

**Final Terms dated 7 September 2016**



**SCHNEIDER ELECTRIC SE**

**Issue of Euro 800,000,000 0.25 per cent. Notes due September 2024  
under the Euro 7,500,000,000 Euro Medium Term Note Programme**

Series no. 22

Tranche no. 1

**Joint Lead Managers**

**BOFA MERRILL LYNCH**

**CITIGROUP**

**J.P. MORGAN**

**MUFG**

**SOCIETE GENERALE CORPORATE & INVESTMENT BANKING**

## 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 August 2016 which received visa n°16-407 from the *Autorité des marchés financiers* (the “AMF”) on 31 August 2016 which constitutes 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. 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. The Base Prospectus is 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.

1	Issuer:	Schneider Electric SE
2	(i) Series Number:	22
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro (“EUR”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 800,000,000
	(ii) Tranche:	EUR 800,000,000
5	Issue Price:	98.993 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 100,000
7	(i) Issue Date:	9 September 2016
	(ii) Interest Commencement Date:	9 September 2016
8	Maturity Date:	9 September 2024
9	Interest Basis:	0.25 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  
Clean-Up Call Option  
Residual Maturity Call Option  
(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 (*Conseil d'administration*) of the Issuer dated 27 July 2016 and decision of Mr. Emmanuel Babeau, *Directeur Général Délégué* of the Issuer dated 2 September 2016

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

- 14 **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 0.25 per cent. per annum payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 9 September in each year commencing on 9 September 2017
- (iii) Fixed Coupon Amount(s): EUR 250 per EUR 100,000 in nominal amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 9 September in each year
- (vii) Party responsible for calculating Interest Amounts (if not the Calculation Agent): Not Applicable
- 15 **Floating Rate Note Provisions** Not Applicable
- 16 **Zero Coupon Note Provisions** Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

- 17 **Make-Whole Redemption by the Issuer (Condition 6(d))** Applicable
- (i) Notice period: As per Condition 6(d)
- (ii) Reference Security: The 1.00 per cent. *Bundesobligationen* of the Bundesrepublik Deutschland due August 2024 with ISIN DE0001102366
- (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:	0.10 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>	Applicable
	(i) Residual Maturity Call Option Date:	9 June 2024
21	<b>Change of Control Put Option</b>	Applicable
22	<b>Clean-Up Call Option</b>	Applicable
	(i) Clean-Up Percentage:	80 per cent.
	(ii) Early Redemption Amount:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
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
	(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 *Masse*: Contractual *Masse* shall apply  
The initial Representative will be:  
MASSQUOTE S.A.S.U.  
RCS 529 065 880 Nanterre  
7bis rue de Neuilly  
F-92110 Clichy  
Mailing address :  
33, rue Anna Jacquin  
92100 Boulogne Billancourt  
France  
Represented by its Chairman  
The alternate Representative will be:  
Gilbert Labachotte  
8 Boulevard Jourdan  
75014 Paris  
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.

#### **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 9 September 2016.
- (ii) Estimate of total expenses related to admission to trading: EUR 10,800

### 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 FIXED RATE NOTES ONLY – YIELD

- Indication of yield: 0.378 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 5 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: Citigroup Global Markets Limited  
J.P. Morgan Securities plc  
Merrill Lynch International  
MUFG Securities EMEA plc  
Société Générale
- (iii) Date of Subscription Agreement: 7 September 2016
- (iv) Stabilising Manager(s) (if any): Société Générale
- (v) If non-syndicated, name and address of Dealer: Not Applicable
- (vi) Total commission and concession: 0.325 per cent. of the Aggregate Nominal Amount

- (vii) 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
- (viii) Non-exempt offer: Not Applicable

**6 OPERATIONAL INFORMATION**

ISIN: FR0013201308

Common Code: 148798214

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