

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>SCHNEIDER ELECTRIC 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>301</u> 1c Effective date of plan <u>01/01/2010</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SCHNEIDER ELECTRIC HOLDINGS, INC.</u> <u>1415 S. ROSELLE ROAD</u> <u>PALATINE, IL 60067</u>	2b Employer Identification Number (EIN) <u>36-4141566</u> 2c Sponsor's telephone number <u>847-397-2600</u> 2d Business code (see instructions) <u>335900</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	BRADFORD LENHARD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	BRADFORD LENHARD
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address SCHNEIDER ELECTRIC BENEFITS COMMITTEE		3b Administrator's EIN 36-4141566
		3c Administrator's telephone number 847-397-2600
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 18291
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
a Active participants		6a 15972
b Retired or separated participants receiving benefits		6b 111
c Other retired or separated participants entitled to future benefits		6c 3839
d Subtotal. Add lines 6a, 6b, and 6c		6d 19922
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 14
f Total. Add lines 6d and 6e		6f 19936
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 18571
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan SCHNEIDER ELECTRIC 401(K) PLAN	B Three-digit plan number (PN) ▶ 301
C Plan sponsor's name as shown on line 2a of Form 5500 SCHNEIDER ELECTRIC HOLDINGS, INC.	D Employer Identification Number (EIN) 36-4141566

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 26 37 52	NONE	765132	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

ERNST & YOUNG

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	46479	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
EATON VANCE 04-3101341	12.89 BPS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
THE VANGUARD GROUP, INC.	99	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
OPPENHEIMER FUNDS 93-1036175	25 BPS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>SCHNEIDER ELECTRIC 401(K) PLAN</u>	B Three-digit plan number (PN)	<u>301</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SCHNEIDER ELECTRIC HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>36-4141566</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2010 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083964-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14459172</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2015 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083953-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>76932324</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2020 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083983-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>60341249</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2025 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083981-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>155457585</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2030 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083979-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>62307916</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2035 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083977-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>89840108</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD TARGET RET 2040 TRUST I</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>90-6083975-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>38033040</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD TARGET RET 2045 TRUST I**

b Name of sponsor of entity listed in (a): **VANGUARD FIDUCIARY TRUST COMPANY**

c EIN-PN 90-6083973-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43417179
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD TARGET RET 2050 TRUST I**

b Name of sponsor of entity listed in (a): **VANGUARD FIDUCIARY TRUST COMPANY**

c EIN-PN 90-6083969-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27167330
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD TARGET RET 2055 TRUST I**

b Name of sponsor of entity listed in (a): **VANGUARD FIDUCIARY TRUST COMPANY**

c EIN-PN 27-6715074-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5584081
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD TARGET RET 2060 TRUST I**

b Name of sponsor of entity listed in (a): **VANGUARD FIDUCIARY TRUST COMPANY**

c EIN-PN 45-3799212-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 694915
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD TARGET RET INCOME TRUST I**

b Name of sponsor of entity listed in (a): **VANGUARD FIDUCIARY TRUST COMPANY**

c EIN-PN 90-6083968-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23145901
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD RET SAVINGS TRUST III**

b Name of sponsor of entity listed in (a): **VANGUARD FIDUCIARY TRUST COMPANY**

c EIN-PN 23-2186884-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 346909108
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: **SCHNEIDER ELECTRIC HOLDINGS, INC MT**

b Name of sponsor of entity listed in (a): **SCHNEIDER ELECTRIC HOLDINGS, INC.**

c EIN-PN 36-4141566-304	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40009715
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD RET SAVINGS TRUST V**

b Name of sponsor of entity listed in (a): **VANGUARD FIDUCIARY TRUST COMPANY**

c EIN-PN 23-2186884-011	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>SCHNEIDER ELECTRIC 401(K) PLAN</u>		B Three-digit plan number (PN) <u>301</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SCHNEIDER ELECTRIC HOLDINGS, INC.</u>		D Employer Identification Number (EIN) <u>36-4141566</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2823417	2567898
(2) Participant contributions	1b(2)	2587605	2418136
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	569282	1665832
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	34777586	36372387
(9) Value of interest in common/collective trusts	1c(9)	278291027	944289908
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	35657509	40009715
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1529625381	1244205504
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1884331807	2271529380

