

**Final Terms dated 11 December 2015**



**SCHNEIDER ELECTRIC SE**

**Issue of Euro 100,000,000 1.841 per cent. Notes due October 2025 (the “Notes”)  
to be assimilated (*assimilées*) and form a single series with the existing  
Euro 200,000,000 1.841 per cent. Notes due October 2025 issued on 13 October 2015  
under the Euro 7,500,000,000 Euro Medium Term Note Programme**

Series no. 21

Tranche no. 2

Issue Price: 101.427 per cent. of the Aggregate Nominal Amount of this Tranche plus accrued interest at a rate of 0.31689344 per cent. of such Aggregate Nominal Amount from, and including, 13 October 2015 to, but excluding, 15 December 2015.

**Joint Lead Managers**

**CREDIT AGRICOLE CIB**

**NATIXIS**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 31 July 2015 which received visa n°15-434 from the *Autorité des marchés financiers* (the “**AMF**”) on 31 July 2015 and the supplement to the Base Prospectus dated 20 November 2015 which received visa n°15-595 from the AMF on 20 November 2015 (the “**Supplement**”) which together constitute a Base Prospectus for the purposes of the Directive 2003/71/EC, as amended (the “**Prospectus Directive**”).

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the Supplement are available for viewing at the office of the Fiscal Agent or each of the paying agents and on the website of the Issuer ([www.schneider-electric.com](http://www.schneider-electric.com)), and on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and copies may be obtained from Schneider Electric SE, 35, rue Joseph Monier - 92500 Rueil-Malmaison, France.

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|---|--|--|
| 1 | Issuer:  | Schneider Electric SE  |
| 2 | (i) Series Number:                                     | 21   |
|   | (ii) Tranche Number:                                   | 2  |
|   | (iii) Date on which the Notes become fungible:         | The Notes will be assimilated ( <i>assimilées</i> ) and form a single series with the existing Euro 200,000,000 1.841 per cent. Notes due October 2025 issued by the Issuer on 13 October 2015 (the “ <b>Existing Notes</b> ”) as from the date of assimilation which is expected to be on or about 40 days after the Issue Date (the “ <b>Assimilation Date</b> ”) of this Tranche. |
| 3 | Specified Currency or Currencies:                      | Euro (“ <b>EUR</b> ”)  |
| 4 | Aggregate Nominal Amount of Notes admitted to trading: |  |
|   | (i) Series:  | EUR 300,000,000  |
|   | (ii) Tranche:  | EUR 100,000,000  |
| 5 | Issue Price:   | 101.427 per cent. of the Aggregate Nominal Amount of this Tranche plus accrued interest at a rate of 0.31689344 per cent. of such Aggregate Nominal Amount from, and including, 13 October 2015 to, but excluding, 15 December 2015.   |
| 6 | Specified Denominations:                               | EUR 100,000  |
| 7 | (i) Issue Date:  | 15 December 2015   |
|   | (ii) Interest Commencement Date:                       | 13 October 2015  |
| 8 | Maturity Date:   | 13 October 2025  |

9	Interest Basis:	1.841 per cent. Fixed Rate (Further particulars specified below)
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Change of Control Put Make-Whole Redemption by the Issuer (Further particulars specified below)
13	(i) Status of the Notes:	Senior
	(ii) Date of the corporate authorisations for issuance of Notes obtained:	Decision of the Board of Directors ( <i>Conseil d'administration</i> ) of the Issuer dated 29, 30 June and 1 July 2015 and decision of Mr. Emmanuel Babeau, <i>Directeur Général Délégué</i> of the Issuer dated 8 December 2015

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	1.841 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	13 October in each year commencing on 13 October 2016
	(iii) Fixed Coupon Amount(s):	EUR 1,841 per EUR 100,000 in nominal amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	13 October in each year
	(vii) Party responsible for calculating Interest Amounts (if not the Calculation Agent):	Not Applicable
15	<b>Floating Rate Note Provisions</b>	Not Applicable
16	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17	<b>Make-Whole Redemption by the Issuer (Condition 6(d))</b>	Applicable
	(i) Notice period:	As per Condition 6(d)
	(ii) Reference Security:	The 1.00 per cent. Bundesobligationen of the Bundesrepublik Deutschland due August 2025 with ISIN DE0001102382
	(iii) Reference Dealers:	As per Condition 6(d)

