

“Let’s

INVEST

in ourselves”

From April 3 to April 23,
participate in the 2018
Worldwide Employee Share
Ownership Plan (WESOP).

wesop 2018

#WhatsYourBoldIdea

From left to right: Shirley Law, Brand Planning Manager, Jimmy Dansou, Regional Director,
Emilienne Lepoutre, Sustainability Performance Manager



Invest in Schneider Electric 2018 WESOP

“ I am proud of our unique employee shareholding program over the last 22 years with a record 41% subscription by you in 2017! We want to build on this achievement with 2018 WESOP program to continue our commitment to our shared success. ”

Jean-Pascal Tricoire
Chairman & CEO

Key Dates



**April 3
to April 23, 2018**
Reservation period



May 31, 2018
Subscription price setting
and Communication
of the Subscription price



June 1 to June 7, 2018
Revocation period



July 10, 2018
Capital increase
(FCPE units delivery)

The information contained in this brochure constitutes a simplified presentation of the 2018 WESOP and the Classic Offer. For more detailed information, please refer to the rules of the International Employee Shareholding Plan (IESP), the Key Investor Information Document and the regulations of the "Schneider Relais International 2018" FCPE and the "FCPE Schneider Actionnariat" compartment of "Schneider Actionnariat Mondial" FCPE, available on the dedicated website and on Spice Employee Portal. We strongly encourage you to read these.

Before deciding to invest in this plan, we also encourage you to consult the latest Schneider Electric annual report (Registration Document) and the updates thereto. These contain important information regarding the Schneider Electric Group, its businesses, management, strategy, financial results and financial statements, as well as information regarding the risks that it may confront. For a description of certain risks concerning Schneider Electric, please see the first section of the Annual Report under "Risk Factors". This and other financial information may be obtained in English or in French on our website at www.schneider-electric.com/ww/en/ or fr/.

Main features



**15% discount on the
Schneider Electric share
reference price**

The reference price will be the average of the opening price of the Schneider Electric SE share on the Paris stock exchange from May 3 to May 30, 2018 (inclusive)



A single "Classic" offer



A minimum investment
of INR 800.



A matching contribution
from your employer if any
(specific procedure applies
to SEIL and SEPSL - see
Country Supplement)



A maximum investment
of 25% of your gross
annual earnings
(including bonuses)
for 2017

The employer matching
contribution is not included
in your earnings for the purpose
of this calculation

By owning shares of Schneider Electric SE through the WESOP you benefit from potential increase in the price of Schneider Electric SE share, while bearing the risk of loss in case of decrease in excess of the discount and matching contribution.

For any information

www.infowesop.schneider-electric.com

our dedicated website, now mobile compatible:

Login: **WESOP** - Password: **WESOP2018**

- ▶ Your respective Human Resources Spoc
- ▶ Your local Human Resources Department

Before subscribing,

please consult the dedicated website, which includes important information about 2018 WESOP and all related documents to download.

Why subscribe?

By investing in WESOP, you become a SE Shareholder

- ▶ with incentive from the Group (15% discount and a maximum matching contribution of INR 105,000¹),
- ▶ benefitting from Schneider Electric SE's dividend policy,
- ▶ exposed to the stock price fluctuations up and down,
- ▶ while keeping your investment locked in for five years, see the detail of the Offering in your Country Supplement.

At the end of the 5-year holding period you can keep your investment until the date you choose without paying any custodian charges if you remain a Schneider Electric Employee. This gives you the freedom to sell your assets when you consider the value of the Schneider Electric SE share is best for you.

How to pay for my subscription?

Please consult the Country Supplement (which contains country specific legal and tax information) accompanying this brochure for more information about the methods of payment available in your country.

Who can subscribe?

Employees of any company participating in the Schneider Electric International Employee Shareholding Plan (IESP), who have worked for at least 3 months in one or more Schneider Electric Group company on the last day of the revocation period, which is June 7, 2018, and who are still employed on such day.

How to subscribe?

You can subscribe on the secure online reservation site www.wesop.schneider-electric.com. In case you wish to submit a paper subscription form, it will need to be received within the same period by your local Human Resources Department.

How do I know my asset value?

You can track at any time the value of your investment in the FCPE by login on to the "Savers & Employees" area of the Natixis Interépargne website (www.interepargne.natixis.com) with your access code.

When will I know my subscription price?

The subscription price is expected to be determined on May 31, 2018 (unless the plan is for any reason suspended). Thus, your reservation in the 2018 WESOP will be made before the price is fixed. Once the subscription price is fixed on

May 31, 2018, it will be displayed in your company premises and on www.infowesop.schneider-electric.com.

How is the subscription price fixed?

The subscription price will be equal to the "reference price" minus a 15% discount. The reference price will be the average of the opening price of the Schneider Electric SE share on the Paris stock exchange from May 3 to May 30, 2018 (inclusive).

Can I change my mind after the reservation period?

You can cancel your 2018 subscription in WESOP by filling out a paper revocation form (in [infowesop](http://infowesop.com) site or by your HR) and return it to your Human Resources Department no later than June 7, 2018 (17:00 Indian standard time).

