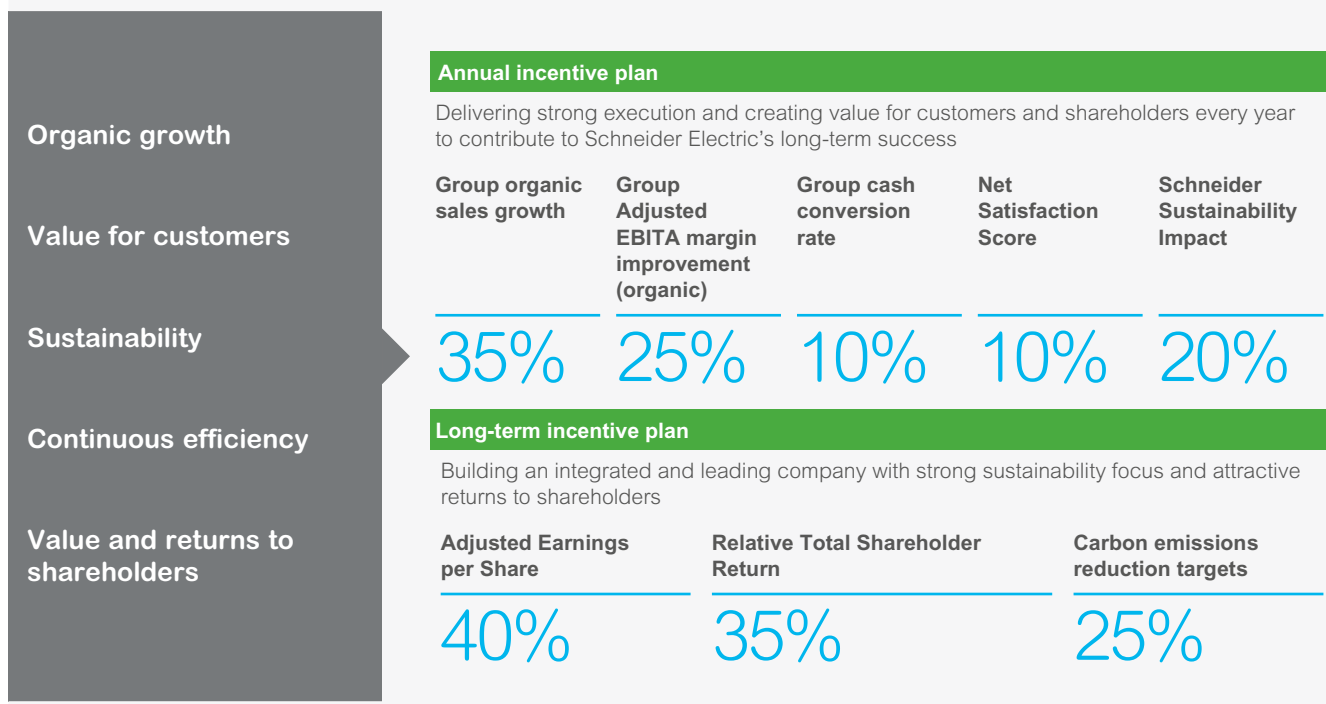


(1) Estimated value, in accordance with IFRS standards, of the LTIP to be granted during 2026 fiscal year

(2) Between 0% and 200%

Group’s strategic priorities

How the strategy links to the Corporate Officers’ variable compensation



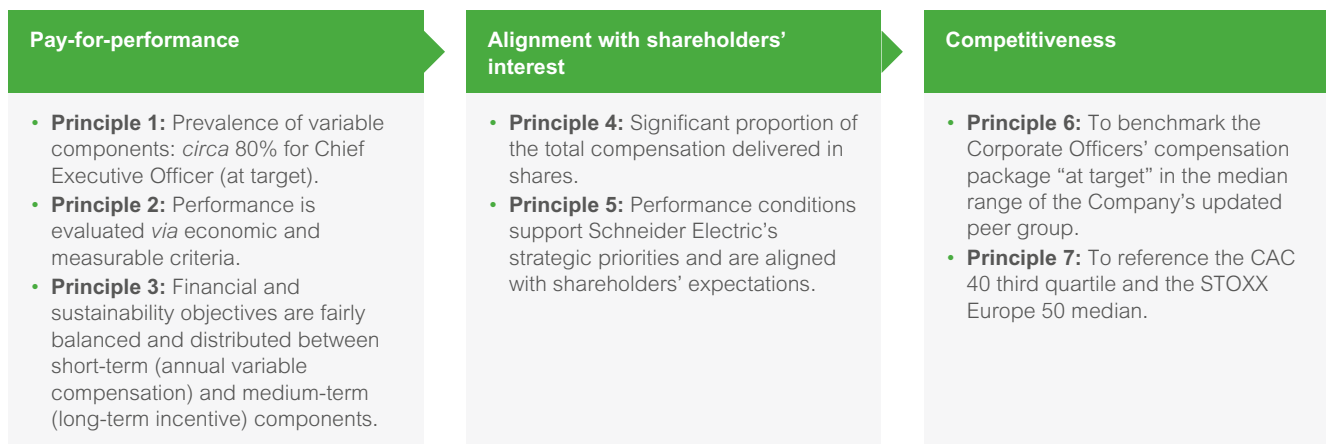
Variable pay is linked to performance metrics designed to deliver Schneider Electric’s strategy. At the start of each year, the Board reviews the measures, targets, and weightings to ensure they remain consistent with the annual priorities and Group strategy. For the annual variable compensation and 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 Officers 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 Chairman and Vice-Chairman & Lead Independent Director. Where appropriate, Schneider Electric actively engages with shareholders and shareholder representative bodies, taking their views into account when making decisions about the Corporate Officers’ compensation. The Chairman and Vice-Chairman & Lead Independent Director are also available to answer questions at the Annual Shareholders’ Meeting.

2026 compensation pillars and principles



Chapter 4 – Corporate Officers’ compensation

4.3 Compensation policy for the 2026 fiscal year (say on pay *ex-ante*)

4.3.1.2 Compensation policy of Mr. Olivier Blum as Chief Executive Officer

Fixed compensation

The Board decided to set the fixed compensation of the Chief Executive Officer at €1,200,000 for the fiscal year 2026, unchanged compared to 2025 on a full year basis.

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	FY2026
Olivier Blum, Chief Executive Officer	€1,200,000

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 notably to align with the guidance made to the market and thus ensure a 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 2026, 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. Olivier Blum.

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 margin improvement (organic)	Enabling shareholder value creation through continuous efficiency
10% Group cash conversion	Enabling returns to shareholders
10% Net Satisfaction Score improvement	Focusing the Company on customers’ 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 25, 2026 and will be communicated *ex-post*. In case of unforeseen scope impact or exceptional events, the Board may decide to adjust and restate from the calculation of the achievement of these criteria the impact of such events. These adjustments or restatements would be disclosed *ex-post* in the 2025 Universal Registration Document.

For the Schneider Sustainability Impact, the score to be taken into consideration for the annual variable compensation will be computed on a selection of certain indicators (see **section 2.1.1** of Chapter 2 of the 2025 Universal Registration Document) which will all have the same weight and will include notably:

- The cumulative amount of energy saved or electrified (in MWh) for customers thanks to Schneider Electric offers;
- The percentage of projects in the design phase that meet defined circularity and sustainability criteria;
- The number of key suppliers developing the capabilities needed to measure and reduce their carbon footprint;
- The percentage of strategic suppliers engaged to implement advanced Decent Work practices;
- The percentage of senior talents engaged in their own development or the development of others;
- The number of people to whom Schneider Electric is giving access to sustainable electricity;
- The number of people upskilled through educational programs, including those from vulnerable communities.

Other programs of the Schneider Sustainability Impact, not yet launched, may be included in the calculation of the annual variable compensation if ready.

The Net Satisfaction Score is measured since 2018, it is a weighted average of the grade given by customers on six critical touchpoints: 1) Select offer, 2) Get quotation, 3) Get delivered, 4) Get delivered solutions, 5) Get technical support, and 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 Net Satisfaction Score 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 a Net Satisfaction Score of -100%;
- On the other end of the spectrum, if all of the customers gave a grade of 9 or 10, then the Net Satisfaction Score would be 100%.

In consideration of all elements described above, the Board decided to set the annual variable compensation opportunity at target and maximum as follows (unchanged vs. 2025):

Minimum	At target	Maximum
0% of fixed compensation	130% of fixed compensation	260% of fixed compensation
Nil	€1,560,000	€3,120,000

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 for its Chief Executive Officer.

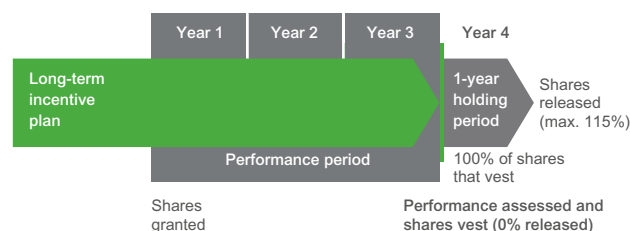
Performance Shares (Long-term incentive plan – LTIP)

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.

All shares granted are subject to a performance period of three years with an additional mandatory one-year holding period for the shares granted to the Corporate Officers, except for the sale of shares necessary to cover his tax.