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1884331807	2271529380
---	-----------	------------	------------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	73888566	
(B) Participants	2a(1)(B)	91423065	
(C) Others (including rollovers)	2a(1)(C)	5129375	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		170441006
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1474938	
(F) Other	2b(1)(F)	5446419	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6921357
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	57834	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	38311156	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		38368990
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2947282	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2951985	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-4703
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	238624	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		238624

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		54116474
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		7858566
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		233976226
c Other income.....	2c		268688
d Total income. Add all income amounts in column (b) and enter total.....	2d		512185228

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	125354181	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	9437	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		125363618
f Corrective distributions (see instructions).....	2f		8572
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	733684	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		733684
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		126105874

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		386079354
l Transfers of assets:			
(1) To this plan.....	2l(1)		1118219
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>SCHNEIDER ELECTRIC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>301</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SCHNEIDER ELECTRIC HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>36-4141566</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Report of Independent Auditors

The Employee Benefits Committee
Schneider Electric Holdings, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Schneider Electric 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst + Young LLP

September 25, 2014

Schneider Electric 401(k) Plan

EIN 36-4141566 Plan #097510

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Current Value
Aberdeen Em Markets Inst	Registered Investment Company	\$ 26,520,216
Amer Funds EuroPacific Gr	Registered Investment Company	89,501,913
BlackRockInfProtSecBond	Registered Investment Company	13,448,959
DFA US Targeted Value	Registered Investment Company	6,606,544
Diamond Hill Large Cap A	Registered Investment Company	164,847,885
EatonVanceSmallCapFund	Registered Investment Company	68,462,970
Fidelity Contrafund	Registered Investment Company	145,785,639
LaudusMo Emerg Mark Instl	Registered Investment Company	85,748
Loomis Sayles:GB;Inst	Registered Investment Company	9,875,932
OppenheimerGlobalOpportun	Registered Investment Company	38,296,667
PIMCO Total Return Fd, Instit	Registered Investment Company	58,204,914
Templeton Foreign Equity	Registered Investment Company	472,402
Vanguard Emerging Mkts Stk Idx*	Registered Investment Company	589,920
Vanguard Extend Mkt Index Inst*	Registered Investment Company	155,653,040
Vanguard Inst Idx Inst Plus*	Registered Investment Company	303,286,015
Vanguard Prime Money Mkt*	Registered Investment Company	400,604
Vanguard Total Bond Mkt InstP*	Registered Investment Company	104,694,406
Vanguard Total Intl Stk Inst*	Registered Investment Company	55,713,130
VGI Brokerage Option	Vanguard Brokerage Option	3,424,432
Vanguard Retirement Savings Trust III*	Common/Collective Trust	346,909,108
Vanguard Tgt Retirement 2010 Trust I*	Common/Collective Trust	14,459,172
Vanguard Tgt Retirement 2015 Trust I*	Common/Collective Trust	76,932,324
Vanguard Tgt Retirement 2020 Trust I*	Common/Collective Trust	60,341,249
Vanguard Tgt Retirement 2025 Trust I*	Common/Collective Trust	155,457,585
Vanguard Tgt Retirement 2030 Trust I*	Common/Collective Trust	62,307,916
Vanguard Tgt Retirement 2035 Trust I*	Common/Collective Trust	89,840,108
Vanguard Tgt Retirement 2040 Trust I*	Common/Collective Trust	38,033,040
Vanguard Tgt Retirement 2045 Trust I*	Common/Collective Trust	43,417,179
Vanguard Tgt Retirement 2050 Trust I*	Common/Collective Trust	27,167,330
Vanguard Tgt Retirement 2055 Trust I*	Common/Collective Trust	5,584,081
Vanguard Tgt Retirement 2060 Trust I*	Common/Collective Trust	694,915
Vanguard Tgt Retirement Inc Trust I*	Common/Collective Trust	23,145,901
		<u>2,190,161,244</u>
Participant loans*	Varying maturities with interest rates 3.25% – 10.00%	36,372,387
		<u><u>\$ 2,226,533,631</u></u>

