


# Tender offer to acquire **TELVENT**

June 1, 2011

**Schneider**  
 Electric

## Important notice

The planned tender offer described in this presentation has not yet commenced. This presentation is not an offer to buy or the solicitation of an offer to sell securities. At the time the planned tender offer is commenced, Schneider Electric S.A. ("Schneider Electric" or the "Company") will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (the "SEC"), and Telvent GIT, S.A. ("Telvent") will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the planned tender offer. The tender offer statement (including an offer to purchase, a related letter of transmittal and other tender offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before making any decision to tender securities in the planned tender offer. Those materials will be made available to Telvent's stockholders at no expense to them. In addition, all of those materials (and all other tender offer documents filed with the SEC) will be made available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov).

## Forward-looking Statements

This presentation contains forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward-looking statements by terms such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," "strategy," "will" and other words of similar meaning. The forward-looking statements are based on Schneider Electric's beliefs, assumptions and expectations of future performance, taking into account all information currently available to the Company. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or are within Schneider Electric's control. Such factors include, but are not limited to:

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- the Company's ability to develop new products and services and adapt to changes in consumer preferences;
- the Company's ability to identify external growth opportunities, integrate acquired business successfully and achieve expected synergies;
- the Company's ability to attract and retain qualified management and technical personnel;
- potential products liability claims;
- the Company's ability to successfully comply with environmental regulations and standards in the markets in which it operates;
- breakdowns or significant interruptions in the Company's information systems, or difficulties in deploying new information systems;
- unfavorable interest rate and foreign currency exchange rate fluctuations;
- unfavorable fluctuations in energy and raw material prices, particularly steel, copper, aluminum, silver, lead, nickel, zinc and plastics;
- counterparty, liquidity and equity risks;
- changes in the laws and regulations of in the markets in which the Company operates;
- the Company's ability to protect its intellectual property; and
- costs and liabilities the Company may incur in connection with litigation.

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# Presentation of Telvent and strategic intent



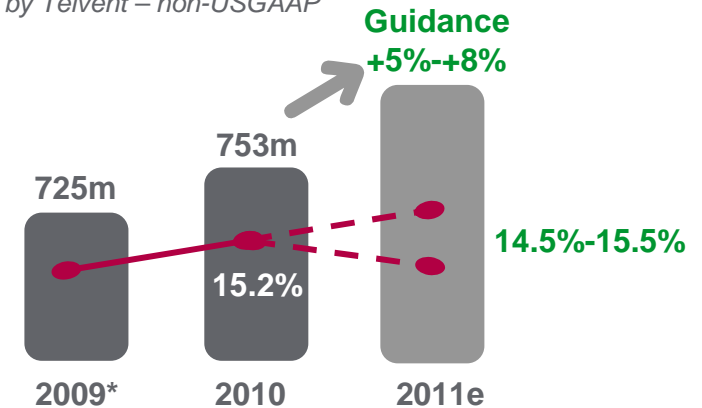
# TELVENT is a leading software solutions provider for efficient management of infrastructure

## Business description

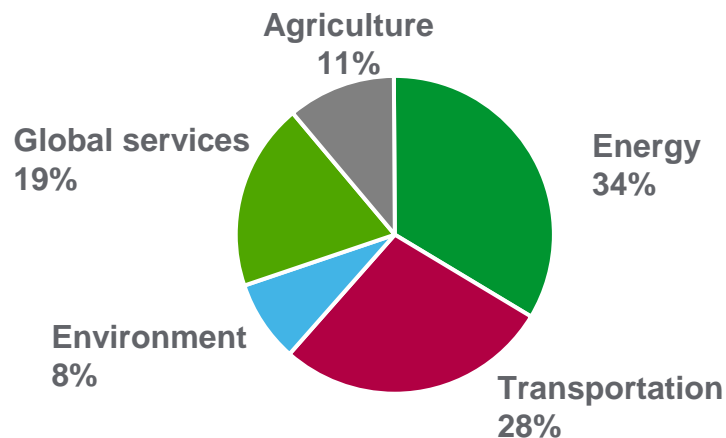
- 1 A leading **IT software and automation solutions** company
- 2 Specializing in **high value-added** solutions for **real-time** management of mission-critical **infrastructure**
- 3 Providing customers with: increased **reliability and flexibility of distribution**, and energy and operational **efficiency** of infrastructures