For threshold performance, 0% of shares granted will vest, for maximum, 115% will vest.

LTIP time horizon



For the LTIP 2026, the Board proposes to implement an adjustment of the methodology used for the criteria linked to the reduction of Scope 3 upstream emission. Instead of using an absolute target of Scope 3 upstream carbon intensity, it is proposed to refer to a targeted average annual reduction of Scope 3 upstream CO₂ emissions per euro of revenue (carbon intensity) that the Group would have to reach during the duration of the plan (from 2026 to 2028). To vest all the shares under this criterion, the Group would need to reduce by at least 7.3% on average each year its Scope 3 upstream carbon intensity. Carbon accounting is an evolving discipline and Scope 3 accounting improves every year, both in terms of accounting principles and in terms of digitalization. Each year, the perimeter of the Group evolves and the Group progressively integrates new entities into Scope 3 reporting. Both the Science Based Targets initiative (SBTi) and the Greenhouse Gas Protocol (GHGP) require correcting significant perimeter and methodology changes when tracking the achievement of carbon reduction trajectories and this cannot be done with the previous absolute target. In line with these principles and to better reflect the intrinsic performance of Schneider Electric, it is proposed to implement this new methodology which will allow a like-for-like comparison vs. prior year (same scope and methodology both on CO₂ and revenue metrics) while keeping a long-term target for the entire duration of the plan.

In addition, the changes implemented in 2025 are maintained:

- The previous offsetting mechanism in case of under-performance of the EPS criteria with an over-performance of the TSR criteria was stopped and replaced by a new over-performance mechanism without any offsetting mechanism. There is therefore a maximum vesting of 120% in case of exceptional performance of the EPS and TSR which may lead to a total maximum vesting at 115% of the plan if all targets are overachieved (no over-performance mechanism on the sustainability metrics).
- For the TSR criteria of the LTIP, the CAC 40 was replaced by STOXX Europe 50, a European index for broader, more global comparison beyond France.

In order to align the interests of the Group’s executives to those of the shareholders, in 2026, the Board will allocate Performance Shares to more than 4,000 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 targeted annual award to the Corporate Officer, valued in accordance with IFRS standards, will be capped at 300% of the fixed compensation at the date of grant to ensure that it does not represent a disproportionate percentage of his overall compensation. This change in expressing the maximum long-term incentive grant as a percentage of the fixed compensation (vs. fixed and annual variable before) has been made to avoid any compounding effects from the adjustment to the annual variable compensation and maintain a cap (in quantum) stable compared to the previous policy.

Chapter 4 – Corporate Officers’ compensation

4.3 Compensation policy for the 2026 fiscal year (say on pay *ex-ante*)

Each year, the volume of the annual award is set in consideration of:

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

For 2026, the Board intends to grant Mr. Olivier Blum a LTIP amount which in accordance with IFRS standards will be valued around⁽¹⁾ 233.33% of the fixed compensation, well below the maximum grant authorized under the compensation policy (300% of the fixed compensation) and unchanged compared to 2025.

In the context described above, the Board decided that the number of shares granted to the Chief Executive Officer continues to be reasonable in terms of quantum and market practice for comparable roles; it rewards the Company’s good performance in a challenging but solid 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 2026 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. STOXX Europe 50 companies
- 25%, based on Schneider Electric’s carbon emissions reduction targets

• 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 100% of the shares under this condition;
- a maximum adjusted EPS improvement objective that the Company will have to achieve in order to vest 120% of the shares under this condition; and
- the Performance Shares will vest progressively, on a linear basis, if the adjusted EPS improvement is between these objectives.

The targets cannot be disclosed *ex-ante* for competitive and confidentiality reasons. The Board commits to disclose *ex-post*, at the end of each Long-term incentive plan performance period, the minimum adjusted EPS improvement thresholds, the targeted adjusted EPS improvement objectives and the maximum adjusted EPS improvement objective. Those targets are set annually as the Company does not have an EPS long-term guidance.

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. In case of unforeseen scope impact or exceptional events, the Board may decide to adjust and restate from the calculation of the achievement of these criteria the impact of such events. These adjustments or restatements would be disclosed *ex-post* in the Universal Registration Document.

• 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, 120% for ranks 3 to 1, and linear between these points.

(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 2026 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 18.14% as it was for the 2025 grant.

- For the remaining 17.5%, Schneider Electric TSR will be compared with the TSR of the companies in the STOXX Europe 50 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 25), 100% at rank 13, 120% in ranks 5 to 1, and linear between these points.

If the Schneider Electric TSR is closely clustered with that of other companies in the panel, then the Board of Directors will apply its judgment to decide whether Schneider Electric's TSR shall be deemed to be ranked in the same position as those companies.

- Carbon emissions reduction targets (25%)**

This criterion aims at linking the Chief Executive Officer's compensation with Schneider Electric's greenhouse gas (GHG) reduction targets as validated by the Science Based Targets initiative (SBTi), aligned with its "Corporate Net-Zero Standard" published in October 2021. The Board thus decided to link the LTIP:

- For 12.5% to an absolute number of tons of CO₂ emissions (carbon budget) that the Group would have to reach for its Scope 1 & 2 emissions for the full year 2028 (last year before the vesting in March 2029) with (i) a minimum objective (94,500 tons of CO₂ emissions) under which no vesting will occur for this criterion; (ii) a targeted objective (90,000 tons of CO₂ emissions) that the Group will have to achieve in order to vest all shares under this criterion, and (iii) a linear vesting if the actual achievement is between these two objectives.
- For 12.5%, the vesting of the LTIP will depend upon a targeted average annual reduction of Scope 3 upstream CO₂ emissions per euro of revenue (carbon intensity) that the Group would have to reach from 2026 to 2028 (last year before the vesting in March 2029) with (i) a minimum objective of average reduction of 4.7% per year under which no vesting will occur for this criterion, (ii) a targeted objective of average reduction of 7.3% per year that the Group will have to achieve in order to vest all shares under this criteria, and (iii) a linear vesting if the actual achievement is between these two objectives. The average annual reduction over the period will be calculated as the combined performance⁽¹⁾ of three annual percentage reductions, and each of the three annual reductions of the performance period will be calculated by comparing CO₂ emissions intensity of reporting year N with a *pro forma* of the previous year N-1 adjusted for scope, exchange rate variances, and with the same carbon accounting methodologies.

In case of significant change in the consolidation scope or in the methods used to calculate GHG emissions, Schneider Electric will apply the recalculation rules defined by the GHG Protocol and the Science Based Target Initiative. In case of significant regulatory changes or any other external event significantly impacting this condition, the Board may adjust the target or decide not to take in consideration this criterion.

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

40% Improvement of adjusted Earnings per Share		<ul style="list-style-type: none"> 0% at the minimum adjusted EPS improvement threshold 75% at the intermediary adjusted EPS improvement objective 100% at the targeted adjusted EPS improvement objective 120% at the maximum over-performance adjusted EPS improvement objective <p><i>Vesting linear between these points</i></p>
35% Relative Total Shareholder Return	17.5% vs. STOXX Europe 50	<ul style="list-style-type: none"> 0% at rank 26 and below 50% at median (rank 25) 100% at rank 13 120% at ranks 5 to 1 <p><i>Vesting linear between these points</i></p>
	17.5% vs. a panel of 11 companies (ABB, Legrand, Siemens, Eaton, Emerson, Honeywell, Johnson Controls, Rockwell Automation, Fuji Electric, Mitsubishi Electric, and Yokogawa)	<ul style="list-style-type: none"> 0% at rank 7 and below 50% at median (rank 6) 100% at rank 4 120% at ranks 3 to 1 <p><i>Vesting linear between these points</i></p>
25% Carbon emissions reduction targets	12.5% Scope 1 & 2 carbon emissions target	<ul style="list-style-type: none"> 0% if the carbon emissions are above or equal to 94,500 tons of CO₂ 100% if the carbon emissions are below or equal to 90,000 tons of CO₂ <p><i>Vesting linear between these points</i></p>
	12.5% Scope 3 upstream carbon intensity (CO₂ emissions per euro of revenue) target	<ul style="list-style-type: none"> 0% if the annual average of reduction of carbon intensity is equal or inferior to 4.7% 100% if the annual average of reduction of carbon intensity is above or equal to 7.3% <p><i>Vesting linear between these points</i></p>

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.

(1) Combined performance of three annual reductions will be calculated as follows: $((1+y1)*(1+y2)*(1+y3))^{(1/3)}-1$ where y1, y2 and y3 are respectively the year-on-year intensity reduction in 2026, 2027 and 2028.

Chapter 4 – Corporate Officers’ compensation

4.3 Compensation policy for the 2026 fiscal year (say on pay *ex-ante*)

Pension benefits

The Chief Executive Officer receives complementary cash payments whose 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 Chief Executive Officer depending on performance conditions linked to the Group’s results.

The Chief Executive Officer 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	
€180,000	€0	€234,000	€468,000	€414,000

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 tax assistance.