*Represents a party in interest to the Plan.

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Schneider Electric 401(k) Plan
December 31, 2013 and 2012, and
Year Ended December 31, 2013
With Report of Independent Auditors

Ernst & Young LLP



Building a better
working world

Schneider Electric 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012, and Year Ended December 31, 2013

Contents

Report of Independent Auditors.....	1
Financial Statements	
Statements of Net Assets Available for Benefits.....	3
Statement of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements.....	5
Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	18

Report of Independent Auditors

The Employee Benefits Committee
Schneider Electric Holdings, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Schneider Electric 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the investment information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

September 25, 2014

Schneider Electric 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31	
	2013	2012
Assets		
Investments, at fair value	\$ 2,190,161,244	\$ 1,808,485,690
Interest in Master Trust, at fair value	40,009,715	35,657,509
Receivables:		
Notes receivable from participants	36,372,387	34,777,586
Participant contributions	2,418,136	2,587,605
Employer contributions	2,567,898	2,823,417
Total receivables	41,358,421	40,188,608
Total assets	2,271,529,380	1,884,331,807
Net assets reflecting investments at fair value	2,271,529,380	1,884,331,807
Adjustment from fair value to contract value for interest in common/collective trust related to fully benefit-responsive investment contracts	(9,405,555)	(14,009,856)
Net assets available for benefits	\$ 2,262,123,825	\$ 1,870,321,951

See accompanying notes.

Schneider Electric 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Additions

Contributions:

Participant	\$ 91,423,065
Employer	73,888,566
Rollovers	5,129,375
Total contributions	<u>170,441,006</u>

Dividends and interest income	43,815,409
Interest income on notes receivable from participants	1,474,938
Net gain from Master Trust	7,858,566
Net appreciation in fair value of investments:	
Mutual funds and exchange-traded funds	234,478,835
Common/collective trusts	58,720,775
Total additions	<u>516,789,529</u>

Deductions

Benefits paid to participants	125,362,753
Administrative expense	743,121
Total deductions	<u>126,105,874</u>

Net increase before transfer	390,683,655
Transfers into the Plan	1,118,219
Net increase	<u>391,801,874</u>

Net assets available for benefits:

Beginning of year	1,870,321,951
End of year	<u><u>\$ 2,262,123,825</u></u>

See accompanying notes.

Schneider Electric 401(k) Plan

Notes to Financial Statements

December 31, 2013

1. Description of the Plan

The following description of the Schneider Electric 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan document for more complete information.

General

The Plan, formed January 1, 2010, is designed as a defined-contribution plan under Section 401(a) of the Internal Revenue Code (the Code) with a cash or deferred arrangement under Section 401(k). The Employee Benefits Committee of Schneider Electric Holdings, Inc. (the Company) controls and manages the operation and administration of the Plan. Vanguard Fiduciary Trust Company (Vanguard or the Trustee) serves as the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Effective February 28, 2013, the Coleman Hines, Inc. Profit Sharing Plan merged into the Plan.

Eligibility and Vesting

Salaried and nonunion hourly employees of the Company are eligible to participate in the Plan on their first day of employment. Eligible participants hired on or after January 1, 2010, are automatically enrolled in the Plan unless they decline to participate. All actively employed participants as of or after January 1, 2010 are immediately vested in their own contributions, matching contributions, and any of the Company's nonelective contributions, plus actual earnings thereon. A predecessor plan participant who was not actively employed on January 1, 2010, and has not received distribution of all their account balance under the predecessor plan is subject to the vesting provisions of the applicable predecessor plan as in effect on December 31, 2009.