## Sales and adjusted EBITDA (in €)

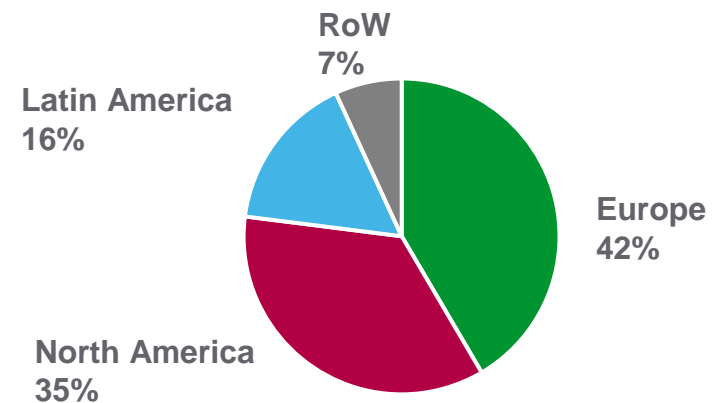
As reported by Telvent – non-USGAAP



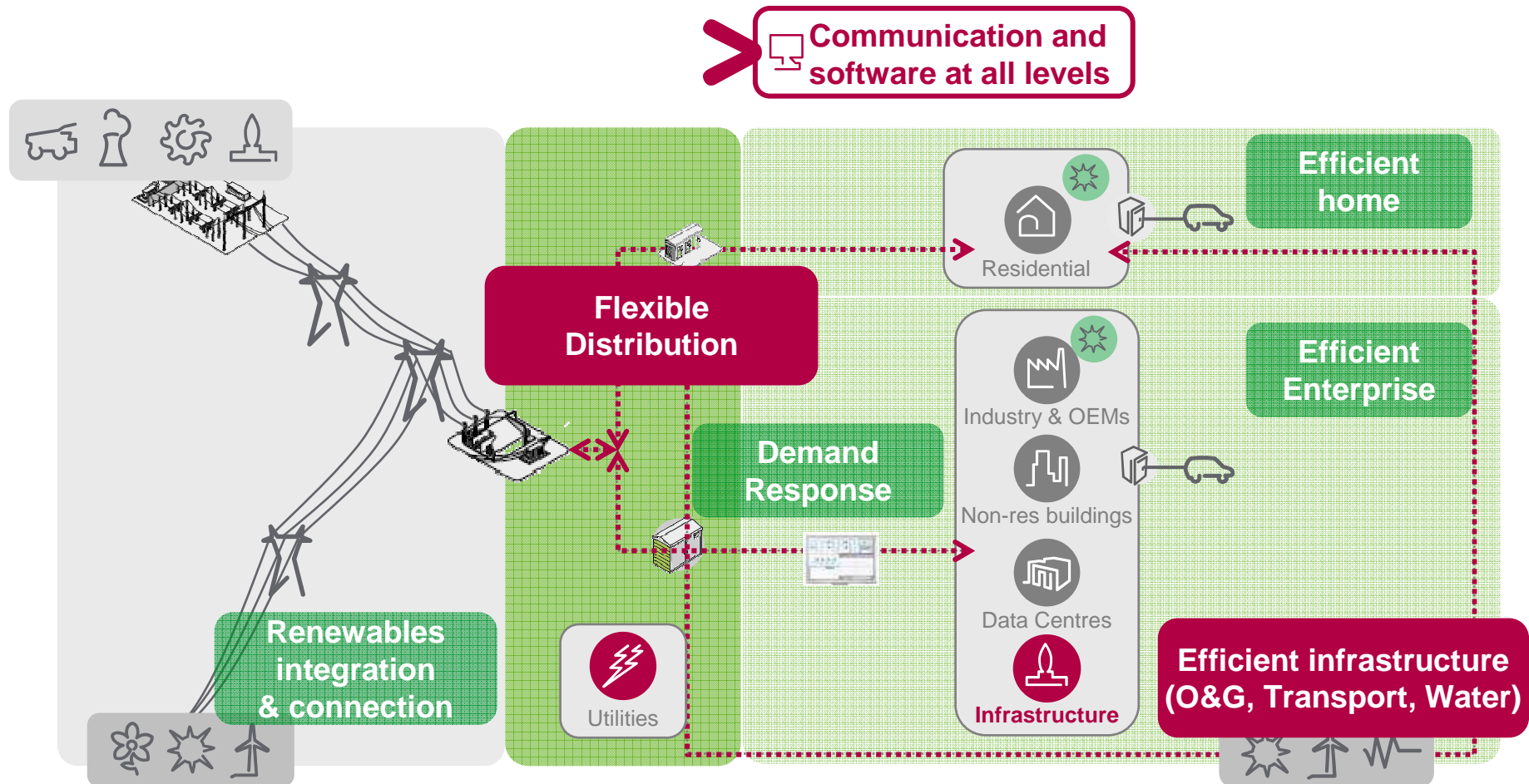
## 2010 sales by segment



## 2010 sales by geography



# Integration of smart devices and software to drive efficiency of mission-critical infrastructures

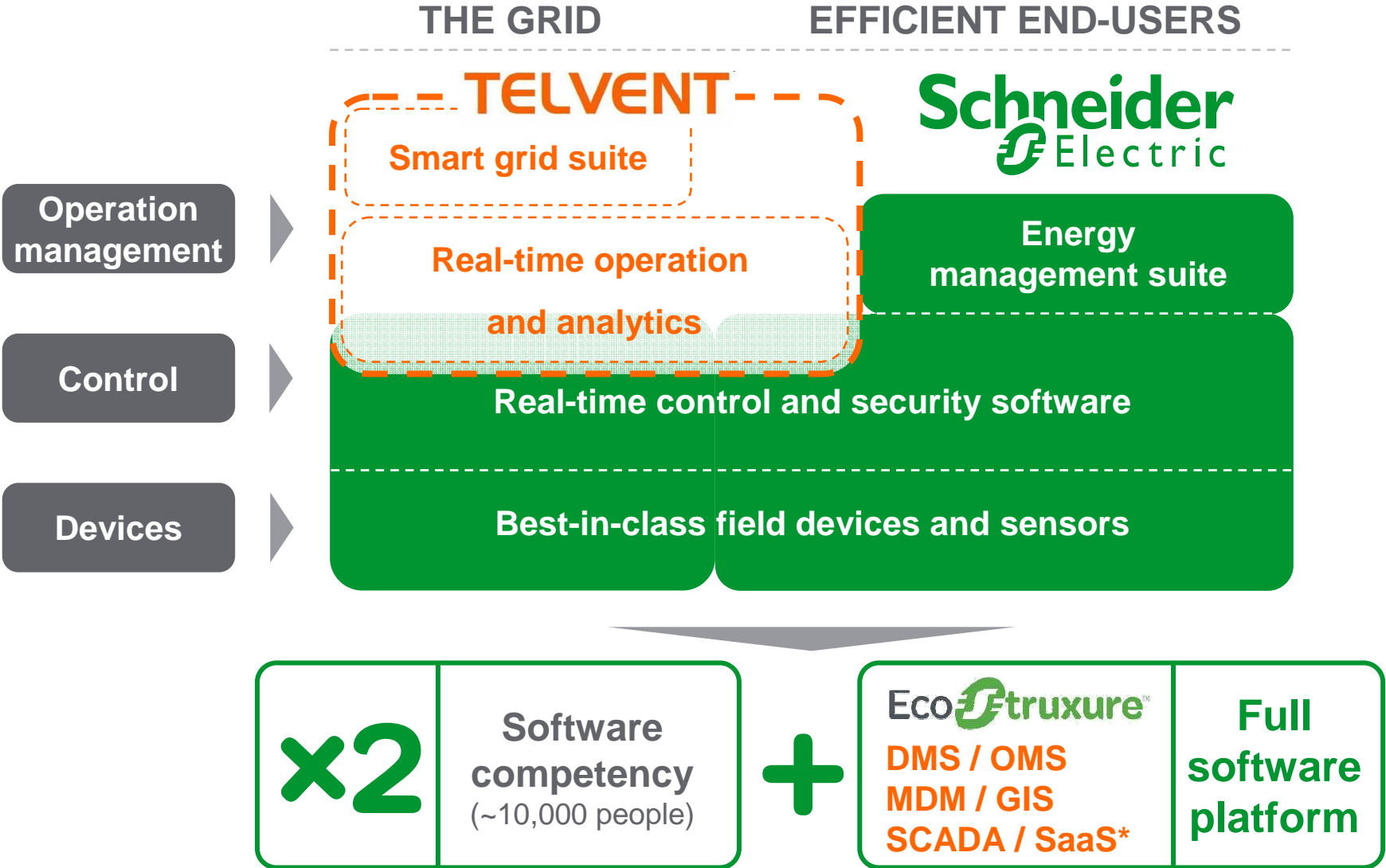


Fields where Telvent improves our position

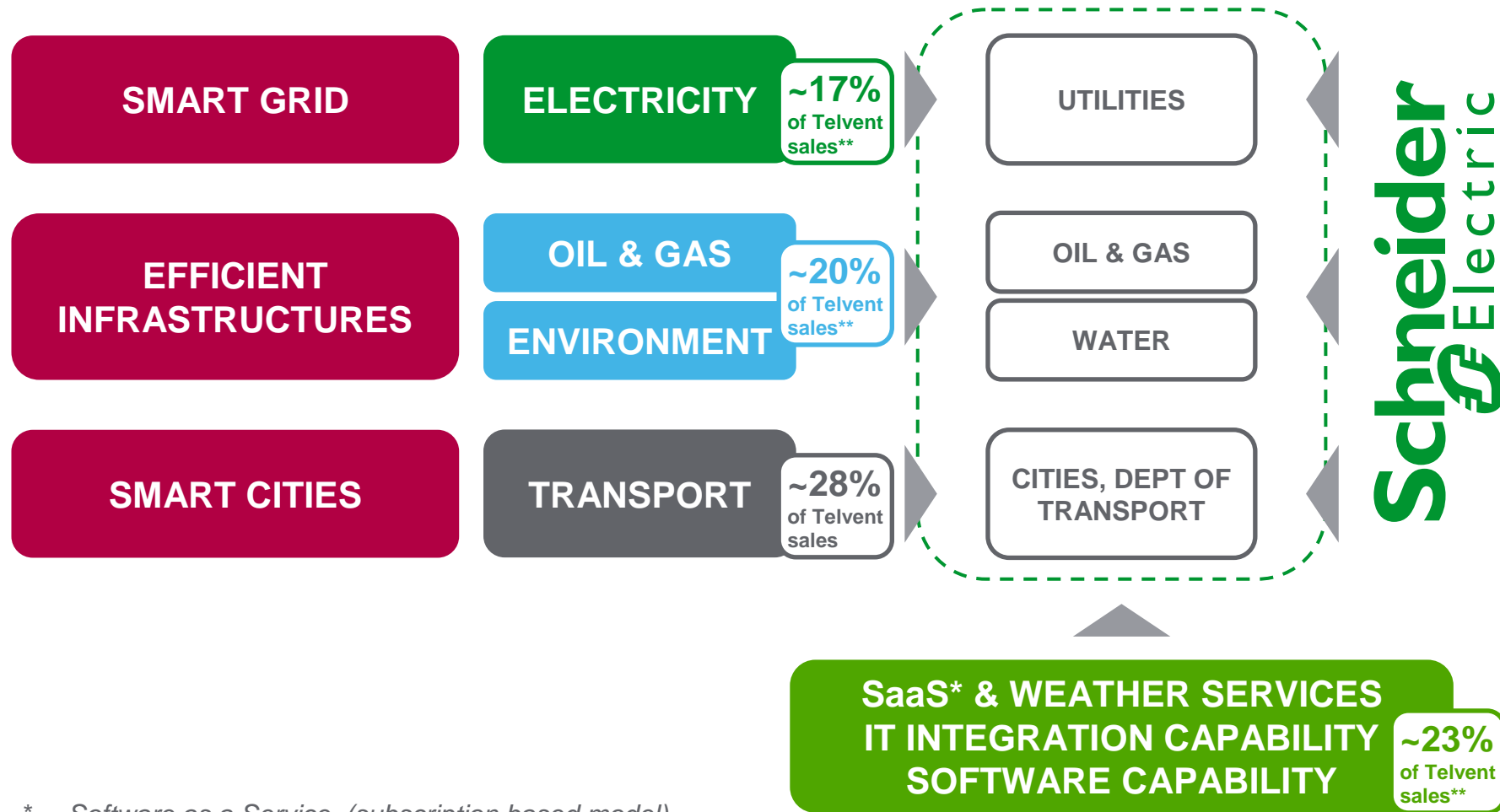


Other key fields of the smart grid for Schneider

# Software capability of Telvent complements and integrates with Schneider Electric positioning



# Telvent reinforces Schneider Electric's position in 3 key infrastructure markets



\* Software as a Service (subscription based model)