Health, life and disability schemes

The Corporate Officer is eligible for:

- private medical cover;
- 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;
- additional coverage of the Group’s French executives for risks of illness, incapacity, disability, and death. The main features of this coverage are:
 - 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,
 - in case of death or permanent total disability, 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);
- the entitlement to a life annuity pension paid to the surviving spouse in the event of death before the age of 60 equal to 2.5% of his actual annual compensation at the time of death.
- 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 (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; and
- 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

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

As announced in the letter from Mr. Jean-Pascal Tricoire and Mr. Fred Kindle, dated April 7, 2025, and in response to the concerns raised by some shareholders, the Board proposes to clarify the wording of the severance indemnity.

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 to ensure a strong alignment with the shareholders' experience and in no way greater than the limits set below. 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 gross negligence or serious misconduct	Forced departure	Retirement or change of assignment within the Group
Involuntary severance pay	Not applicable	Payment of an indemnity (twice the average of the annual fixed and variable cash compensation paid over the last three years subject to performance conditions)	Not applicable
Non-compete indemnity	If not waived by the Board, 60% of annual fixed and target variable compensation (excluding complementary pension payments)		Not applicable
Retention of unvested share awards	Forfeited in full	Rights retained on <i>pro rata</i> basis to presence within Schneider Electric	Rights retained subject to a <i>pro rata</i> basis to the time served in executive functions

- **Definition of a forced departure:** The Chief Executive Officer will be entitled to a severance indemnity in the event of a forced departure at the Company's initiative, including requested resignation, for any reason whatsoever. Exceptionally, severance indemnity is not payable:
 - in the event of gross negligence or serious misconduct;
 - in the event of departure from the Company at the Chief Executive Officer's own initiative;
 - in the event of change of position within Schneider Electric;
 - in the event of the Chief Executive Officer's retirement;
 - in the event the Chief Executive Officer reaches the age limit provided for in the Company's by-laws.
- **Amount of the involuntary severance indemnity:** the "Maximum Amount" of the involuntary severance indemnity will be:
 - In case of departure after three full fiscal years of mandate: (i) twice the last annual fixed compensation and (ii) twice the arithmetical average of annual variable compensation received or to be received in respect of the last three full years available during which he/she held the position of Chief Executive Officer that ended prior to the date of termination of his duties;
 - In case of departure after 12 months of mandate and before three full fiscal years of mandate: (i) twice the last annual fixed compensation and (ii) 24 months of the arithmetical monthly average of annual variable compensation received or to be received in respect of each full month during which he/she held the position of Chief Executive Officer (if that period exceeds 36 months, the monthly average will be calculated based on the last 36 full months of office);
 - In case of departure before 12 months of mandate: one year of annual fixed compensation, plus one month of fixed compensation for each additional month of service and twice the annual variable compensation received or to be received for the period during which he/she held the position of Chief Executive Officer.

The aggregate amount of the involuntary severance indemnity and the non-compete compensation, if any, shall not exceed the Maximum Amount. It is specified that this amount remains a maximum and that the Board, depending on the circumstances, may decide to exercise its discretionary power to reduce this amount if necessary. In addition, as a French Company submitted to a mandatory say-on-pay *ex-post* vote, it is reminded that any potential severance indemnity to be paid to the Chief Executive Officer needs to be approved by the shareholders.

Chapter 4 – Corporate Officers’ compensation

4.3 Compensation policy for the 2026 fiscal year (say on pay *ex-ante*)

- **Performance conditions:** Payment of the involuntary severance indemnity is subject to fulfillment of the following rigorous 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 fiscal year of the appointment, the above performance conditions will be assessed on this same fiscal year;
- in case of departure after the end of the fiscal year during which the Chief Executive Officer was appointed, the above performance conditions will be assessed on fiscal years available (up to three fiscal years) during which he held the position of Chief Executive Officer that ended prior to the date of termination of his duties.
- **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 Chief Executive Officer.
- **Retention of unvested share awards:** In case of voluntary resignation or removal from office for gross negligence or serious misconduct, the Chief Executive Officer will lose all his/her unvested Performance Shares. If the Chief Executive Officer leaves the Group in circumstances of a forced departure or in case of retirement or change of assignment within the Group, the Chief Executive Officer will keep his/he right to the unvested Performance Shares granted to him/her previously, subject to the applicable performance conditions and which will be prorated for the time the Chief Executive Officer remained with the Group in this capacity during the performance period.
- **Best practices** in compliance 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 termination 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; and
 - the Corporate Officer shall not be entitled to termination indemnity in the case that he is entitled to benefit from his pension rights.

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
Olivier Blum Chief Executive Officer	No	No	Yes	Yes

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 not all circumstances in which the Corporate Officer may be appointed can 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.

Fixed compensation	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.
Annual variable compensation	Annual variable compensation will be awarded within the parameters of the policy in force.
Pension	The Board would set the pension cash supplementary payments at the appropriate level based on an individual's circumstances.
Other benefits	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.
Buy-out awards	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.
Relocation	Where an individual relocates 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.
Internal promotion	Where an existing employee is appointed to the Board, he will be required to resign from his 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 compensation report.

4.3.1.3 Compensation policy of Mr. Jean-Pascal Tricoire as non-executive Chairman of the Board

Fixed compensation

The Board decided to set the fixed compensation of the Chairman of the Board at €930,000 for the fiscal year 2026, unchanged compared to 2025.

This compensation is explained by the enlarged mission given by the Board to its Chairman (which is described in **section 4.1.2.1.2** of the 2025 Universal Registration Document) in order to ensure a smooth and efficient transition.

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.

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 tax assistance.

Chapter 4 – Corporate Officers’ compensation

4.3 Compensation policy for the 2026 fiscal year (say on pay *ex-ante*)

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; or
- any non-compete indemnity.

Chairman of the Board	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	No	No

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 12 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

2026 compensation policy subject to the approval by the 2026 Annual Shareholders’ Meeting under the 10th and 11th resolutions

Given its responsibility to review the Board’s composition and continuously enhance its effectiveness, the Human Capital & Remunerations Committee examined specific matters related to attractiveness and the retention of individuals with the appropriate profile for the Board:

- The need to maintain compensation at a competitive level, given that Schneider Electric has to be able to continue to attract and retain Board members with the specific skillsets and competencies required for a proper understanding of the Company industry, in particular its software and digital activities which represents a growing part of its revenue;
- The fact that directors’ compensation at Schneider Electric has not been reviewed since 2024 in a competitive landscape to attract the best candidates;
- The need to take into consideration the increased responsibilities, the associated workload, and increasing complexity of the work of the Board and its committees;
- The significantly longer travel time required to attend Board meetings in person when an intercontinental travel is required;
- The significant inconvenience to have to connect to digital meetings at unusual timing when Board members are based outside of Europe;
- The increase in the number of members of the Board of Directors and that of Committee meetings.

With this in mind, the Human Capital & Remunerations Committee conducted a benchmarking exercise in 2025 to compare the non-executive directors’ compensation at Schneider Electric with those of the CAC 40, STOXX Europe 50 and its peer group. The benchmarking exercise, conducted on the basis of 2024 data, showed that while versus the CAC 40, Schneider Electric is well positioned (93rd percentile), the Company is well below median for the STOXX Europe 50 (44th percentile) and the International Panel (31st percentile).

For the above mentioned reasons and the under-positioning of Schneider Electric versus the STOXX Europe 50 and the International Panel, on a recommendation from the Human Capital & Remunerations Committee, the Board has decided to review the envelope and the allocation mechanism for non-executive directors’ compensation as follows:

- the maximum of the total compensation that may be awarded to members of the Board of Directors annually would be increased from €2,800,000 to €3,200,000;
- the compensation of the Chairpersons of the committees would be set at: €35,000 (vs. €20,000) for the Audit & Risks Committee’s Chairperson and €30,000 (vs. €15,000) for the other Committees’ Chairperson;
- for any digital meeting of the Board or Committees held outside of working hours for the Board members taking into account the time zone of their usual place of residence or work, the fee would be: €8,000 (vs. €6,000 during regular hours) per Board meeting and €6,000 (vs. €4,500 during regular hours) per Committee meeting;
- the travel fees would be set at: €5,000 (vs. €3,500) for intracontinental travel and €14,000 (vs. €6,000) for intercontinental travel;
- the compensation of the Vice-President & Lead Independent Director would be capped at €400,000.

