

Final Terms dated 4 September 2013



**SCHNEIDER ELECTRIC SA**

**Issue of Euro 600,000,000 2.50 per cent. Notes due September 2021  
under the Euro 7,500,000,000 Euro Medium Term Note Programme  
due from 7 days from the date of original issue**

Series no. 18

Tranche no. 1

**BNP PARIBAS**

**CRÉDIT AGRICOLE CIB**

**HSBC**

**NATIXIS**

**SANTANDER GLOBAL BANKING AND MARKETS**

**SOCIÉTÉ GÉNÉRALE CORPORATE AND 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 25 June 2013 which received visa n°13-299 from the *Autorité des marchés financiers* (the “**AMF**”) on 25 June 2013 and the supplement to the Base Prospectus dated 31 July 2013 which received visa n°13-440 from the AMF on 31 July 2013 (the “**Supplement**”) which together constitute a Base Prospectus for the purposes of the Directive 2003/71/EC, as amended by the Directive 2010/73/EU (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 S.A., 35, rue Joseph Monier - 92500 Rueil-Malmaison, France.

1	Issuer:	Schneider Electric S.A.
2	(i) Series Number:	18
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro (“ <b>EUR</b> ”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 600,000,000
	(ii) Tranche:	EUR 600,000,000
5	Issue Price:	99.749 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 100,000
7	(i) Issue Date:	6 September 2013
	(ii) Interest Commencement Date:	6 September 2013
8	Maturity Date:	6 September 2021
9	Interest Basis:	2.50 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 (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 30 July 2013 and decision of Mr. Emmanuel Babeau, *Directeur Général Délégué* of the Issuer dated 29 August 2013

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

- 14 **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 2.50 per cent. per annum payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 6 September in each year commencing on 6 September 2014
- (iii) Fixed Coupon Amount(s): EUR 2,500 per EUR 100,000 in nominal amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 6 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 **Call Option** Not Applicable
- 18 **Put Option** Not Applicable
- 19 **Change of Control Put Option** Applicable
- 20 **Final Redemption Amount of each Note** EUR 100,000 per Note of EUR 100,000 Specified Denomination
- 21 **Early Redemption Amount**
- (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

- 22 Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*) only
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable
- 23 Financial Centre(s) or other special provisions relating to Payment Dates: TARGET
- 24 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
- 25 Redenomination, renominatisation and reconventioning provisions: Not Applicable
- 26 Consolidation provisions: Not Applicable
- 27 *Masse*: Contractual *Masse* shall apply
- The initial Representative will be:  
 Alice BONARDI  
 BNP Paribas  
 1-3, rue Taitbout  
 75009 Paris  
 France
- The alternate Representative will be:  
 Sophie BOITTET  
 BNP Paribas  
 1-3, rue Taitbout  
 75009 Paris  
 France
- The acting representative will not be entitled to a remuneration.

#### 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 SA.

## **RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By: Véronique BLANC

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 6 September 2013.
- (i) Estimate of total expenses related to admission to trading: EUR 10,575

### 2 RATINGS

- Ratings: The Notes to be issued are expected to be rated:  
S&P : A- (credit watch negative)  
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, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used for the Issuer's general corporate purposes and the partial prefinancing of the Invensys acquisition by the Issuer
- (ii) Estimated net proceeds: EUR 596,394,000

### 5 FIXED RATE NOTES ONLY – YIELD

- Indication of yield: 2.535 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.

### 6 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: Banco Santander, S.A.  
BNP Paribas  
Crédit Agricole Corporate and Investment Banking  
HSBC Bank plc  
Natixis  
Société Générale
- (ii) Date of Subscription Agreement: 4 September 2013
- (iii) Stabilising Manager(s) (if

- any): BNP Paribas
- (iv) If non-syndicated, name and address of Dealer: Not Applicable
- (v) Total commission and concession: 0.35 per cent. of the Aggregate Nominal Amount
- (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: FR0011561000

Common Code: 096901348

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