\*\* Schneider Electric's own estimates

# We will propose a full smart grid solution, from field devices to management software



## Global substation & feeder automation portfolio for Utilities

### Substation Automation



Substation Control Systems

### Feeder Automation



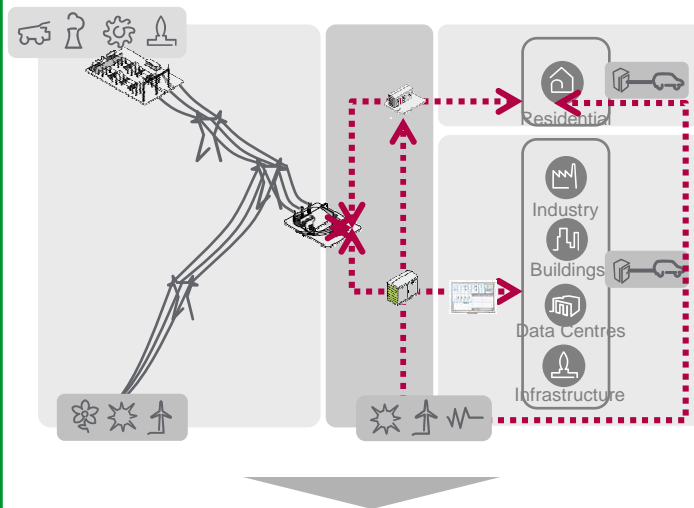
RTU, bay controller, fault detector

### Protection IEDs



Protection relays 61850

SEPAM® MICOM®



## Reliability & Efficiency

- Advanced Grid supervision
- Integration of renewables
- Optimize network operations
- Safety & Security



## Real time software suite for global grid management

### Smart grid suite

DMS\*