It is thus proposed to the shareholders to approve at the 2026 Annual Shareholders' Meeting (i) the 10th resolution to set the maximum of the total compensation that may be awarded to members of the Board of Directors annually at €3,200,000 and (ii) the 11th resolution to approve the 2026 compensation policy for non-executive directors as follows:

Director's individual compensation

- Non-executive Directors will be paid:
 - a basic fixed amount of EUR 25,000 for membership of the Board;
 - an amount of EUR 11,000 per Board meeting physically attended and EUR 6,000 per Board meeting digitally attended or EUR 8,000 per Board meeting digitally attended outside of working hours;
 - an amount of EUR 4,500 per committee meeting attended or EUR 6,000 per Committee meeting digitally attended outside of working hours;
 - an amount of EUR 25,000 for the yearly strategy week (half in case of digital attendance); and
 - an amount of EUR 14,000 (for intercontinental travel) or EUR 5,000 (for intracontinental travel) per Board session physically attended.
 - Additional annual payments are made to non-executive Directors to reflect the additional responsibilities and workload:
 - to the Chairperson of the Audit & Risks Committee: EUR 35,000, and the other committees: EUR 30,000; and
 - to the Lead Independent Director: EUR 250,000, it being specified that his/her compensation will be capped at €400,000.
 - No compensation to be paid for written resolutions.
 - No travel fee or special fee for meeting outside of working hours will be paid to non-independent Director.
 - For an observer, an annual fixed payment of EUR 20,000 is paid, unless his/her appointment as a member of the Board be submitted 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.
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5. Agenda of the Annual Shareholders' Meeting

Agenda

ORDINARY SHAREHOLDERS' MEETING:

Resolution 1

Approval of statutory financial statements for the 2025 fiscal year

Resolution 2

Approval of consolidated financial statements for the 2025 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 Officers' compensation paid or granted for the fiscal year ending December 31, 2025 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 2025 fiscal year or awarded in respect of the said fiscal year to Mr. Olivier Blum in his capacity as Chief Executive Officer

Resolution 7

Approval of the components of the total compensation and benefits of all types paid during the 2025 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire in his capacity as Chairman of the Board of Directors

Resolution 8

Approval of the compensation policy for the Chief Executive Officer

Resolution 9

Approval of the compensation policy for the Chairman of the Board of Directors

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. Anders Runevad

Resolution 13

Appointment of Mrs. Ellyn Shook as a Director

Resolution 14

Appointment of Mr. François Jackow as a Director

Resolution 15

Opinion on the Company's climate strategy

Resolution 16

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

EXTRAORDINARY SHAREHOLDERS' MEETING:

Resolution 17

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 reserved for a category of persons

Resolution 18

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 reserved for one or more named persons

Resolution 19

Delegation of authority to the Board of Directors to undertake capital increases reserved for participants in a company savings plan without shareholders' preferential subscription right

Resolution 20

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

Resolution 21

Amendment to Article 19 of the Company's Articles of Association to comply with the regulatory provisions

Resolution 22

Powers for formalities

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

6.1 Ordinary Shareholders' Meeting

1st to 3rd resolutions: Approval of annual financial statements and setting the dividend

Explanatory statement

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

- the statutory financial statements of Schneider Electric SE for the year 2025 which show a profit of EUR 2,944 million; and
- the consolidated financial statements for the year 2025 which show a net income (Group share) of EUR 4,163 million.

The activity and the results for the 2025 fiscal year are presented in the 2025 Universal Registration Document as well as in the Notice of meeting available on the Company's website.

Under the **3rd resolution**, we recommend a distribution of a dividend of EUR 4.20 per share, representing a distribution rate of 49% of the Group's Adjusted Net Income and an estimated total distribution of EUR 2,361,340,564.80⁽¹⁾. No distribution will be paid on treasury shares held by the Company on the payment date. This dividend would be paid out of the distributable earnings amounting to EUR 2,944,031,326.28. The proposed dividend is an integral part of Schneider Electric's policy to reward shareholders over the long term. It represents an increase of 8% compared to last year.

The distribution will be paid according to the following schedule:

- Dividend ex-date: May 11, 2026
- Record date: May 12, 2026
- Dividend payment date: May 13, 2026

From a tax perspective, it is specified that the dividend of EUR 4.20 per share is subject to the following tax regime:

- Tax treatment of dividends paid to beneficiaries who are French tax residents

For individual beneficiaries who are tax residents in France, the dividend is subject upon payment to a social security tax of 18.6% and, in principle, to a mandatory non-definitive levy of 12.8%. These taxes are levied at source and are computed on the gross amount of the dividend. For its taxation in 2026, 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 of its income from movable capital 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 of 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.

- Tax treatment of dividends paid to non-resident beneficiaries

Dividends distributed from company profits to non-resident beneficiaries are subject to the following withholding taxes:

- 12.8% for natural persons,
- 25% for legal entities.

These withholding taxes may, however, be reduced or eliminated by international provisions, and in particular double taxation treaties which may exist between France and the country whose tax laws apply to the effective beneficiary of the dividend.

The beneficiary of the dividend is invited to check with his tax advisor (i) whether such a double taxation treaty exists, (ii) the terms of this treaty and (iii) if the tax rate provided for in said treaty is lower than the rate applicable by default, the procedure for obtaining a refund of the overpayment and/or a tax credit.

For any additional clarification regarding the applicable tax regime, shareholders are invited to contact their usual advisors.

Text of the first resolution

(Approval of statutory financial statements for the 2025 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 2025 fiscal year as presented, as well as the transactions reflected in these statements or summarized in these reports showing a net profit of EUR 2,944,031,326.28.

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 EUR 10,528 as well as the theoretical tax borne as a result of these charges amounting to EUR 2,719.

(1) This amount is calculated based on the number of shares ranking for dividends at December 31, 2025 and could therefore change if this number varies between January 1, 2026 and the payment date.

Text of the second resolution**(Approval of consolidated financial statements for the 2025 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 consolidated financial statements for the 2025 fiscal year as presented, as well as the transactions reflected in these statements or summarized in these reports.

Text of the third resolution**(Appropriation of profit for the fiscal year and setting the dividend)**

The Annual Shareholders' Meeting, having satisfied the quorum and majority requirements for ordinary meetings, notices that the Company's fiscal year ending December 31, 2025 closed with a net profit of EUR 2,944,031,326.28 and, considering the zero retained earnings, that the distributable earnings amounted to EUR 2,944,031,326.28.

Upon proposal of the Board of Directors, the Annual Shareholders' Meeting decides:

- the distribution to the shareholders of a dividend of EUR 4.20 per share, i.e., EUR 2,361,340,564.80⁽¹⁾ on the basis of the number of shares ranking for dividends at December 31, 2025, 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 11, 2026 and the dividend will be payable from May 13, 2026. 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, 2025, 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, this dividend is subject upon payment to a social security tax of 18.6% and, in principle, to a mandatory non-definitive levy of 12.8%. These taxes are levied at source and are computed on the gross amount of the dividend. For its taxation in 2026, 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 of its income from movable capital 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 of 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/distributions paid by Schneider Electric SE for the three most recent fiscal years are as follows:

	2022	2023	2024
Dividend paid per share (in euros)	3.15	3.50	3.90

4th resolution: Regulated agreements**Explanatory statement**

In the **4th resolution**, you are invited to take due note of the absence of any new regulated agreement concluded during the fiscal year ending December 31, 2025.

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, 2025.

5th to 7th resolutions: Approval of the information on the Directors' and the Corporate Officers' compensation paid or granted for 2025 (Say on pay ex-post)**Explanatory statement**

Under the **5th 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 Officers 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 2025 Universal Registration Document and in section 4.2 of the Notice of meeting.

Under the **6th 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 Chief Executive Officer, Mr. Olivier Blum. They have been paid or awarded in accordance with the compensation policy approved by the Annual Shareholders' Meeting of May 7, 2025. These components are detailed in **section 4.2.2.2.1** of Chapter 4 of the 2025 Universal Registration Document and in section 4.2.1 of the Notice of meeting.

Under the **7th 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 of the Board of Directors, Mr. Jean-Pascal Tricoire. They have been paid or awarded in accordance with the compensation policy approved by the Annual Shareholders' Meeting of May 7, 2025. These components are detailed in **section 4.2.2.2.2** of Chapter 4 of the 2025 Universal Registration Document and in section 4.2.2 of the Notice of meeting.

(1) This amount is calculated based on the number of shares ranking for dividends at December 31, 2025 and could therefore change if this number varies between January 1, 2026 and the payment date.

6.1 Ordinary Shareholders’ Meeting

Text of the fifth resolution

(Approval of the information on the Directors’ and the Corporate Officers’ compensation paid or granted for the fiscal year ending December 31, 2025 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 2025 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 2025 fiscal year or awarded in respect of the said fiscal year to Mr. Olivier Blum in his capacity as Chief Executive Officer)

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 2025 fiscal year or awarded in respect of the 2025 fiscal year to the Chief Executive Officer, Mr. Olivier Blum, as stated in the 2025 Universal Registration Document, Chapter 4, section 4.2.2.2.1.

Text of the seventh resolution

(Approval of the components of the total compensation and benefits of all types paid during the 2025 fiscal year or awarded in respect of the said fiscal year to Mr. Jean-Pascal Tricoire in his capacity as Chairman of the Board of Directors)

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 2025 fiscal year or awarded in respect of the 2025 fiscal year to the Chairman of the Board of Directors, Mr. Jean-Pascal Tricoire, as stated in the 2025 Universal Registration Document, Chapter 4, section 4.2.2.2.2.

8th to 11th resolutions: Approval of the 2026 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 **8th and 9th 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 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 2025 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 Chief Executive Officer as presented in detail in **section 4.2.3.1.2** of Chapter 4 of the 2025 Universal Registration Document and in section 4.3.1.1 of the Notice of meeting. This policy would apply to Mr. Olivier Blum (**8th resolution**); and
- the compensation policy for the Chairman of the Board of Directors as presented in detail in **section 4.2.3.1.3** of Chapter 4 of the 2025 Universal Registration Document and in section 4.3.1.2 of the Notice of meeting. This policy would apply to Mr. Jean-Pascal Tricoire (**9th resolution**).

