

Final Terms dated 8 July 2011



**SCHNEIDER ELECTRIC SA**

**Issue of Euro 750,000,000 3.750 per cent. Notes due July 2018  
under the Euro 7,500,000,000 Euro Medium Term Note Programme  
due from 7 days from the date of original issue**

Series no. 14

Tranche no. 1

**BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**

**BNP PARIBAS**

**HSBC**

**J.P. MORGAN**

**NATIXIS**

**THE ROYAL BANK OF SCOTLAND**

## 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 24 June 2011 which constitute a Base Prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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 and Final Terms 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 copies may be obtained from Schneider Electric S.A., 35, rue Joseph Monier - 92500 Rueil-Malmaison, France.

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|----|--|--|
| 1  | (i) Issuer:  | Schneider Electric SA  |
| 2  | (i) Series Number:                                     | 14   |
|    | (ii) Tranche Number:                                   | 1  |
| 3  | Specified Currency or Currencies:                      | Euro (“ <b>EUR</b> ”)  |
| 4  | Aggregate Nominal Amount of Notes admitted to trading: |  |
|    | (i) Series:  | EUR 750,000,000  |
|    | (ii) Tranche:  | EUR 750,000,000  |
| 5  | Issue Price:   | 99.354 per cent. of the Aggregate Nominal Amount   |
| 6  | Specified Denominations:                               | EUR 100,000  |
| 7  | (i) Issue Date:  | 12 July 2011   |
|    | (ii) Interest Commencement Date:                       | 12 July 2011   |
| 8  | Maturity Date:   | 12 July 2018   |
| 9  | Interest Basis:  | 3.750 per cent. Fixed Rate<br>(Further particulars specified below)  |
| 10 | Redemption/Payment Basis:                              | Redemption at par  |
| 11 | Change of Interest or Redemption/Payment Basis:        | Not Applicable   |
| 12 | Put/Call Options:                                      | Change of Control Put Option<br>(Further particulars specified below)  |
| 13 | (i) Status of the Notes:                               | Senior   |
|    | (ii) Date of approval for issuance of Notes obtained:  | Decision of the <i>Directoire</i> of the Issuer dated 20 June 2011 and decision of Mr. Emmanuel Babeau, member of the <i>Directoire</i> of the Issuer, dated 1 July 2011 |
| 14 | Method of distribution:                                | Syndicated   |

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

|    |  |  |
|----|--|--|
| 15 | <b>Fixed Rate Note Provisions</b>  | Applicable   |
|    | (i) Rate of Interest:  | 3.750 per cent. per annum payable annually in arrear   |
|    | (ii) Interest Payment Date(s):   | 12 July in each year commencing on, and including, 12 July 2012 to, and including, the Maturity Date |
|    | (iii) Fixed Coupon Amount:   | EUR 3,750 per EUR 100,000 in Nominal Amount  |
|    | (iv) Broken Amount(s):   | Not Applicable   |
|    | (v) Day Count Fraction:  | Actual/Actual (ICMA)   |
|    | (vi) Determination Dates:  | 12 July in each year   |
|    | (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable   |
| 16 | <b>Floating Rate Note Provisions</b>   | Not Applicable   |
| 17 | <b>Zero Coupon Note Provisions</b>   | Not Applicable   |
| 18 | <b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b>       | Not Applicable   |
| 19 | <b>Dual Currency Note Provisions</b>   | Not Applicable   |

**PROVISIONS RELATING TO REDEMPTION**

|    |  |  |
|----|--|--|
| 20 | <b>Call Option</b>   | Not Applicable   |
| 21 | <b>Put Option</b>  | Not Applicable   |
| 22 | <b>Change of Control Put Option</b>  | 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 Dematerialises Notes: Bearer dematerialised form (*au porteur*)
- (ii) Registration Agent: Not Applicable
- (iii) Temporary Global Certificate: Not Applicable
- (iv) Applicable TEFRA exemption: Not Applicable
- 26 Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
- 27 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
- 28 Details relating to Partly Paid Notes: Not Applicable
- 29 Details relating to Instalment Notes: Not Applicable
- 30 Redenomination, renominatisation and reconventioning provisions: Not Applicable
- 31 Consolidation provisions: Not Applicable
- 32 Masse: Applicable
- The initial Representative will be:  
Alice Bonardi  
c/o: BNP Paribas  
3 rue Taitbout  
75009 Paris  
France
- The alternate Representative will be:  
Anne Besson-Imbert  
c/o: BNP Paribas  
10 Harewood Avenue  
London NW1 6AA  
United Kingdom
- The acting representative shall receive no remuneration.
- 33 Other final terms: Not Applicable

## DISTRIBUTION

- 34 (i) If syndicated, names of Managers: Banco Bilbao Vizcaya Argentaria, S.A.  
BNP Paribas  
HSBC Bank plc  
J.P. Morgan Securities Ltd.  
Natixis  
The Royal Bank of Scotland plc
- (ii) Stabilising Manager(s) (if any): BNP Paribas

- 35 If non-syndicated, name of Dealer: Not Applicable
- 36 Additional selling restrictions: Not Applicable
- 37 The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] per Euro 1.00, producing a sum of: Not Applicable

#### **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**  
.....**Directeur Financements & Trésorerie**

Duly authorised



## PART B – OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) Admission to trading: Application has been made for the Notes to be listed and admitted to trading on Euronext Paris with effect from 12 July 2011.
- (iii) Estimate of total expenses related to admission to trading: EUR 7,500

### 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 has applied for registration under Regulation (EC) No 1060/2009, although the result of such applications has not been determined.

### 3 NOTIFICATION

The CSSF has provided the *Autorité des marchés financiers* with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

### 4 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.

### 5 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.

### 6 OPERATIONAL INFORMATION

ISIN Code: FR0011075183

Common Code: 064643070

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