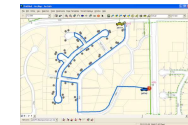
MDM\*



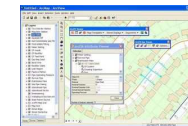
SCADA\*



OMS\*



GIS\*



RTU\*



### Strong project teams

Delivery units: US, Canada, Spain, the Balkans

\* See glossary on page 19

# We will have a complete solution offering for Oil & Gas midstream

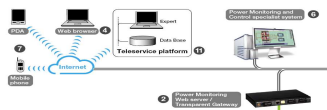


## Integrated architecture for Oil & Gas applications

### Integration



### Power management

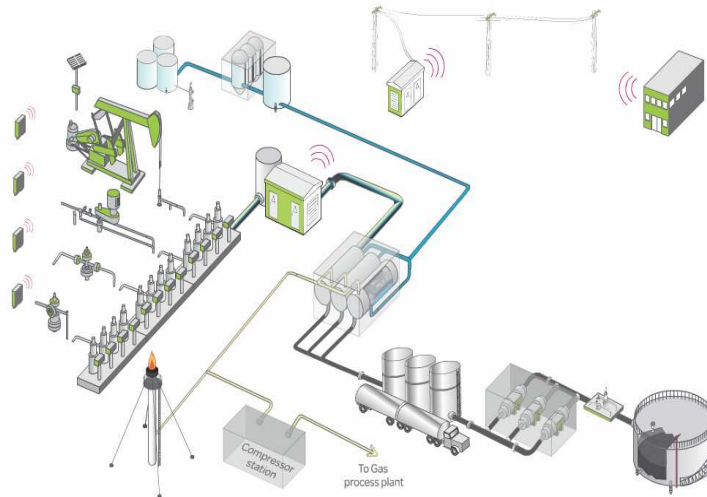


### Automation



SCADA, Process PLC, SIL3 PLC, RTU, HMI, Drives

### Security management



## Efficiency & Productivity

- Improved business performance
- Optimized TCO
- Energy Efficiency
- Safety & Security



Real Time Oil & Gas solutions to optimize business process & control

### IT suite for pipeline management



SimSuite

### Downstream management



- Online fuel buying and selling analysis
- Real time trading platform

### Strong project teams

Delivery units: US, Canada

# We will have a complete solution offering in the water segment



## Integrated architecture for Power, Control & Security

### Integration



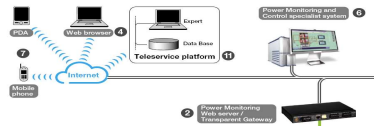
### Telemetry & automation



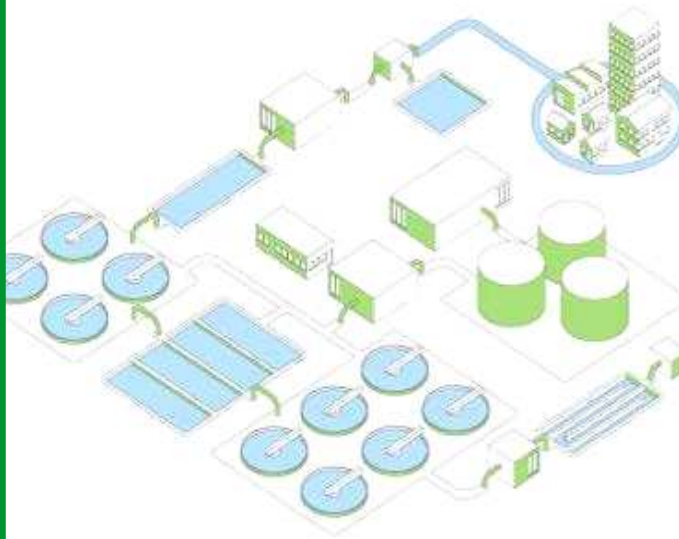
SCADA & RTU

PAC, PLC, Controllers, HMI, Drives

### Power management



### Security management



## Efficiency & productivity

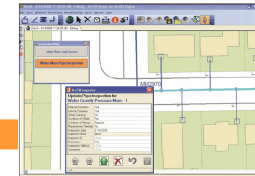
- Network optimization
- Energy management
- Leak detection
- Water quality management

## TELVENT

### Information management solution to monitor & optimise water networks

#### Advanced applications

- Leak detection
- Quality monitoring



#### IT integration with enterprise systems

- ERP, GIS, CMMS...

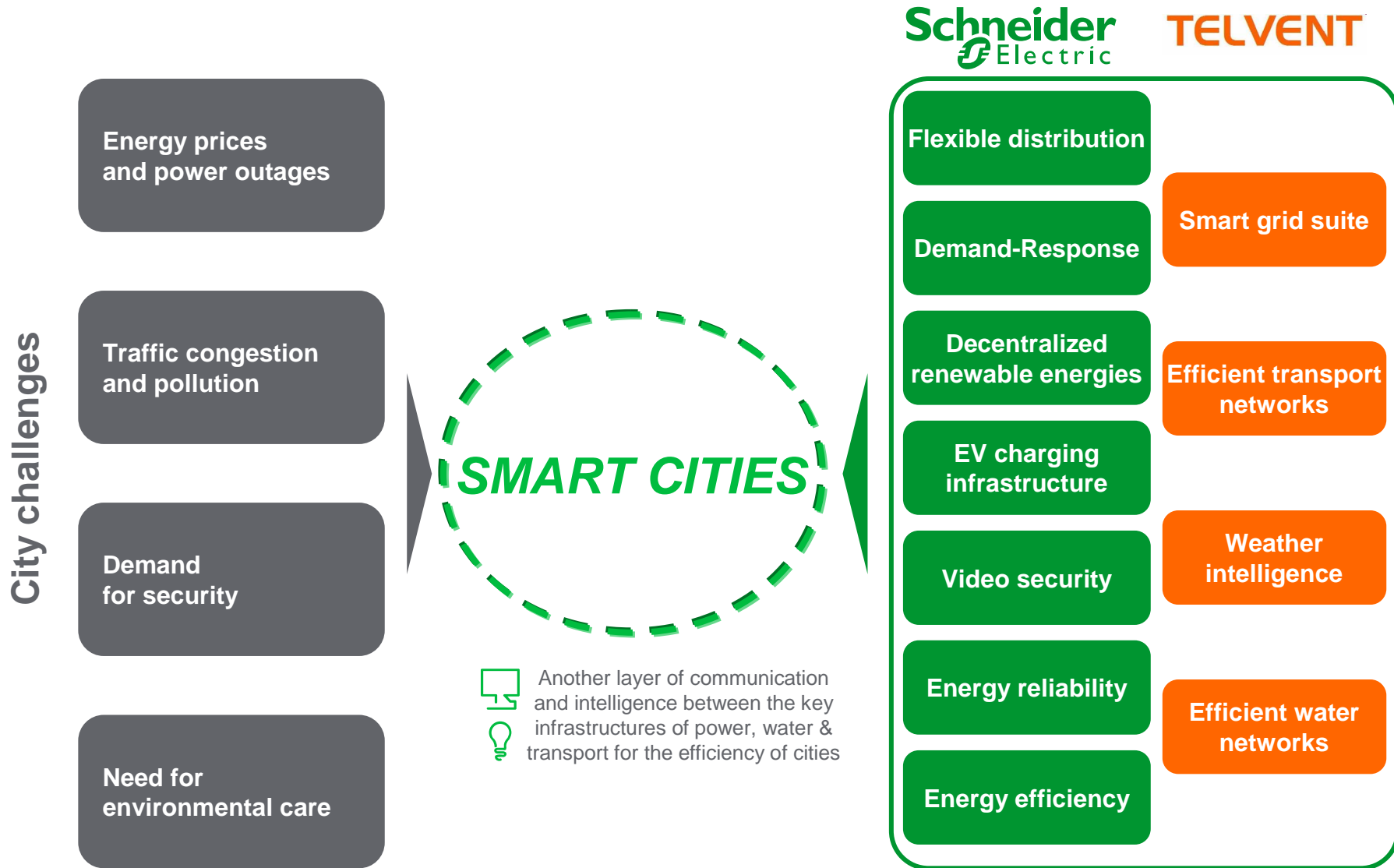
#### Integration with supervisory systems (SCADA)