Under the **10th and 11th resolutions**, we ask you:

- 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 €3,200,000, in view of the increase in the number of members of the Board of Directors and that of Committee meetings (**10th 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, firstly, the maximum amount that is proposed to be allocated to the Board members annually and, secondly, the allocation rules of this amount as presented in detail in **section 4.2.3.2** of Chapter 4 of the 2025 Universal Registration Document and in section 4.3.2 of the Notice of meeting (**11th resolution**).

Text of the eighth resolution

(Approval of the compensation policy for the Chief Executive Officer)

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 2025 Universal Registration Document, Chapter 4 section 4.2.3.1.2.

Text of the ninth resolution**(Approval of the compensation policy for the Chairman of the Board of Directors)**

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 2025 Universal Registration Document, Chapter 4, section 4.2.3.1.3.

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 2026, 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 €3,200,000.

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 2025 Universal Registration Document, Chapter 4, section 4.2.3.2.

12th to 14th resolutions: Renewal of the mandate of Mr. Anders Runevad and appointment of Mrs. Elyn Shook and Mr. François Jackow

Explanatory statement

As of March 27, 2026, the Board of Directors is composed of 15 members, including 11 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 4.1.1.4** of Chapter 4 of the 2025 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, availability, and complementarity of experience and people.

Mrs. Linda Knoll and Mrs. Nive Bhagat, members of the Board of Directors for respectively 12 and 4 years, have decided not to seek the renewal of their terms of office which expire at the closing of the 2026 Shareholders' Meeting. The Board of Directors expressed its gratitude to Mrs. Linda Knoll's and Mrs. Nive Bhagat's dedication to the Board of Directors' work and to their devoted commitment.

As part of the Board's continuous review of its composition, the Board of Directors asked the Governance, Nominations & Sustainability Committee to make a recommendation on the renewal of Mr. Anders Runevad, as well as search for complementary profiles in line with the skill set highlighted by its Board skills matrix and the challenges of the Company (see **section 4.1.1.4** of Chapter 4 of the 2025 Universal Registration Document describing the director recruitment process).

In that respect, the Committee has analyzed Mr. Anders Runevad's situation with regards to his contribution and performance, his time commitment and availability to fulfill his duties, as well as his added value to the work of the Board.

Mr. Anders Runevad brings to the Board the benefit of his experience as the former CEO of Vestas Wind Systems A/S and a strong profile on sustainability matters. He holds two other positions in listed companies (Chairman of the Board of directors of Vestas Wind Systems A/S and Peab AB), and his attendance rate at the meetings of the Board and the committees in which he participates in 2025 is respectively 100% and 94%. Upon the recommendation of the Governance, Nominations & Sustainability Committee, the Board proposes to you the renewal of his mandate for a four-year term.

The Governance, Nominations & Sustainability 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, identified as being:

- a female candidate in order to strengthen the Board gender ratio, an executive with experience as a chair or a long tenure as a member of a board committee overseeing compensation, or having been a business leader as well as Chief Human Resource Officer/Chief People Officer, with a technology or industry background and international exposure;
- a Chief Executive Officer or a former Chief Executive Officer, with a technology, industry or strategic consulting background, and an international exposure, European national and French speaker in order to reinforce the connection to the French ecosystem.

6.1 Ordinary Shareholders’ Meeting

Among these candidates, the Governance, Nominations & Sustainability Committee preselected a shortlist and the members of the Committee interviewed them. Following these interviews, the Committee recommended two candidates to the Board of Directors, Mrs. Ellyn Shook, who joined the Board on October 15, 2025 as an observer, with the intent to propose her appointment as a Board member to the 2026 Annual Shareholders’ Meeting, and Mr. François Jackow.

Mrs. Ellyn Shook, a US citizen based in Florida, has served as the Chief Leadership and Human Resources Officer for Accenture from 2014 to 2024. She is also a Board member at Baldwin Group and SanDisk where she chairs both Compensation Committees. Mrs. Ellyn Shook will bring to the Board her global human resources expertise, leadership and talent management practices, as well as her experience as a Board member. 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 joined the Human Capital & Remunerations Committee.

Mr. François Jackow, a French citizen based in France, is currently Chief Executive Officer of Air Liquide, a position he has held since 2022, and is a member of its Board of Directors. Mr. François Jackow will bring to the Board his expertise in technology and industry as well as his knowledge of international markets. 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 join the Human Capital & Remunerations Committee.

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

- in the **12th resolution**, to renew the term of office of Mr. Anders Runevad for a four (4)-year term;
- in the **13th resolution**, to appoint Mrs. Ellyn Shook as a Director for a four (4)-year term; and
- in the **14th resolution**, to appoint Mr. François Jackow as a Director for a four (4)-year term.

Should these resolutions be approved, the Board of Directors would consist of 15 members (including one Director representing the employee shareholders and two Directors representing the employees), with an independence rate of 92% and 46% of women (excluding the two Directors representing the employees), and 73% being of non-French nationality.

Mr. Anders Runevad’s and Mrs. Ellyn Shook’s biographies are provided in **section 4.1.1.2** of Chapter 4 of the 2025 Universal Registration Document and section 2.1.3 of the Notice of meeting. Mr. François Jackow’s biography is provided below.



François Jackow

Chief Executive Officer of L’Air Liquide S.A.

Age: 56 years

Nationality: French

Business address: Air Liquide, 75, quai d’Orsay, 75321 Paris Cedex 07

100 Schneider Electric SE shares

Skills

- Public company management
- Corporate finance
- International markets
- Industry knowledge
- Digital & software
- Environment/Climate
- Social

Experience and qualifications

François Jackow is currently Chief Executive Officer of Air Liquide. He joined Air Liquide group in 1993. François Jackow worked initially in the United States and the Netherlands where he successively held responsibilities in sales, marketing, and engineering & construction. In 2002, he was appointed Vice-President of Innovation, overseeing Research & Development and Advanced Technologies for Air Liquide group. In 2007, he became President and Chief Executive Officer of Air Liquide Japan, based in Tokyo, before becoming Vice-President of the Large Industries World Business Line in 2011. François Jackow joined the Executive Committee of Air Liquide in 2014 as Group Vice-President of Strategy overseeing the development of the strategic plan. In 2019, he was appointed Executive Vice President, overseeing Europe Industries, Europe Healthcare and Africa / Middle East / India operations. Over time, the Innovation & Technologies and Digital & IT departments have been added to his remit, along with the Customer Development department, which he created in 2014, and also the Healthcare World Business Line. François Jackow was appointed the Group’s Chief Executive Officer on June 1, 2022. François Jackow holds degrees in science and management, having studied both in France and the United States. An alumni of the École Normale Supérieure Paris, he also holds a Master’s Degree in chemistry from Harvard University in the United States and an MBA from the Collège des Ingénieurs.

Term of office

Candidate for appointment as a Director: May 2026

Current external appointments

Other directorships at listed companies: Director of **L’Air Liquide S.A.** (France).

Other directorships:

Director of American Air Liquide Holdings (USA), The Hydrogen Company (France), Air Liquide Foundation (France); Co-Chair of The Hydrogen Council; Member of the Management committee of Atelier de Constructions Mécaniques de la Marne (ACMM) (France).

Previous directorships

Previous directorships held in the past five years:

Executive Vice-President of **L’Air Liquide S.A.** (France), Chairman of the Board of Directors of and Director of Air Liquide Santé International (France).

Text of the twelfth resolution**(Renewal of the term of office of Mr. Anders Runevad)**

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. Anders Runevad as a Director expires at the closing of this Shareholders' Meeting and decides to renew it for a four (4)-year term expiring at the closing of the Annual Shareholders' Meeting to be held in 2030 to approve the financial statements for the 2029 fiscal year.

Text of the thirteenth resolution**(Appointment of Mrs. Ellyn Shook 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. Ellyn Shook as a Director for a four (4)-year term expiring at the closing of the Annual Shareholders' Meeting to be held in 2030 to approve the financial statements for the 2029 fiscal year.

Text of the fourteenth resolution**(Appointment of Mr. François Jackow 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. François Jackow as a Director for a four (4)-year term expiring at the closing of the Annual Shareholders' Meeting to be held in 2030 to approve the financial statements for the 2029 fiscal year.

15th resolution: Opinion on the Company climate strategy**Explanatory statement**

Under the **15th resolution**, the Board wishes to consult the Shareholders' Meeting on Schneider Electric's climate strategy as described in the 2025 Universal Registration Document, Chapter 2, **section 2.2**, 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 Governance, Nominations & Sustainability 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 approximately 80,000 employees (who benefit from a variable compensation), includes environmental, social, and governance (ESG) criteria, through the Schneider Sustainability Impact (SSI) which includes initiatives aimed at reducing greenhouse gas emissions. The Long-term incentive plan is also correlated with climate targets (for more detail on compensation, please refer to **section 4.2** of Chapter 4 of the 2025 Universal Registration Document).

In addition to the Board of Directors and the Governance, Nominations & Sustainability Committee, several other governance bodies are involved in the process of designing and continuously monitoring the SSI program, which includes a sustainability risks and opportunities assessment (including climate) and leads to the design of concrete transformation initiatives to align the Company on the challenges identified:

- The Executive Committee has a Function Committee which meets quarterly. It follows progress of the sustainability strategy.
- The Sustainability department coordinates the overall sustainability strategy of the Group and the rollout of action plans.
- Several committees involving Group Executive Vice-Presidents and Senior Vice-Presidents are dedicated to overseeing the implementation of the Group's decarbonization roadmap, focusing on the supply chain, low-carbon product design, and the decarbonization of Schneider Electric's operational emissions.

