

**2008 SCHNEIDER ELECTRIC EMPLOYEE SHARE PLAN
Early Exit Event Form – Classic Offer**

Use this form to request an Early Exit from the Classic Offer under the Schneider Electric 2008 Employee Share Plan. This form and any attachments must be executed and sent to your local Human Resources Representative.

As a participant under the Classic Offer, you may submit this form at any time for Early Exits due to total and permanent disability or death. In the case of death, this form must be completed by the executor or personal representative of the participant's estate. For an Early Exit due to termination of employment, you have six months from your last day of service to decide whether to remain in the Plan or to exit the Plan. For this purpose, service excludes any severance period or leave of absence. If you decide to remain in the Plan after your termination, you will not be able to exit the Plan until the end of the Holding Period ending on June 28, 2013. For Early Exit due to the purchase of a primary residence, you must submit this form within six months of the date of your executed contract.

For all purposes, this Form will be deemed to have been submitted when the Form, and all required attachments, is actually received by Schneider Electric North America. You may not revoke your Early Exit once the Form has been submitted. You may not re-enter the 2008 Plan after you have exited.

The complete provisions of the program can be found in the *Sharing Schneider Electric 2008 Employee Share Plan* brochure and the *U.S. Supplement*. Please refer to these documents for definitions of the terms used in this Form. In case of any discrepancy between this Form and the documents, the latter will control.

1. **Personal Information of Participant** (please print or type all information)

Name _____ Social Security Number _____
Address _____ Daytime Phone Number _____
City _____ Evening Phone Number _____
State _____ Zip _____ Email Address _____

2. **Nature of Early Exit Event** (you must check the box for the applicable reason(s) for early exit)

- Death (attach copy of death certificate and proof of executor/personal representative status)
- Total and Permanent Disability (attach approval from Disability Administrator or Social Security Administration approval)
- Termination of employment with the Schneider Electric Group for any reason
- Purchase of a primary residence – **Classic Offer only** (attach copy of executed contract)

3. **Distribution of Proceeds** (you must check the box to indicate your distribution election of the proceeds)

I request the Custodial Bank to:

- Sell my shares (and have a check issued to me for the net value of my investment); or
- Retain all or part of my shares in the account at the Custodial Bank

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In accordance with the Payroll Deduction Agreement, any outstanding balance due on your loan will be deducted from your final paycheck or from any other amount the Company owes to you. If your final paycheck is insufficient to pay the balance of your loan, you are responsible to pay the entire balance of the outstanding loan balance by cashier's check. If you do not complete payment of your loan, the Company will direct the sale of your shares to recover the amount you owe to the Company.

4. **Signature** (if you are an executor/personal representative also see Section 6)

I have read and understand the information in this Form, and I confirm either (1) that I have experienced an Early Exit Event, or (2) I am the executor/personal representative of a participant in the Plan who has died, which permits me to withdraw the participant's shares from the Schneider Electric 2008 Employee Share Plan according to the Plan guidelines and authorize the Bank of New York to proceed as I have indicated above.

Your Signature _____ Date _____

Schneider Electric N.A. Signature _____ Date _____
(NAOD Compensation Dept Signature Only)

5. **SEND THIS FORM AND ANY REQUIRED ATTACHMENTS TO YOUR LOCAL HUMAN RESOURCES REPRESENTATIVE.**

6. **Substitute W-9** (only for Executor/Personal Representative in the event of death)

_____ Estate's Taxpayer ID Number <input type="checkbox"/> Awaiting Taxpayer ID Number	YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU CHECKED THE AWAITING TAXPAYER ID NUMBER BOX ON THE SUBSTITUTE FORM W-9
Under penalties of perjury, I certify that: (1) the number printed above is the estate's correct Taxpayer ID Number or the estate is awaiting a Taxpayer ID Number, (2) the estate is not subject to backup withholding due to failure to report interest and dividend income, and (3) the estate is a U.S. person.	CERTIFICATE OF AWAITING TAXPAYER ID NUMBER I certify under penalties of perjury that a Taxpayer ID Number has not been issued to the estate, and either (a) I have mailed or delivered an application to receive a Taxpayer ID Number or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number to The Bank of New York, 30% of all reportable payments made to me will be withheld.
Signature _____ Date _____	Signature _____ Date _____

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7. To be completed by Human Resources (Name): _____

1. Is the employee a participant in the Classic Offer? <input type="checkbox"/> YES <input type="checkbox"/> NO
2. Did the employee complete the Early Exit Event Form? <input type="checkbox"/> YES <input type="checkbox"/> NO If NO, it is assumed that HR initiated the form due to the nonpayment of an outstanding loan balance and no employee signature is required.
3. Does employee have an outstanding loan balance? <input type="checkbox"/> YES <input type="checkbox"/> NO If YES, what is the loan balance amount?
4. What has the employee paid in FICA taxes year-to-date?
5. What is the employee's W-2 earnings year-to-date?
6. Does the employee live in a Indiana, Kentucky, New York, Ohio, Oregon or Pennsylvania where a local county tax rate applies? <input type="checkbox"/> YES <input type="checkbox"/> NO If YES, what is the additional county tax rate?
7. Which Schneider Electric Group should the check be made payable to for the outstanding loan balance? If there is an outstanding loan balance that is not deducted from the employee's final paycheck, HR will send the employee a loan repayment letter to request the balance be paid within 45 days. If the employee does not provide a personal check or money order for the balance, the Custodial Bank will reimburse the Company the outstanding balance through the sale of the employee's shares.