#### Weather intelligence

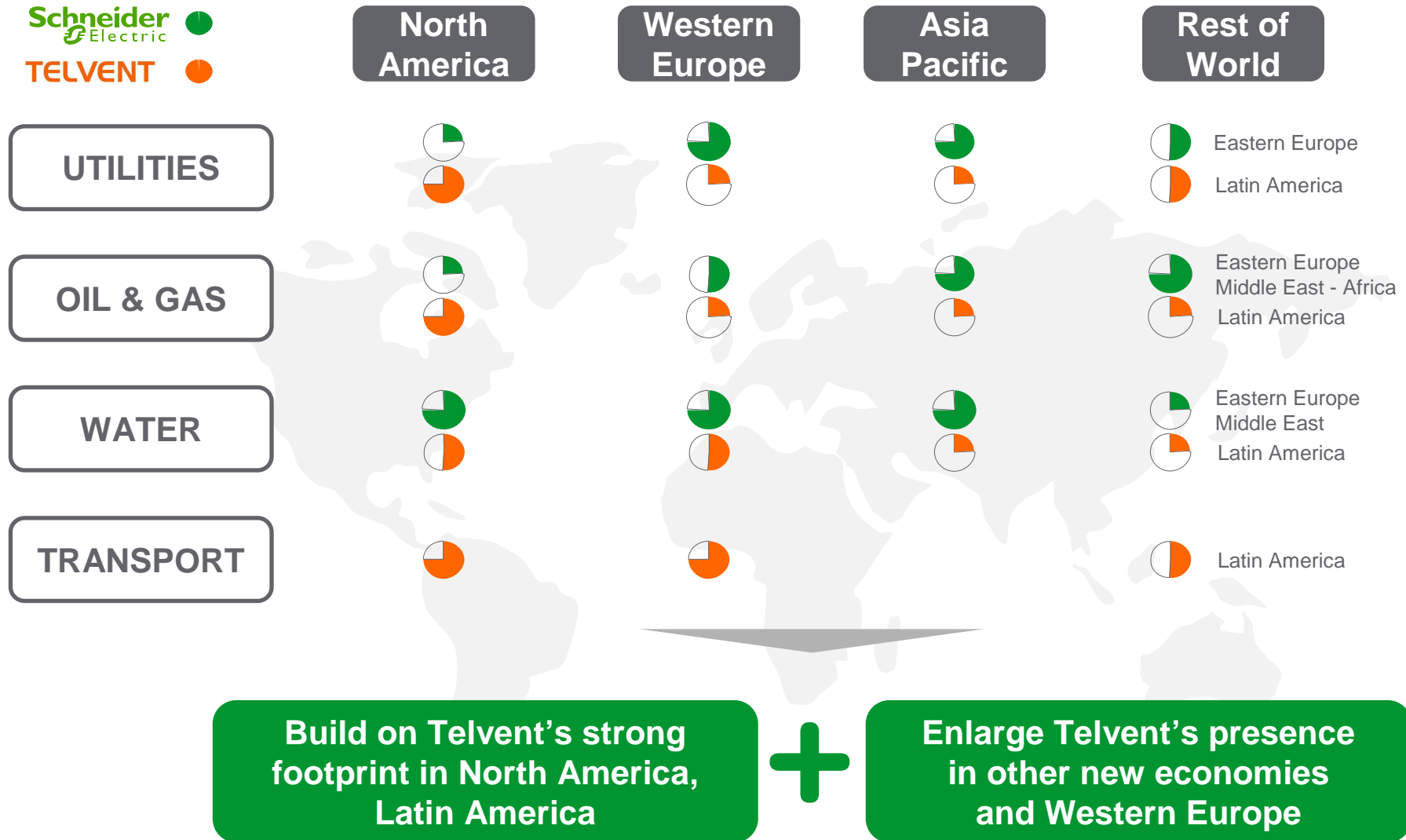
#### Strong project teams

Delivery units: US, Spain, Australia and Canada

