

Not for release, publication or distribution, directly or indirectly, in or into the United States of America, Australia, Canada, Japan, South Africa or any other jurisdiction in which it would be unlawful to do so.

This press release is for information purpose only and does not constitute an offer to sell or a solicitation of an offer to buy any securities and the offer of the Bonds (as defined below) does not constitute an offering (other than to qualified investors) in any jurisdiction, including France.

The Bonds will be offered only to qualified investors which include, for the purpose of this press release, professional clients and eligible counterparties. The securities may not be offered or sold or otherwise made available to retail investors. No key information document under the EU PRIIPs Regulation or the UK PRIIPs Regulation has been or will be prepared.

Financial Information

Life Is On



Schneider Electric announces the success of its offering of bonds convertible into new shares and/or exchangeable for existing shares (OCEANEs) due 2031 for a nominal amount of €750 million

Rueil-Malmaison (France), 25 June 2024 – Schneider Electric (ISIN Code: FR0000121972, EcoVadis 88/100, MSCI AAA) (the “**Company**”) announces today the success of its offering of senior unsecured bonds convertible into new shares and/or exchangeable for existing shares of the Company (OCEANEs) due 2031 (the “**Bonds**”), by way of a placement to qualified investors (within the meaning of the Prospectus Regulation (as defined below)) only in accordance with Article L. 411-2, 1° of the French *Code monétaire et financier*, for a nominal amount of €750 million (the “**Offering**”).

The net proceeds of the Offering will be used by the Company to finance the repurchase of the outstanding bonds convertible into new shares and/or exchangeable for existing shares of the Company (OCEANEs) due 15 June 2026 issued by the Company on 24 November 2020 (ISIN Code: FR0014000OG2, the “**2026 OCEANEs**”). Schneider Electric expects to announce the final terms of the repurchase of the 2026 OCEANEs in a separate press release after market close today. The remaining part of the net proceeds, if any, will be used for general corporate purposes.

Rationale for the Offering

To limit the potential dilution, the Company has offered to repurchase the 2026 OCEANEs. This Offering and repurchase initiative are part of Schneider Electric’s financing strategy, with the conversion price of the new Offering set substantially above that of the 2026 OCEANEs, while maintaining a strong investment-grade metrics and credit rating.

Main terms of the Bonds

The Bonds have a nominal value of €100,000 each (the “**Principal Amount**”), are convertible and/or exchangeable into new and/or existing shares of Schneider Electric (the “**Shares**”) and pay a fixed coupon at a rate of 1.625% per annum, payable semi-annually in arrear on 28 December and 28 June of each year (or on the following business day if this date is not a business day), and for the first time on 28 December 2024.

The conversion/exchange premium is set at 37.5% above the Company’s reference share price on the regulated market of Euronext in Paris (“**Euronext Paris**”)¹, which will be announced in a separate press release later today.

The settlement-delivery of the Bonds is expected to take place on 28 June 2024 (the “**Issue Date**”).

¹ The reference share price will be equal to the volume-weighted average price (VWAP) of Schneider Electric’s shares recorded on Euronext Paris between the opening and close of trading today.

Investor Relations
Schneider Electric
Amit Bhalla
Tel: +44 20 4557 1328
www.se.com
ISIN : FR0000121972

Press Contact:
Schneider Electric
Anthime Caprioli
Tel: +33 6 45 63 68 35

Press Contact:
Primatice
Olivier Labesse
Hugues Schmitt
Tel: +33 6 79 11 49 71

Financial Information

Life Is On



Unless previously converted, exchanged, redeemed or purchased and cancelled, the Bonds will be redeemed at par on 28 June 2031 (or on the following business day if this date is not a business day) (the “**Maturity Date**”).

The Bonds may be redeemed prior to maturity at the option of the Company, under certain conditions.

