

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

Use this form for an Early Exit from the Leveraged 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 Leveraged Offer, you must exit the Plan as soon as administratively possible if you experience an Early Exit Event. If you do not submit this Form upon an Early Exit Event, a Form will be initiated by Human Resources to begin your exit from the Plan.

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

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

If your Early Exit Event occurs before January 1, 2013, and the Custodial Bank receives notice of the event on or prior to the 10<sup>th</sup> day of any month, the value of your shares (the "Intermediate Fair Market Value") will equal the closing price of the Schneider Electric ordinary share on the Paris Stock Exchange on the last trading day of that month. If notification is received after the 10<sup>th</sup> day of any month, the Intermediate Fair Market Value will equal the closing price on the last trading day of the following month.

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If your Early Exit Event occurs on or after January 1, 2013, and the Custodial Bank receives notice of the event on or prior to the 10<sup>th</sup> day of any month, the Intermediate Fair Market Value will equal the average closing price of the Schneider Electric ordinary share on the Paris Stock Exchange on each trading day from January 1, 2013, through the last trading day of that month. If notification is received after the 15<sup>th</sup> day of any month, the Intermediate Fair Market Value will equal the average closing price on each trading day from January 1, 2013, through the last trading day of the following month (but no later than June 28, 2013).

If you do not select your distribution election upon an Early Exit Event, your Shares will be automatically sold to the Lending Bank at the market value on the Paris Stock Exchange on the second business day after the Custodial Bank receives notification of and verifies an Early Exit Event. Cash proceeds from the sale of all of your shares will be paid by the Custodial Bank in U.S. dollars net of any outstanding loan due to the Company.

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	<b>YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU CHECKED THE AWAITING TAXPAYER ID NUMBER BOX ON THE SUBSTITUTE FORM W-9</b>
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.  Signature _____  Date _____	<b>CERTIFICATE OF AWAITING TAXPAYER ID NUMBER</b> 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 _____

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

<b>1. Is the employee a participant in the Leveraged Offer?</b> <input type="checkbox"/> YES <input type="checkbox"/> NO
<b>2. Did the employee complete the Early Exit Event Form?</b> <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.
<b>3. Does employee have an outstanding loan balance?</b> <input type="checkbox"/> YES <input type="checkbox"/> NO  If YES, what is the loan balance amount?
<b>4. What has the employee paid in FICA taxes year-to-date?</b>
<b>5. What is the employee's W-2 earnings year-to-date?</b>
<b>6. Does the employee live in a Indiana, Kentucky, New York, Ohio, Oregon or Pennsylvania where a local county tax rate applies?</b> <input type="checkbox"/> YES <input type="checkbox"/> NO  If YES, what is the additional county tax rate?
<b>7. Which Schneider Electric Group should the check be made payable to for the outstanding loan balance?</b>  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.