Upon a recommendation from the Governance, Nominations & Sustainability Committee, the Board decided to offer the shareholders for the second time, three years after the first consultation, an opportunity to express their views on the progress made on the implementation of the Schneider Electric's strategy and the strategy itself. It corresponds to the launch of the new cycle of the Schneider Sustainability Impact, the current plan having ended in 2025.

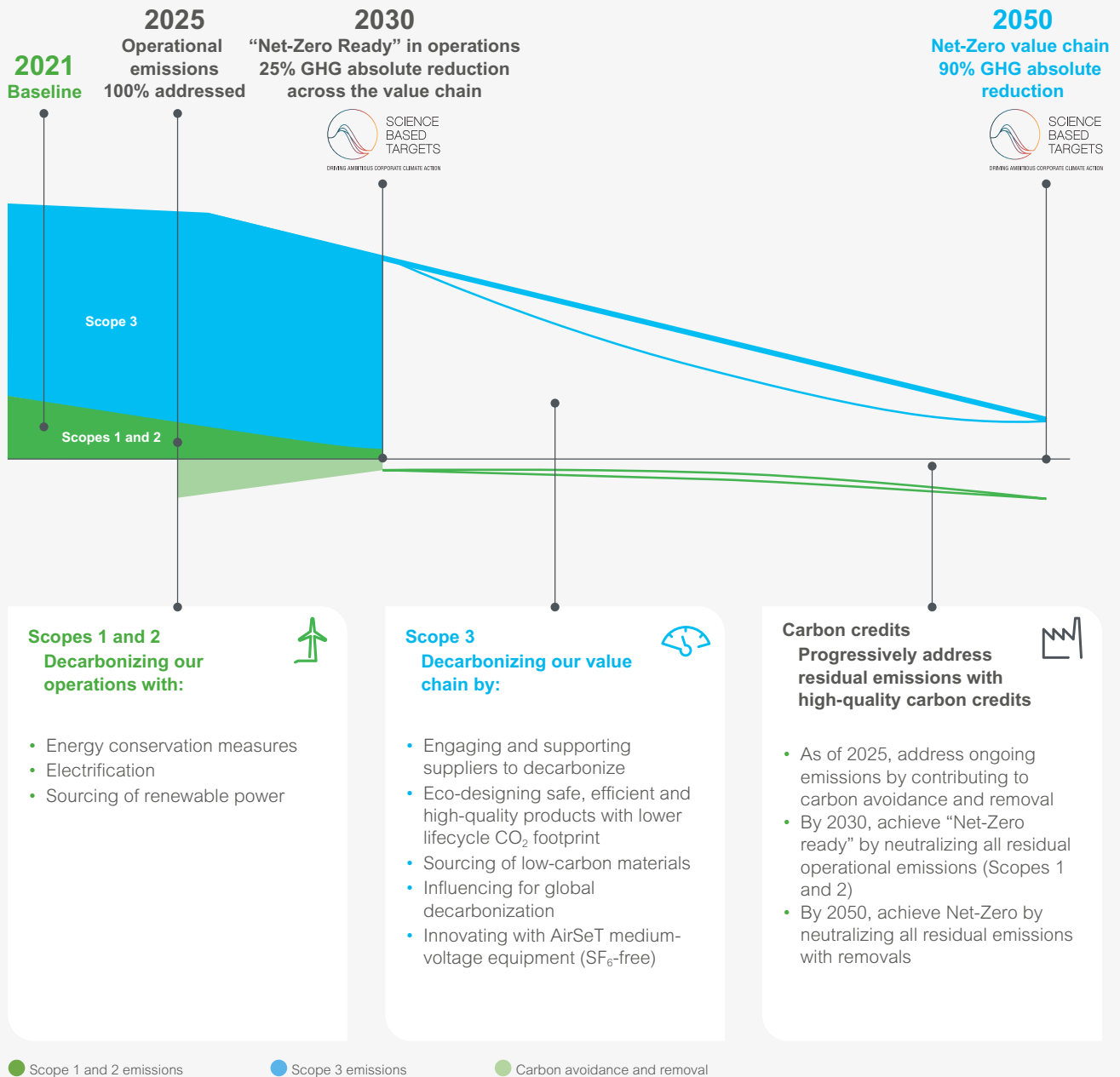
- **Scientifically validated climate roadmap**

Schneider Electric, as an Impact Company, wants to be both a sustainability enabler, supporting partners and customers with its decarbonization 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 by 2050 (temperature alignment defined as per SBTi Corporate Net-Zero Standard); 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 that performance and purpose go hand in hand.

Explanatory statement continued

Main milestones of the Net-Zero commitment

In line with the ambition to contribute to limiting climate change, Schneider Electric is committed to reach the targets described below as validated by the Science Based Targets initiative.



For more information on these levers, please refer to [section 2.2.2.1.4](#) of Chapter 2 of the 2025 Universal Registration Document on actions related to climate change mitigation adaptation, and energy.

Explanatory statement continued

Concrete actions and investment plans to reach those targets are described in **section 2.2** of Chapter 2 of the 2025 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 the Group's 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.

• 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 Sustainability statements (CSRD) audited by the statutory auditors responsible for certifying sustainability information and included in the 2025 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).

Text of the fifteenth resolution (Opinion on the Company's 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 the 2025 Universal Registration Document, Chapter 2, section 2.2, issues a favorable opinion on this climate strategy.

16th resolution: Share buybacks

Explanatory statement

As the pre-existing authorization comes to its term in November 2026, it is hereby proposed, in the **16th resolution** submitted to the Annual Shareholders' Meeting, to reconduct, for a new eighteen (18)-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.

In 2025, a total of EUR 341,149,900 in share buyback corresponding to 1,503,680 shares bought back by the Company had been completed pursuant to the authorizations granted.

All of the 14,898,568 treasury shares held on December 31, 2025 (representing 2.58% of the share capital) are allocated to cover Long-term incentive plans for employees or Corporate Officers.

During the Capital Markets Day for investors and financial analysts held on December 11, 2025, as part of a strong commitment to shareholder returns, the Company announced the plan to undertake a share buyback program of EUR 2.5 billion to EUR 3.5 billion through 2030.

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 the Annual Shareholders' Meeting of May 7, 2025 (28th 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, 2025: 57,712,251 shares). The maximum purchase price of the

6.1 Ordinary Shareholders’ Meeting

shares would be set at EUR 350, and the total amount allocated to the share repurchase program would not exceed EUR 20.2 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 2025 Universal Registration Document.

Text of the sixteenth 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 buy back 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 means;*
- *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 (Autorité des Marchés Financiers).*

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 28th resolution of the Annual Shareholders’ Meeting of May 7, 2025.

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

- (i)** *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, 57,712,251 shares, on the basis of the share capital as of December 31, 2025), 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*
- (ii)** *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 EUR 350 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 EUR 20.2 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 7, 2025 in its 16th resolution and is granted for an eighteen (18)-month period as from this Annual Shareholders’ Meeting.

6.2 Extraordinary Shareholders' Meeting

17th and 18th resolutions: Delegations of authority to the Board of Directors to increase the share capital without shareholders' preferential subscription rights

Explanatory statement

You are requested to approve the **17th** and **18th** resolutions to give to the Board of Directors authority to increase the share capital, immediately or in the future, without preferential subscription rights, 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.

The **17th** resolution concerns the issuance of shares and/or securities giving immediate or deferred access to the Company's capital, reserved for a category of persons. The minimum issue price corresponds to the price that was applicable, as a matter of principle, to capital increases without shareholders' preferential subscription right without specifying beneficiaries prior to the entry into force of Law No. 2024-537 of June 13, 2024, aimed at increasing financing for businesses and enhancing France's attractiveness; it being however specified that it refers to a period of three trading sessions preceding the setting of the issue price (whereas the former Article R.22-10-32 of the French Commercial Code referred to the three most recent trading sessions preceding the start of the public offering). We propose, as do most market participants listed on Euronext Paris, to voluntarily reinstate the former minimum price rule (adjusted as indicated above, in accordance with widespread practice). The **18th** resolution concerns the issuance of shares and/or securities giving immediate or deferred access to the Company's capital, reserved for a named person. For both resolutions:

- the maximum nominal amount of the capital increases that may be carried shall not exceed EUR 224 million, *i.e.* 56 million shares representing 9.70% of the capital as of December 31, 2025, and would be charged against the overall ceilings set by the Annual Shareholders' Meeting of May 7, 2025;
- a maximum discount of 10% could be applied to the reference price of the shares issued under these delegations determined on the basis of the stock market price;
- 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;
- the authorization would be valid for (18) months.