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Contributions

Each year, participants may contribute to the Plan 1% to 75% of their eligible gross earnings (as defined by the Plan), subject to limitations set by the Code. Participants may also contribute amounts representing distributions from other qualified defined-benefit or defined-contribution plans. If automatically enrolled, a participant's deferral is set at 3% of eligible compensation until changed by the participant. Participants age 50 or more are eligible to make additional catch-up contributions of up to \$5,500 in 2013. The Company will make matching contributions to participants' accounts based on their employee contributions in an amount equal to 100% of the first 6% of their compensation contributed to the Plan.

In addition to the matching contributions, the Company will also contribute a nonelective contribution for participants who meet the following conditions:

- a. Former employees of Schneider Automation Inc. receive a nonelective contribution in the amount of 2% of eligible compensation per pay period if they were active employees of Schneider Automation Inc. on December 31, 2008, and became an employee of Schneider Electric USA, Inc. on January 1, 2009.
- b. Employees of the Schneider Electric Buildings, LLC location receive a nonelective contribution in the amount of 3.5% of eligible compensation if they were hired prior to January 1, 2006, by Schneider Electric Buildings, LLC (or any predecessor thereof) and participated in the Schneider Electric Buildings, LLC 401(k) Savings Plan as of December 31, 2009. As this is contributed annually, an employee must be active on the last day of the plan year in order to be eligible.
- c. Employees of Schneider Electric USA, Inc. receive a nonelective contribution in the amount of 4% of eligible compensation per pay period if they were an active participant in the Square D Company Consolidated Hourly Pension Plan on December 31, 2009, with at least ten years of service.
- d. Employees of Schneider Electric USA, Inc. receive a nonelective contribution in the amount of 4% to 6% of eligible compensation per pay period, depending on the sum of the participant's age and vesting service on December 31, 2009, if they were an active participant in the Square D Company Salaried Employees' Pension Plan on December 31, 2009, with at least ten years of service.

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Investments

Participants direct the investment of their contributions into various investment options offered by the Plan, including a self-directed brokerage feature. Participants can allocate their contribution and the Company's contributions to any of the Plan's funds (except for the Schneider Electric Stock Fund) in 1% increments, with the option to change their allocation daily. The Company's contributions are allocated in the same manner as that of the participant's elective contributions.

The Schneider Electric Holdings, Inc. Master Trust (the Master Trust) holds the investment in the Schneider Electric Stock Fund. Schneider Electric is the parent company of the Plan's sponsor. The Plan and the Schneider Electric USA, Inc. Coordinated Bargaining Employees' Retirement Savings Plan participate in the Master Trust. The assets in the Master Trust consist primarily of Schneider Electric common stock. The Schneider Electric Stock Fund was funded only by performance award contributions and is closed to new contributions; however, participants may make exchanges out of this fund at any time. Investment income or loss relating to the Master Trust is allocated to the individual plans based upon average monthly balances invested by each participating plan.

Participant Accounts

Individual accounts are maintained for each plan participant. Each participant's account is credited with the participant's contributions, the Company matching contribution, and the Company nonelective contributions, if any, and allocations of the Plan's earnings and is charged with an allocation of plan investment losses and any applicable administrative expenses. Allocations are based on participant contribution earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Distributions

Distributions are available in the event of separation from service for any reason, at age 59 1/2, or in situations involving financial hardship. Terminated employees may choose to leave their vested balance in the Plan if in excess of specified dollar amounts, as defined by the Plan. The form of payment is typically a lump-sum distribution; however, participants may elect to receive annual installment payments.

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Loans to Participants

Participants may borrow up to the lesser of \$50,000 or 50% of their vested balance, with a minimum loan amount of \$1,000. Loan repayments are made through payroll deductions over a period of one year to five years in one-year increments. The loans are secured by the balance in a participant's account, and the interest rate, at the prime rate plus 1% as reported by Reuters, is fixed for the life of the loan. A one-time Vanguard processing fee is deducted from the loan amount. In addition, an annual maintenance fee is deducted from any participant's account having a loan balance at the end of each year. The maintenance fee in effect at the time the loan is taken does not change for the life of the loan.

Transfers

Along with the Plan, Schneider Electric affiliates also sponsor 401(k) plans for union employees. If employees change their employment status, their account balances are transferred into the appropriate plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments held by the Plan and the Master Trust are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 7 for further discussion and disclosures related to fair value measurements.

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

The Vanguard Retirement Savings Trust, a common/collective trust fund, invests in fully benefit-responsive investment contracts. This fund is recorded at fair value (see Note 7); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payments of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses incurred by the Plan are paid by the Company and participants. Effective July 1, 2013, an annual recordkeeping fee of \$15 is charged directly to each participant.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

3. Investments

Other than the fair value of the Vanguard Retirement Savings Trust and the adjustment from fair value to contract value for fully benefit-responsive investment contracts, all investment information for the Plan and the Master Trust disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2013 and 2012, and net appreciation in fair value of investments, interest, dividends, and interest income on notes receivable from participants for the year ended December 31, 2013, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee. The contract value of the Vanguard Retirement Savings Trust was certified as complete and accurate by the Trustee.

	December 31	
	2013	2012
Vanguard Retirement Savings Trust, at fair value	\$ 346,909,108	\$ 278,291,027
Vanguard Retirement Savings Trust, at contract value	337,503,553	264,281,171

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits are as follows:

	December 31	
	2013	2012
Vanguard Inst Idx Inst Plus	\$ 303,286,015	\$ —
Vanguard Retirement Savings Trust (at contract value)	337,503,553	264,281,171
Vanguard Institutional Index Fund	—	217,165,082
Diamond Hill Large Cap A	164,847,885	129,637,804
Vanguard Target Retirement 2025	—	124,628,509
Vanguard Extend Mkt Index Inst	155,653,040	*
Vanguard Target Retirement 2025 Trust I	155,457,585	—
Fidelity Contrafund	145,785,639	115,774,285
Vanguard Total Bond Market Index Fund Institutional Shares	—	97,149,139

*Below 5% threshold

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

3. Investments (continued)

The following table presents the net assets of the Master Trust:

	December 31	
	2013	2012
Investments, at fair value:		
Schneider Electric common stock	<u>\$ 51,250,104</u>	<u>\$ 45,604,990</u>
Plan's interest in Master Trust	<u>78%</u>	<u>78%</u>

Net investment gain of the Master Trust for the year ended December 31, 2013, is as follows:

Net appreciation in fair value of common stock	<u>\$ 10,059,037</u>
Net investment gain	<u>\$ 10,059,037</u>

4. Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated January 28, 2013, stating that the Plan is qualified under Section 401(a) of the Code and therefore the related trust is exempt from taxation. Subsequent to the determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan, as amended, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

5. Related-Party Transactions

Investments in the Master Trust consist of shares of common stock of Schneider Electric SA, the parent company of the Plan's sponsor. Certain plan investments are shares of mutual funds and units of common/collective trust funds managed by the Trustee. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

6. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. If the Plan terminates, participants will become 100% vested in their accounts.

7. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

7. Fair Value Measurements (continued)

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management’s own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based the lowest level input that is significant to the fair value measure in its entirety.

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value by the Plan:

Schneider Electric common stock: The Schneider Electric Stock Fund is a unitized fund consisting of Schneider Electric SA common stock and a small amount of a short-term investment fund to provide liquidity. The unitized value of the fund is based on quoted market prices of the underlying assets.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds and exchange-traded funds: Valued at quoted market prices, which represent the net asset value (NAV) of shares held by the Plan at year-end.

Common/collective trust funds: Valued at the NAV provided by the administrator of the fund. The NAV is based on underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

7. Fair Value Measurements (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value:

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Common/collective trust funds:				
Stable value-fixed income ^(a)	\$ —	\$ 346,909,108	\$ —	\$ 346,909,108
Balanced ^(b)	—	597,380,800	—	597,380,800
Mutual funds and exchange-traded funds:				
Fixed income	186,224,211	—	—	186,224,211
U.S. equity	845,232,014	—	—	845,232,014
International equity	210,590,075	—	—	210,590,075
Money market	400,604	—	—	400,604
Brokerage account:		—	—	
Common stock:				
U.S. equity	1,628,464	—	—	1,628,464
International equity	37,368	—	—	37,368
Mutual funds:		—	—	
Money market	278,275	—	—	278,275
Fixed income	8,945	—	—	8,945
U.S. equity	1,399,643	—	—	1,399,643
International equity	71,737	—	—	71,737
Total assets at fair value	<u>\$ 1,245,871,336</u>	<u>\$ 944,289,908</u>	<u>\$ —</u>	<u>\$ 2,190,161,244</u>
Master Trust assets at fair value:				
Schneider Electric common stock	<u>\$ 51,250,104</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 51,250,104</u>

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

7. Fair Value Measurements (continued)

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common/collective trust fund – stable value ^(a)	\$ –	\$ 278,291,027	\$ –	\$ 278,291,027
Mutual funds and exchange-traded funds:				
Fixed income	194,816,498	–	–	194,816,498
U.S. equity	614,270,997	–	–	614,270,997
International equity	156,635,701	–	–	156,635,701
Balanced	478,892,420	–	–	478,892,420
Money market	82,662,052	–	–	82,662,052
Brokerage account:				
Common stock:				
U.S. equity	560,848	–	–	560,848
International equity	2,815	–	–	2,815
Mutual funds:				
Money market	953,237	–	–	953,237
Fixed income	8,189	–	–	8,189
U.S. equity	1,248,563	–	–	1,248,563
International equity	143,343	–	–	143,343
Total assets at fair value	<u>\$ 1,530,194,663</u>	<u>\$ 278,291,027</u>	<u>\$ –</u>	<u>\$ 1,808,485,690</u>
Master Trust assets at fair value:				
Schneider Electric common stock	<u>\$ 45,604,990</u>	<u>\$ –</u>	<u>\$ –</u>	<u>\$ 45,604,990</u>

^(a)This common/collective trust fund is designed to deliver safety and stability by preserving principal and accumulated earnings. This fund is primarily invested in guaranteed investment contracts and synthetic investment contracts. Redemptions are permitted by participants on any business day and by the Plan within 12 months of written notice.

^(b)This category seeks to provide capital appreciation and current income consistent with its current asset allocation. These funds use an asset allocation strategy designed for investors planning to retire base on investor's target year. The trusts' asset allocation will become more conservative over time. There are no redemption restrictions on these funds.

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2013	2012
Net assets available for benefits per the financial statements	\$ 2,262,123,825	\$ 1,870,321,951
Adjustment from contract value to fair value for fully benefit-responsive contracts	9,405,555	14,009,856
Net assets available for benefits per the Form 5500	<u>\$ 2,271,529,380</u>	<u>\$ 1,884,331,807</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500:

	Year Ended December 31, 2013
Net increase in assets available for benefits before transfers per the financial statements	\$ 390,683,655
Adjustment from contract value to fair value at December 31, 2012	(14,009,856)
Adjustment from contract value to fair value at December 31, 2013	<u>9,405,555</u>
Net increase in net assets available for benefits before transfers per the Form 5500	<u>\$ 386,079,354</u>

9. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Schneider Electric 401(k) Plan

Notes to Financial Statements (continued)

10. Subsequent Events

Management evaluated subsequent events for the Plan through September 25, 2014, the date the financial statements were available to be issued.