# Telvent will be a major contribution to our offers for Smart Cities



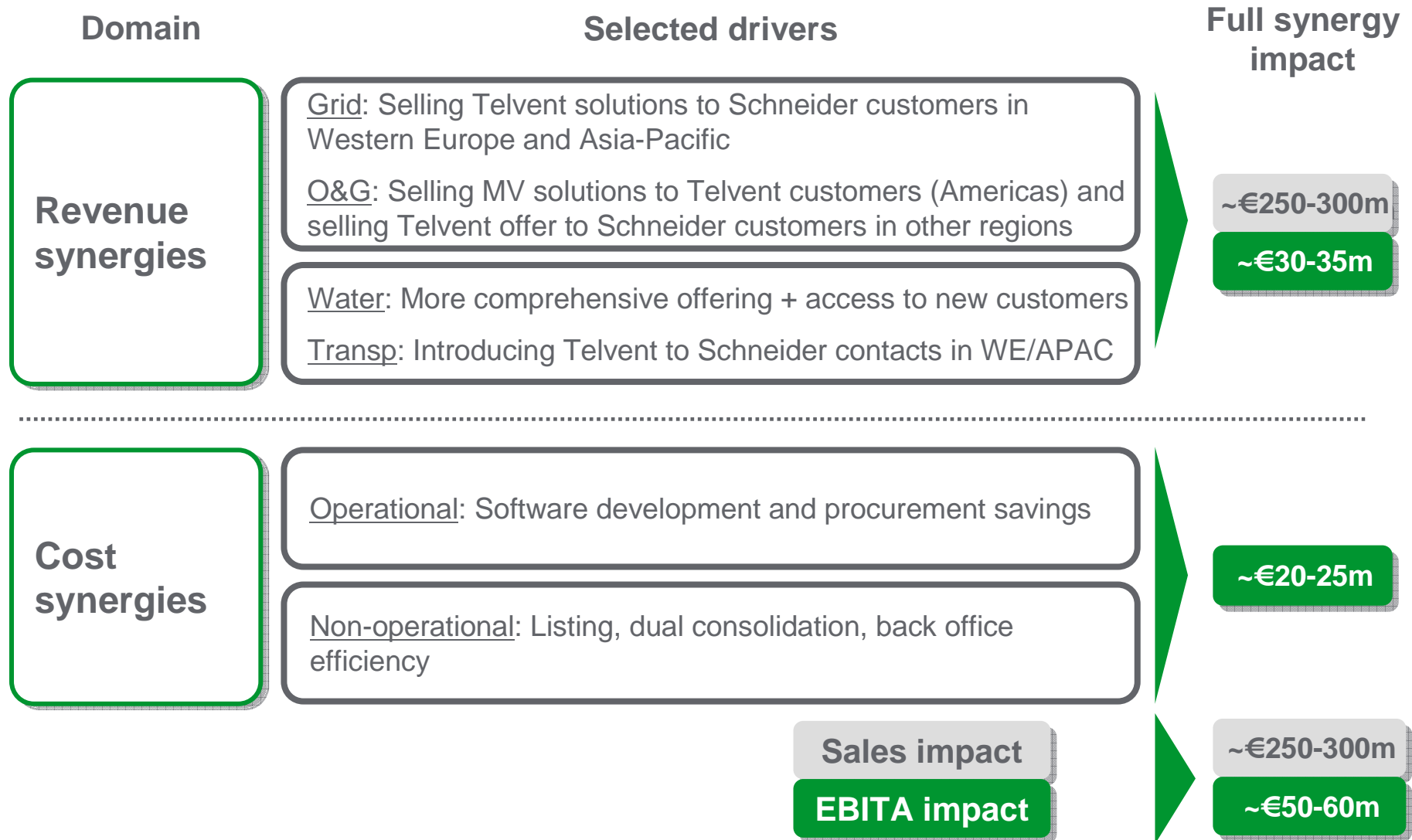
# Strong geographical fit across most key markets