Text of the seventeenth 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 reserved for a category of persons)

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 et seq., L. 225-129-2, L. 225-135, L. 225-138, L. 228-91, and L. 22-10-49 et seq. 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 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;*
- 2. 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 to the category of beneficiaries meeting the following features: all credit institutions authorized to provide the investment services mentioned in paragraphs 3, 6-1 and 7 of Article L. 321-1 of the French Monetary and Financial Code and accordingly authorized to carry out proprietary trading, underwriting, and placement activities in the equity securities of companies listed on the Euronext regulated market in Paris; it being specified that the Board of Directors will draw up the list of beneficiaries within this category, that it may, where appropriate, choose a single service provider and that the beneficiary(ies) will not be entitled to retain the new shares or securities following completion of the issue;*

6.2 Extraordinary Shareholders’ Meeting

3. *decides that:*
 - a. *the issue price of the ordinary shares under this authorization shall be at least equal to the volume-weighted average of the average prices of the Company’s shares on the regulated market of Euronext in Paris during a period of three (3) consecutive trading days preceding the setting of the issue price less a maximum discount of 10% after correction, if any, to take into account the difference in the date 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;*
4. *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 EUR 224 million representing on an indicative basis 9.70% of the capital as of December 31, 2025, 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 18th resolution of this Annual Shareholders’ Meeting, and the 17th, 18th, 19th, 20th, 21st and 24th resolutions of the Annual Shareholders’ Meeting of May 7, 2025 is set at EUR 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 18th resolution of this Annual Shareholders’ Meeting, the 18th, 19th and 21st resolutions of the Annual Shareholders’ Meeting of May 7, 2025 is set at EUR 224 million;*
5. *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 EUR 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 18th resolution of this Annual Shareholders’ Meeting, and the 17th, 18th, 19th, 20th and 21st resolutions of the Annual Shareholders’ Meeting of May 7, 2025 is set at EUR 7 billion;*
6. *decides that, in the event that the beneficiary(ies) defined in the second paragraph above have not subscribed to the entire capital increase within the time limit, the increase in capital shall be carried out only up to the amount of the shares subscribed, the unsubscribed shares being able to be offered again to the said beneficiary(ies) in the context of a subsequent issue;*
7. *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) 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. *decide on the list of beneficiaries within the category of persons defined in the second paragraph above and the number of shares and/or securities to be allocated to each of them,*
 - 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 an option to suspend the exercise of rights attached to such securities,*
 - i. *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,*
 - j. *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*
 - 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;*
8. *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, any previous delegation having the same purpose and (ii) is granted for a period of eighteen (18) months as from this Shareholders’ Meeting.

Text of the eighteenth 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 reserved for one or more named persons)

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 et seq., L. 225-129-2, L. 225-135, L. 225-138, L. 228-91, and L. 22-10-52-1 et seq. 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 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;
2. 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 to one or more persons designated by name, it being specified that the Board of Directors will have full powers to designate the person or persons for whom the issue is reserved;
3. decides that, in accordance with the provisions of Articles L. 22-10-52-1 and R. 22-10-32 of the French Commercial Code:
 - a. the issue price of the ordinary shares issued under this authorization will be set by the Board of Directors in accordance with the regulatory provisions applicable on the date this authorization is used (currently, at least equal to the closing trading price of the Company's shares on Euronext Paris on the last trading day preceding the decision by the Board of Directors, reduced by a maximum discount of 10%),
 - 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 in accordance with the price set in the previous paragraph;
4. 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 EUR 224 million representing on an indicative basis 9.70% of the capital as of December 31, 2025, 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 17th resolution of this Annual Shareholders' Meeting, and the 17th, 18th, 19th, 20th, 21st, and 24th resolutions of the Annual Shareholders' Meeting of May 7, 2025 is set at EUR 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 17th resolution of this Annual Shareholders' Meeting, and the 18th, 19th and 21st resolutions of the Annual Shareholders' Meeting of May 7, 2025 is set at EUR 224 million;
5. 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 EUR 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 17th resolution of this Annual Shareholders' Meeting, and the 17th, 18th, 19th, 20th and 21st, resolutions of the Annual Shareholders' Meeting of May 7, 2025 is set at EUR 7 billion;
6. decides that, in the event that the designated person(s) referred to in the second paragraph above have not subscribed to the entire capital increase within the time limit, the increase in capital shall be carried out only up to the amount of the shares subscribed, the unsubscribed shares being able to be offered again to the said person(s) in the context of a subsequent issue;
7. 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) 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. designate the person or persons for whom the issue is reserved and the number of shares and/or securities to be allocated to each of them,

6.2 Extraordinary Shareholders’ Meeting

- 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,
 - 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 an option to suspend the exercise of rights attached to such securities,
 - i. 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,
 - j. 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
 - 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;
8. 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, any previous delegation having the same purpose and (ii) is granted for a period of eighteen (18) months as from this Shareholders’ Meeting.

19th and 20th 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, 2025, employees held 3.3% of the capital either directly or through the corporate mutual funds (FCPEs).

The Company carried out capital increases reserved for Group employees in 2025 (WESOP 2025) proposed in 47 countries representing 88% of the Group’s employees. These transactions are presented in **section 7.1.2.2** of Chapter 7 of the 2025 Universal Registration Document.

As part of its policy offer to Group employees on an annual basis, the Board decided that there will be a new employee share ownership plan implemented in 2026. As part of the 26th and 27th resolutions of the Annual Shareholders’ Meeting of May 7, 2025, the Board of Directors, at its meeting of December 4, 2025, decided to renew the annual employee shareholder plan in 2026, within a limit of 3.7 million shares (approximately 0.64% of the capital). This plan does not include a leveraged offer. The shares are offered with a discount of 15% on the share price to all subscribers and a maximum employer contribution approximately EUR 1,400 per subscriber.

To allow for the implementation of a new global employee share ownership plan in 2027, you are requested to approve:

- the **19th 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 7, 2025 in its 26th resolution shall cease to be effective as from November 4, 2026⁽¹⁾); and
- the **20th 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 members 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 November 4, 2026⁽²⁾).

Text of the nineteenth 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 Articles L. 3332-1 et seq. of the French Labor Code and Articles L. 225-129 to L. 225-129-6, L. 22-10-49, L. 225-138-1, and L. 228-91 et seq. of the French Commercial Code:

(1) The maximum amount of subscription applicable to the employee share ownership operations carried out before November 4, 2026 will be the ceiling applicable to the 26th resolution of the Annual Shareholders’ Meeting of May 7, 2025.

(2) The maximum amount of subscription applicable to the employee share ownership operations carried out before November 4, 2026 will be the ceiling applicable to the 27th resolution of the Annual Shareholders’ Meeting of May 7, 2025.

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 November 4, 2026;
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;
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), and
 - 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 November 4, 2026, the authorization given by the Annual Shareholders' Meeting of May 7, 2025 in its 26th 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 twentieth 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. 22-10-49, 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 19th resolution of this Annual Shareholders' Meeting, and (ii) this delegation may be used only from and after November 4, 2026;

6.2 Extraordinary Shareholders’ Meeting

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) Collective Investment Undertaking 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 19th 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;
6. hereby resolves that the Board of Directors shall have full authority, under 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, and 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 November 4, 2026, the authorization given by the Annual Shareholders’ Meeting of May 7, 2025 in its 27th resolution, for its amounts unused by the Board of Directors and (ii) is granted for a period of eighteen (18) months as from this Shareholders’ Meeting.

21st resolution: Amendment to Article 19 of the Company’s Articles of Association to comply with the regulatory provisions

Explanatory statement

Under the **21st resolution**, you are invited to approve the amendment to Article 19 of the Company’s Articles of Association in order to bring it into line with the provisions of Decree No. 2026-094 of February 13, 2026 relating to the modernization of how certain companies communicate with their shareholders and extending the date of registration of securities in the shareholder’s name to justify the right to participate in the shareholders’ meeting (registration date or record date) from two to five days. On this occasion, Article 19 is being completely revised in order to simplify its wording by referring, as far as possible, to legislative and regulatory provisions.

Text of the twenty-first resolution

(Amendment to Article 19 of the Company’s Articles of Association to comply with the regulatory provisions)

The Annual Shareholders’ Meeting, having satisfied the quorum and majority requirements for extraordinary shareholders’ meetings, having heard the Board of Directors’ report, decides to amend Article 19 of the Company’s Articles of Association as follows:

“Article 19

General Shareholders Meetings are called and run in conformity with the conditions prescribed by law and regulations.

Meetings are held at the Company’s registered office or at any other place specified in the notice of meeting.

All shareholders may attend a General Shareholders Meeting, in person or by proxy, after providing proof of identity and share ownership in accordance with applicable laws and regulations.

Shareholders may also participate and vote at General Shareholders Meetings by any means of telecommunication authorized by the legislative and regulatory provisions in force under the conditions set out therein.

Remote voting procedures, including electronic voting before the Meeting, is carried out according to the conditions and procedures set out by legislative and regulatory provisions.

Meetings shall be chaired by the Chairman of the Board of Directors or in his absence by the Vice-Chairman, or in his absence by a member of the Board of Directors specially appointed for that purpose by the Board of Directors. If no such member is appointed by the Board of Directors, the Meeting shall elect its own Chairman.

The two shareholders present who hold the largest number of votes and who accept shall act as scrutineers.

The Board appoints a secretary to the Meeting, who is not required to be a shareholder.

As required by law, a register of attendance is kept.

Copies or extracts of the minutes of the Meeting may validly be signed by the Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors, or by the Secretary to the Meeting.”

22nd resolution: Power for formalities

Explanatory statement

Finally, under the **22nd resolution**, we request that you grant us the powers necessary to carry out the formalities.

Text of the twenty-second 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*) on the fifth trading day preceding the Meeting, i.e. on April 29, 2026 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.

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") enclosed to this notice of meeting dated and signed in accordance with the instructions provided to you on page 95 below using the prepaid envelope attached to this document or by simple courier to Uptevia, Service Assemblées Générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex, after checking the box "**I wish to attend the meeting and request an admission card**".
- **If you hold bearer shares:** you must request your admission card from the financial intermediary who manages your shares.

In order to be taken into account, requests for admission card by post must, in all cases, be received by Uptevia according to the above terms no later than three calendar days prior to the Meeting, i.e., by Monday, May 4, 2026.

If you have not received your admission card within five working days before the Meeting, you are invited to:

- **If you hold registered shares:** present yourself on the day of the Meeting, directly at the counters specifically provided for this purpose, with proof of identity.
- **If you hold bearer shares:** ask your financial intermediary to issue you with a certificate of participation to prove your status as a shareholder on the fifth business day preceding the Meeting.

7.2.2 Application for an admission card by Internet

- **If you hold registered shares:**
 - **If you are a pure registered shareholder** you must log in to your shareholder area at the following address: <https://www.investors.uptevia.com/> using your usual access codes. Once connected, follow the instructions on the screen to access the VOTACCESS site and apply for your admission card.
 - **If you are an administrated registered shareholder,** connect to the voting site via the VoteAG site at the following address: <https://www.voteag.com/> using the temporary codes provided in the Single Form or in the electronic notice. Once connected, follow the instructions on the screen to access the VOTACCESS site and apply for your admission card.

In case you do no longer have your login and/or password, please contact number 0 800 007 535 from France and +33 1 49 37 82 36 from abroad, a dedicated line.

- **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 site 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 website, you must identify yourself on your intermediary's Internet portal with your usual access codes. Once connected, follow the instructions on the screen to access the VOTACCESS site and apply for your 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 6, 2026**, the day before the Meeting.

7.3 You wish to vote or give proxy by mail or Internet

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 French 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 or giving proxy by mail

You may vote or be represented by giving a proxy to the Chairman of the Meeting or to another person than the Chairman of the Meeting by mail.

- **If you hold registered shares:** return the Single Form, enclosed to this 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 using the prepaid envelope attached to this document or by simple courier to Uptevia, Service Assemblées Générales, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex.
- **If you hold bearer shares:** request and return the duly completed Single Form for voting by mail or by postal proxy (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. The Single Form is also available on the Company's website to the following address: www.se.com.

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 **May 4, 2026 at the latest**. Under no circumstances should the Single Forms be returned directly to Schneider Electric SE.

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 ct-mandataires-assemblees@uptevia.com including:

- **If you hold registered shares:** a scanned version of your Single Form, duly completed, dated and signed, containing the following information: surname, 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 surname, 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 references, 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 6, 2026 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.

7.3.2 Vote or proxy by Internet

You may also submit your voting instructions, be represented by giving proxy to the Chairman of the Meeting or to a person other than the Chairman of the Meeting by Internet, using the VOTACCESS website, under the conditions described below.

The VOTACCESS website will be open from **April 17, 2026** until the day before the Meeting, *i.e.* **May 6, 2026, at 3:00 p.m.**, Paris time.

However, to avoid overloading the VOTACCESS website, you are advised not to wait until the day before the Meeting for submitting your votes.

- **If you hold registered shares:**

- **If you are a pure registered shareholder** you must log in to your shareholder area at the following address: <https://www.investors.uptevia.com/> using your usual access codes, then follow the instructions given on the screen to access the VOTACCESS site and vote, give proxy to the Chairman of the Meeting, appoint or revoke a proxy.
- **If you are an administrated registered shareholder**, connect to the voting site *via* the VoteAG site at the following address: <https://www.voteag.com/> using the temporary codes provided in the Single Voting Form or in the electronic notice. Once connected, follow the instructions on the screen to access the VOTACCESS site and vote, give proxy to the Chairman of the Meeting, appoint or revoke a proxy.

In case you do no longer have your login and/or password, please contact number 0 800 007 535 from France and +33 1 49 37 82 36 from abroad, a dedicated line.

- **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 site 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 website, you must identify yourself on your intermediary's Internet portal with your usual access codes. Once connected, follow the instructions on the screen to access the VOTACCESS site, 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 website, 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 ct-mandataires-assemblees@uptevia.com. This e-mail must contain the following information: name of the company concerned (Schneider Electric SE), date of the Meeting (May 7, 2026), 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, Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense 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 6, 2026.

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. 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 30, 2026**. 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 on the page dedicated to the Shareholders' Meeting on the website www.se.com as soon as possible after the Shareholders' Meeting and, at the latest, before the end of the fifth business day following the Meeting.

7.5 Audiovisual broadcast and recording of the Annual Shareholders' Meeting

In order to allow all shareholders to attend, the Annual Shareholders' Meeting will be broadcast live in its entirety, accessible on the Company's website www.se.com on the page dedicated to the Shareholders' Meeting, in accordance with legal and regulatory provisions.

A recording of the webcast of the Shareholders' Meeting will be available on the Company's website www.se.com on the page dedicated to the Shareholders' Meeting within the time limits provided for by applicable regulations.

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 voting rights.
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: blacken 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 date and sign 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 DESIRE ASSISTER A CETTE ASSEMBLEE 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.

SCNEIDER ELECTRIC SE
 Société européenne à conseil d'administration
 au capital de 2 308 490 048 €
 Siège social : 35, rue Joseph Monier
 92500 Rueil-Malmaison
 542 048 574 RCS Nanterre

ASSEMBLEE GENERALE MIXTE (ordinaire et extraordinaire)
 Convoquée pour le Jeudi 7 mai 2026 à 15h00
 Au Palais des Congrès d'Issy - 25 Avenue Victor Cresson, 92130 Issy-les-Moulineaux
COMBINED GENERAL MEETING (ordinary and extraordinary)
 To be held on Thursday, May 7th, 2026 at 3:00 pm
 At Palais des Congrès d'Issy - 25 Avenue Victor Cresson, 92130 Issy-les-Moulineaux

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Porteur / Bearer

Vote simple / Single vote: 2

Vote double / Double vote: 1

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.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
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"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
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"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
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"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
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"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<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"/>	Oui / Yes	<input type="checkbox"/>
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"/>	Non / No	<input type="checkbox"/>
										Abs.	<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. ou Mme, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) Mr or Mrs, 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^{ère} convocation / on 1st notification: 4 Mai 2026 / May 4, 2026

sur 2^{ème} convocation / on 2nd notification: _____

à / to : Uptevia
 Service Assemblées
 90-110 Esplanade du Général de Gaulle
 92931 Paris La Défense Cedex

4 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLEE GENERALE
 Cf. au verso (3)

I HEREBY GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

5 JE DONNE POUVOIR A : Cf. au verso (4)
 pour me représenter à l'Assemblée / **I HEREBY APPOINT :** See reverse (4)
 to represent me at the above mentioned Meeting

M. ou Mme, Raison Sociale / Mr or Mrs, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION : As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
 Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

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
 Service Assemblées Générales
 Cœur Défense
 90-110 Esplanade du Général de Gaulle
 92931 Paris la Défense Cedex

If you hold bearer shares:
 Your financial intermediary managing your share account.

8. Request for documentation and information

Ordinary and Extraordinary Meeting of **May 7, 2026**

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 7, 2026, 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 2026

Signature

To send:

If you hold **registered** shares:

Uptevia
Service Assemblées Générales
Cœur Défense
90-110 Esplanade du Général de Gaulle
92931 Paris la Défense Cedex⁽¹⁾

If you hold **bearer** shares:

Your financial intermediary managing your share account.

(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 all subsequent General Meetings. Shareholders wishing to take advantage of this option must indicate on this request form that they wish to do so.

Financial Calendar

Investor Relations

May 7, 2026 Annual Shareholders' Meeting

Financial Releases

February 26, 2026 2025 Annual Results

April 30, 2026 Q1 2026 Revenues

July 30, 2026 2026 Half Year Results

October 29, 2026 Q3 2026 Revenues



YouTube

SchneiderCorporate



X

@SchneiderElec



Instagram

schneiderelectric



LinkedIn

linkedin.com/company/schneider-electric



Facebook

SchneiderElectric

Investor Relations

Nathan Fast

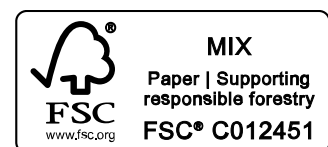
SEInvestorRelations@se.com

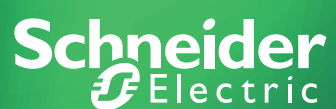
Corporate Communications

Anthime Caprioli

corporate.communications@se.com

se.com





Schneider Electric SE

Headquarters:

35, rue Joseph Monier – CS 30323
F-92506 Rueil-Malmaison Cedex (France)
Tel.: +33 (0) 4 76 57 60 60

European Company,
governed by a Board of directors
with a share capital of EUR 2,308,490,048
Registered in Nanterre, R.C.S. 542 048 574
Siret no.: 542 048 574 01791

se.com