On September 15, 2014, the Schneider Electric Benefits Committee authorized an amendment to the Plan to merge the Invensys 401(k) Plan into the Plan effective December 31, 2014.

Supplemental Schedule

Schneider Electric 401(k) Plan

EIN 36-4141566 Plan #097510

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Current Value
Aberdeen Em Markets Inst	Registered Investment Company	\$ 26,520,216
Amer Funds EuroPacific Gr	Registered Investment Company	89,501,913
BlackRockInfProtSecBond	Registered Investment Company	13,448,959
DFA US Targeted Value	Registered Investment Company	6,606,544
Diamond Hill Large Cap A	Registered Investment Company	164,847,885
EatonVanceSmallCapFund	Registered Investment Company	68,462,970
Fidelity Contrafund	Registered Investment Company	145,785,639
LaudusMo Emerg Mark Instl	Registered Investment Company	85,748
Loomis Sayles:GB;Inst	Registered Investment Company	9,875,932
OppenheimerGlobalOpportun	Registered Investment Company	38,296,667
PIMCO Total Return Fd, Instit	Registered Investment Company	58,204,914
Templeton Foreign Equity	Registered Investment Company	472,402
Vanguard Emerging Mkts Stk Idx*	Registered Investment Company	589,920
Vanguard Extend Mkt Index Inst*	Registered Investment Company	155,653,040
Vanguard Inst Idx Inst Plus*	Registered Investment Company	303,286,015
Vanguard Prime Money Mkt*	Registered Investment Company	400,604
Vanguard Total Bond Mkt InstP*	Registered Investment Company	104,694,406
Vanguard Total Intl Stk Inst*	Registered Investment Company	55,713,130
VGI Brokerage Option	Vanguard Brokerage Option	3,424,432
Vanguard Retirement Savings Trust III*	Common/Collective Trust	346,909,108
Vanguard Tgt Retirement 2010 Trust I*	Common/Collective Trust	14,459,172
Vanguard Tgt Retirement 2015 Trust I*	Common/Collective Trust	76,932,324
Vanguard Tgt Retirement 2020 Trust I*	Common/Collective Trust	60,341,249
Vanguard Tgt Retirement 2025 Trust I*	Common/Collective Trust	155,457,585
Vanguard Tgt Retirement 2030 Trust I*	Common/Collective Trust	62,307,916
Vanguard Tgt Retirement 2035 Trust I*	Common/Collective Trust	89,840,108
Vanguard Tgt Retirement 2040 Trust I*	Common/Collective Trust	38,033,040
Vanguard Tgt Retirement 2045 Trust I*	Common/Collective Trust	43,417,179
Vanguard Tgt Retirement 2050 Trust I*	Common/Collective Trust	27,167,330
Vanguard Tgt Retirement 2055 Trust I*	Common/Collective Trust	5,584,081
Vanguard Tgt Retirement 2060 Trust I*	Common/Collective Trust	694,915
Vanguard Tgt Retirement Inc Trust I*	Common/Collective Trust	23,145,901
		<u>2,190,161,244</u>
Participant loans*	Varying maturities with interest rates 3.25% – 10.00%	36,372,387
		<u><u>\$ 2,226,533,631</u></u>

*Represents a party in interest to the Plan.

About EY

EY is a global leader in assurance, tax, transaction and advisory services. The insights and quality services we deliver help build trust and confidence in the capital markets and in economies the world over. We develop outstanding leaders who team to deliver on our promises to all of our stakeholders. In so doing, we play a critical role in building a better working world for our people, for our clients and for our communities.

EY refers to the global organization, and may refer to one or more, of the member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. For more information about our organization, please visit ey.com.

© 2014 Ernst & Young LLP.
All Rights Reserved.

ey.com