If you do not submit a timely revocation, your reservation automatically becomes confirmed and a firm subscription order and you will no longer have the right to cancel it.

For further information on the subscription, dates, investment limits, methods of payment, subscription price, consult the Country Supplement, infowesop website, Spice Employee Portal, or your respective Human Resources Spoc.

www.infowesop.schneider-electric.com

- ▶ Login: **WESOP**
- ▶ Password: **WESOP2018**

The FCPE... What is it?

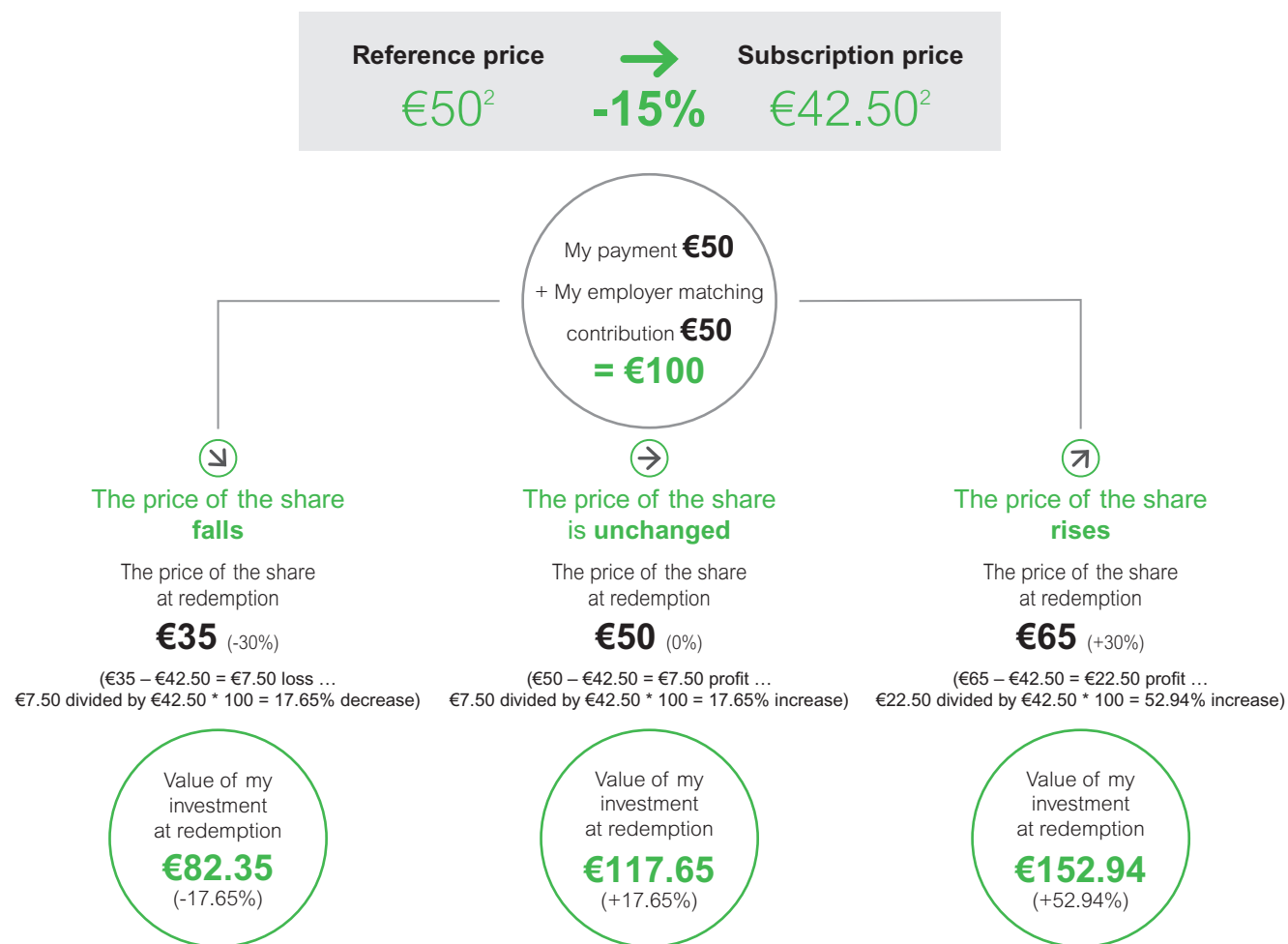
It is an Employee Shareholding Fund governed by the French Monetary and Financial Code. Its sole purpose is to hold shares for employee shareholders in plans such as the Schneider Electric WESOP. Both "Schneider Relais International 2018" and "Schneider Actionnariat Mondial" FCPEs are invested almost exclusively in Schneider Electric SE shares. The FCPE is divided into units of equal value, and each of these units represents an interest in the shares held by the FCPE. The units are not transferable and cannot be listed on a stock exchange market, unlike shares. The FCPE is controlled by a Supervisory Board made up of at least 50% of representatives of Schneider Electric employees and 50% of representatives of Schneider Electric management who all hold units in the fund.

... how does it work?

When you participate in WESOP, your personal investment and the employer matching contribution are placed in a temporary fund, the "Schneider Relais International 2018" which acquires shares on your behalf and then shortly afterwards is merged into the permanent "Schneider Actionnariat Mondial" fund, subject to the FCPE's Supervisory Board and AMF approval. Dividends, if any, are reinvested every year in the "Schneider Actionnariat Mondial" fund, and increase the value of each unit.

¹ Please refer to the Country Supplement for more information on the matching contribution amount available from your employer.

Effect of Schneider Electric share price evolution on your “Classic” investment¹



¹ Hypothetical simulations. Please note that the simulations presented above include any possible employer matching contribution in your “investment amount”, and do not take into account any potential dividends or taxes at redemption of your investment. Please refer to the attached Country Supplement for information on the income and social security taxes that may apply in your country, as well as on the employer matching contribution rules that apply in your country.

² These prices are given as examples. The reference and subscription prices will be communicated on May 31, 2018.

Matching cap and method of adjustment

The Board decided to set a maximum matching of €M37 for the Group. If the calculated matching on employee subscriptions exceeds this amount, the matching and the relevant investment will be reduced. Please refer to your Country Supplement for further details.

Subscription ceiling and methods of reduction

The maximum number of shares that may be offered in the 2018 WESOP is 3.7 million newly issued shares (that is approximately 0.62% of the share capital), to be allocated between the Schneider Electric Group Savings Plan and the Schneider Electric International Employee Shareholding Plan. The subscription price, the final number of shares offered and their allocation are expected to be determined by the Deputy Chief Executive Officer, upon delegation of the Board of Directors. The subscription price will be published on May 31, 2018 in your company’s premises and on the dedicated website.

If the number of shares requested exceeds the number of shares allocated to the Schneider Electric International Employee Shareholding Plan, the following reduction formula will be applied:

- ▶ a ceiling for shares available per subscriber will be calculated as follows: the maximum number of shares offered divided by the number of subscribers;
- ▶ orders that are equal to or below this ceiling will be served in full;
- ▶ orders that are above the ceiling will be served in full up to the ceiling amount, and on a pro rata basis above this amount, to the extent of the shares available.

Confirmation of investment

About a month after the Capital Increase (FCPE units delivery), you will receive a confirmation of your investment in a letter with your login credential to register (if you are not already registered) to your Natixis personal account where you will be able to follow-up at any time the status and the value of your investment.



The Procedure for Early Exit Cases

In consideration for the preferential terms that are offered to you as a Schneider Electric employee, your investment must be held for at least 5 years, i.e. up to and including June 30, 2023. Nevertheless, under certain circumstances, you can or must have all or part of your investment redeemed early. The cases of early redemption and the cases of mandatory redemption may vary from one country to another. For your country, those cases are described in the Country Supplement (which contains country specific legal and tax information) provided together with this brochure and available on www.infowesop.schneider-electric.com.

Reminder

This is a private offering reserved for eligible employees of the Schneider Electric Group

The securities being offered for sale in this offering have not been recommended by any governmental securities commission or regulatory authority. Nor have any of these authorities confirmed the accuracy or determined the adequacy of this document or any other materials being distributed or made available to you in connection with this offering.

In most countries, participating in this offering will have tax consequences for the participant

Although a general tax summary is provided in the Country Supplement (which contains country specific legal and tax information) accompanying this brochure, neither Schneider Electric nor your employer is providing any tax advice and you should consult your own tax advisor for advice regarding the tax consequences of participating in this offering.

Furthermore, neither Schneider Electric nor your employer is giving investment advice with respect to this offering

Investing is a personal decision that you must make yourself, taking into account your financial resources, your investment goals, your personal tax situation and any other investment alternatives available to you. In this regard, you are encouraged to consider the diversification of your investment portfolio to ensure that the risk that you assume is not unduly concentrated on any single investment.

www.infowesop.schneider-electric.com

- ▶ Login: **WESOP**
- ▶ Password: **WESOP2018**

Your decision whether or not to participate in this offering is entirely personal and is entirely voluntary

Your decision will have no effect, either positive or negative, on your employment within the Schneider Electric Group. Nothing contained in this document or in any other materials distributed or made available to you in connection with this offering plan shall confer on you any right or entitlement respecting your employment. Participating in this offering is separate from and does not form part of your employment agreement.

The completion of the share issuance is subject to the decision of the Schneider Electric SE Deputy Chief Executive Officer to launch the offering

This decision is expected to be taken on May 31, 2018, when the Deputy Chief Executive Officer, upon delegation of the Board of Directors, will fix the subscription price, the dates of the revocation period and the exact number of shares offered. In the event the Deputy Chief Executive Officer decides not to pursue the offering, any reservation orders previously submitted will be cancelled, without compensation or indemnification, and notices will be posted on your company's premises and on the dedicated website. Following the issue of the new shares, Schneider Electric will request their admission to listing on the French Stock Exchange, Euronext Paris (Compartment A). These shares will all be ordinary shares carrying the same rights as the other existing ordinary shares.

Life Is  On

Schneider
 Electric