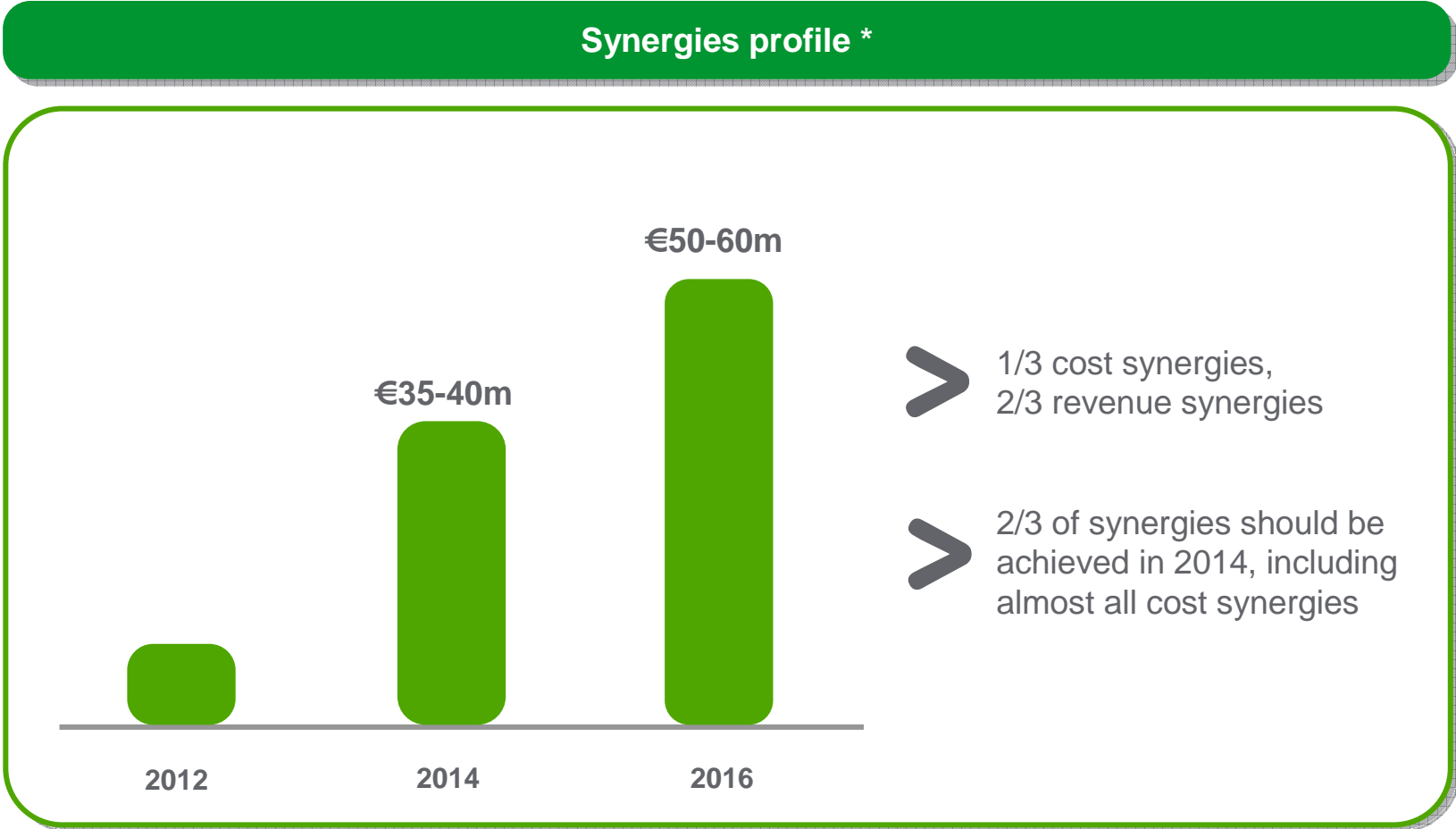
# Synergies and transaction details



# Complementary business value and positioning will drive €50-60m of synergies



# Approx. 2/3 of total synergies are expected to be delivered by year 3



\* Before implementation costs of €20m in 2012 and €15m in 2013

# Transaction details

- Abengoa and certain members of Abengoa and Telvent management agreed to irrevocably tender ~41.5% of shares
- Transaction approved by Telvent's Board of Directors
- Tender offer for 100% of Telvent shares at **\$40 per share** (36% premium to past 3m avg.)
- Enterprise value at 100%: **~EUR1.4bn**, including the purchase of Telvent's 5.5% senior subordinated convertible notes on an as converted basis

- Telvent will be kept initially as an autonomous unit
- Telvent will be reported under the Energy business

## Attractive valuation

- EV/EBITDA multiple of ~12x based on 2011 consensus
- EPS accretion\* from year 1
- Return On Capital Employed above WACC in year 3

\* Before implementation costs

## Estimated timeline

- Tender offer launch: mid-June
- Squeeze-out process post tender offer



- **End of tender offer and closing expected in Q3 2011**

# Conclusion

Strong global player in smart grid

Leading provider of solutions for efficient infrastructures

Reinforced project, software and service capabilities

A synergetic and value creating transaction



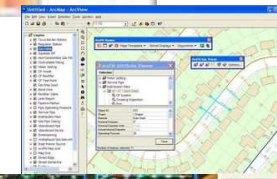
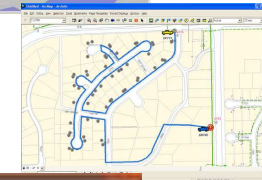
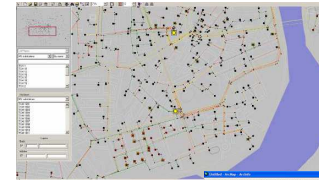
**Schneider Electric + Telvent:  
a very powerful proposition  
to utility & infrastructure customers**

# Appendices



# Glossary

- DMS: Distribution Management System
- OMS: Outage Management System
- MDM: Meter Data Management
- GIS: Geographical Information System
- SCADA: Supervisory Control And Data Acquisition
- RTU: Remote Terminal Unit
- SaaS: Software as a Service



# Definitions

- EBITDA: EBIT before net depreciation and amortization
- EBITA: EBIT before amortization and impairment of purchase accounting intangibles and impairment of goodwill

# Contacts & agenda

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29 July

20 October

2011 Half-Year  
Results

Conference call  
before market opens

Q3 2011 Sales

Conference call  
before market opens

**Help people make the  
most of their energy**