(iv) Similar Security:	Reference bond or reference bonds issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes
(v) Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
(vi) Redemption Margin:	0.20 per cent. per annum
18 <b>Call Option</b>	Not Applicable
19 <b>Put Option</b>	Not Applicable
20 <b>Residual Maturity Call Option</b>	Not Applicable
21 <b>Change of Control Put Option</b>	Applicable
22 <b>Clean-Up Call Option</b>	Not Applicable
23 <b>Final Redemption Amount of each Note</b>	EUR 100,000 per Note of EUR 100,000 Specified Denomination
24 <b>Early Redemption Amount</b>	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Not Applicable
(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates:	Yes
(iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only):	Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25 Form of Notes:	Dematerialised Notes
(i) Form of Dematerialised Notes:	Bearer dematerialised form ( <i>au porteur</i> ) only
(ii) Registration Agent:	Not Applicable

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| (iii) Temporary Global Certificate:  | Not Applicable   |
| (iv) Applicable TEFRA exemption:   | Not Applicable   |
| 26 Exclusion of the possibility to request identification of the Noteholders as provided by Condition 1(a)(i): | Not Applicable   |
| 27 Financial Centre(s) or other special provisions relating to Payment Dates:                                  | TARGET   |
| 28 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):       | No   |
| 29 Possibility of resale of purchased Notes:   | Yes  |
| 30 Redenomination, renominatisation and reconventioning provisions:  | Not Applicable   |
| 31 Consolidation provisions:   | Not Applicable   |
| 32 <i>Masse</i> :  | <p>Contractual <i>Masse</i> shall apply</p> <p>The initial Representative will be:<br/>           MASSQUOTE S.A.S.U.<br/>           RCS 529 065 880 Nanterre<br/>           7bis rue de Neuilly<br/>           F-92110 Clichy</p> <p>Mailing address :<br/>           33, rue Anna Jacquin<br/>           92100 Boulogne Billancourt<br/>           France</p> <p>Represented by its Chairman</p> <p>The alternate Representative will be:<br/>           Gilbert Labachotte<br/>           8 Boulevard Jourdan<br/>           75014 Paris<br/>           France</p> <p>The acting representative will be entitled to a remuneration of EUR 450 (VAT excluded) per year payable on each Interest Payment Date (except the last Interest Payment Date falling on the Maturity Date) with the first payment at the Issue Date.</p> |

#### **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the Euro 7,500,000,000 Euro Medium Term Note Programme of Schneider Electric SE.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made for the Notes to be listed and admitted to trading on Euronext Paris with effect from 15 December 2015.  
The Existing Notes are already admitted to trading on Euronext Paris.
- (ii) Estimate of total expenses related to admission to trading: EUR 5,350

### 2 RATINGS

- Ratings: The Notes to be issued are expected to be rated:  
S&P : A-  
Moody's : A3  
Each of S&P and Moody's is established in the European Union and is registered under Regulation (EC) No 1060/2009 on credit ratings agencies (the "CRA Regulation"), as amended by Regulation (EU) No 513/2011.

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4 REASONS FOR THE OFFER

- Reasons for the offer: The Eligible Climate Projects, defined as research and development (R&D) investments which aim at developing new offers (products and solutions) contributing to fight against climate change, shall be funded, in whole or in part, by the net proceeds of the issuance of the Notes.  
Eligible Climate Projects belong to the following projects categories:  
- Energy efficiency,  
- Lower CO2 energy use enablement,  
- Low greenhouse gas (GHG) content, and  
- Low resources intensity.  
Pending allocation to Eligible Climate Projects, the Issuer will hold the net proceeds of the Notes within treasury of the Schneider Electric S.E. group invested in cash, cash equivalent and/or money market instruments.  
Until the full allocation of the net proceeds to Eligible Climate Projects, the Issuer will report on the Eligible Climate Projects financed with the net proceeds of the Notes, in line with confidentiality practices, by project category, with related illustrative non-exhaustive examples of projects

financed and with ex-ante estimates of climate benefits of the financed projects.

One of the statutory auditors of the Issuer is expected to deliver at least yearly till the full allocation of net proceeds of the Notes, a report on the amounts of Eligible Climate Projects financed.

## 5 FIXED RATE NOTES ONLY – YIELD

Indication of yield: 1.682 per cent. per annum of the Aggregate Nominal Amount of this Tranche.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 6 DISTRIBUTION

- (i) Method of distribution Syndicated
- (ii) If syndicated, names of Managers: Crédit Agricole Corporate and Investment Bank  
Natixis
- (iii) Date of Subscription Agreement: 11 December 2015
- (iv) Stabilising Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name and address of Dealer: Not Applicable
- (vi) The aggregate principal amount of Notes issued has been translated into [Euro] at the rate of [●], producing a sum of (for Notes not denominated in Euro): Not Applicable
- (vii) Non-exempt offer: Not Applicable

## 7 OPERATIONAL INFORMATION

ISIN: FR0013073004 until the Assimilation Date and thereafter  
FR0013015559

Common Code: 133377867 until the Assimilation Date and thereafter  
130715516

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable