

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); or (ii) a customer within the meaning of Directive 2016/97/EU, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

MIFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority (ESMA) on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 8 July 2019



SCHNEIDER ELECTRIC SE

**Issue of Euro 200,000,000 0.25 per cent. Notes due September 2024 (the “Notes”)
to be assimilated (*assimilées*) and form a single series with the existing
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. 2

Joint Lead Managers

HSBC

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 (the “**Conditions**”), which are the 2016 EMTN Conditions which are incorporated by reference in to the Base Prospectus dated 25 April 2019.

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Directive 2003/71/EC as amended or superseded (the “**Prospectus Directive**”) and must be read in conjunction with the Base Prospectus dated 25 April 2019 which received visa n°19-176 from the *Autorité des marchés financiers* (the “**AMF**”) on 25 April 2019, which constitutes a Base Prospectus for the purposes of the Prospectus Directive, including the 2016 EMTN Conditions which are incorporated by reference in the 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, the 2016 EMTN Conditions and the Base Prospectus dated 25 April 2019. 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) and on the website of the AMF (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:	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 800,000,000 0.25 per cent. Notes due September 2024 issued by the Issuer on 9 September 2016 (the “ Existing Notes ”) as from the date of assimilation which is expected to be on or about 40 days after the Issue Date (the “ Assimilation Date ”) of this Tranche
3	Specified Currency or Currencies:	Euro (“ EUR ”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 1,000,000,000
	(ii) Tranche:	EUR 200,000,000
5	Issue Price:	101.516 per cent. of the Aggregate Nominal Amount plus accrued interest amounting to Euro 416,438.36 in respect of the period from, and including, 9 September 2018 to, but excluding, 10 July 2019
6	Specified Denominations:	EUR 100,000
7	(i) Issue Date:	10 July 2019
	(ii) Interest Commencement Date:	9 September 2018

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 Option 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 (<i>Conseil d'administration</i>) of the Issuer dated 25 July 2018 and decision of Mr. Emmanuel Babeau, <i>Directeur Général Délégué</i> of the Issuer dated 4 July 2019

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	0.25 per cent. <i>per annum</i> payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	9 September in each year commencing on 9 September 2019
	(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. <i>Bundesobligationen</i> 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. <i>per annum</i>
18 Call Option	Not Applicable
19 Put Option	Not Applicable
20 Residual Maturity Call Option	Applicable
(i) Residual Maturity Call Option Date:	9 June 2024
21 Change of Control Put Option	Applicable
22 Clean-Up Call Option	Applicable
(i) Clean-Up Percentage:	80 per cent.
(ii) Early Redemption Amount:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
23 Final Redemption Amount of each Note	EUR 100,000 per Note of EUR 100,000 Specified Denomination
24 Early Redemption Amount	
(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default 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 (*au porteur*) 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 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 Representative has already received a remuneration of EUR 450 (VAT excluded) per year paid upfront on 9 September 2016 by the Issuer.

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 10 July 2019.

The Existing Notes are already admitted to trading on Euronext Paris.

(ii) Estimate of total expenses related to admission to trading: EUR 4,150

2 RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P: A-

S&P 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.

S&P is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu/supervision/credit-rating-agencies/risk).

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 YIELD

Indication of yield: -0.043 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.

5 DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated, names of Managers: HSBC Bank plc
Société Générale

(iii) Date of Subscription Agreement: 8 July 2019

(iv) Stabilising Manager(s) (if any): Société Générale

(v) If non-syndicated, name and address of Dealer: Not Applicable

- (vi) Total commission and concession: 0.275 per cent. of the Aggregate Nominal Amount of this Tranche
- (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) Prohibition of Sales to EEA Retail Investors: Applicable
- (ix) Non-exempt offer: Not Applicable

6 OPERATIONAL INFORMATION

ISIN: FR0013433604 until the Assimilation Date and thereafter FR0013201308

Common Code: 202614515 until the Assimilation Date and thereafter 148798214

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

Delivery: Delivery against payment

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