In particular, the Bonds may be fully redeemed early at par plus any accrued interest at the Company’s option at any time from 19 July 2029 (inclusive), subject to a prior notice of at least 30 (but not more than 60) calendar days, if the arithmetic average, calculated over a period of 10 consecutive trading days chosen by the Company from among the 20 consecutive trading days preceding the day of the publication of the early redemption notice, of the daily products on each of such 10 consecutive trading days of the volume weighted average price of the Company’s shares on Euronext Paris and the applicable conversion/exchange ratio on each such trading day, exceeds 150% of the nominal value of each Bond.

Bondholders will be granted the right to convert or exchange the Bonds into new and/or existing shares of the Company (the “**Conversion/Exchange Right**”) which they may exercise at any time from the day (inclusive) following the 40th day after the Issue Date (i.e., 7 August 2024) up to the 7th business day (inclusive) preceding the Maturity Date or, as the case may be, the relevant early redemption date.

The conversion/exchange ratio of the Bonds will be announced in a separate press release later today and is set at the Principal Amount divided by the prevailing initial conversion/exchange price, subject to standard adjustments, including anti-dilution and dividend protections, as described in the terms and conditions of the Bonds. Upon exercise of their Conversion/Exchange Right, bondholders will receive at the option of the Company new and/or existing shares of the Company carrying in all cases all rights attached to existing shares of the Company as from the date of delivery.

Application will be made for the admission of the Bonds to trading on Euronext Access™ in Paris to occur within 30 calendar days from the Issue Date.

Legal framework of the Offering and placement

The Bonds are being issued by way of a placement to qualified investors only (within the meaning of Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”), in accordance with Article L. 411-2, 1° of the French *Code monétaire et financier*, as per the authorization granted by the Company’s extraordinary general meeting held on 4 May 2023 (21st resolution), in France and outside of France (excluding, in particular, the United States of America, Australia, Japan, Canada or South Africa), without an offer to the public (other than to qualified investors) in any country (including France).

Existing shareholders of the Company shall have no preferential subscription rights, and there will be no priority subscription period, in connection with the issuance of the Bonds or the underlying new Shares issued upon conversion.

Lock-up undertaking

In the context of the Offering, the Company has agreed to a lock-up undertaking with respect to its Shares and securities giving access to the share capital for a period starting from the announcement of the final terms of the Bonds and ending 90 calendar days after the Issue Date, subject to certain customary exceptions or waiver from the Joint Global Coordinators.

Dilution

Financial Information

Life Is On



As a result of the Offering of a €750 million principal amount of Bonds, assuming a reference share price of €227.15² and the initial conversion / exchange premium of 37.5%, the potential dilution would represent approximately 0.42% of the Company's outstanding share capital, if the Conversion/Exchange Right was exercised for all the Bonds and the Company decided to deliver new Shares only upon exercise of the Conversion/Exchange Right.

Available information

Neither the offering of the Bonds, nor the admission of the Bonds to trading on Euronext Access™ is subject to a prospectus approved by the French *Autorité des marchés financiers* (the “AMF”). No key information document required by the PRIIPs Regulation (as defined below) has been or will be prepared. Detailed information about Schneider Electric, including its business, results, prospects and the risk factors to which Schneider Electric is exposed are described in the Company's universal registration document (*Document d'enregistrement universel*) for the financial year ended 31 December 2023, filed by the Company with the AMF on 28 March 2024 under No. D.24-0201 and the Company's quarterly revenues press release as at 31 March 2024, which are all available on the Company's website (www.se.com).

Important information

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities to any person in the United States, Australia, Japan, Canada or South Africa or in any jurisdiction to whom or in which such offer is unlawful, and the Offering of the Bonds is an offer to the public in any jurisdiction including France, other than to qualified investors within the meaning of the Prospectus Regulation, or an offer to retail investors as such term is defined below.

Note: The English version of this press release may differ from the French version for regulatory reasons.

About Schneider Electric

Schneider's **purpose is to create Impact** by empowering all to **make the most of our energy and resources**, bridging progress and sustainability for all. At Schneider, we call this **Life Is On**.

Our mission is to be the trusted partner in **Sustainability and Efficiency**.

We are a **global industrial technology leader** bringing world-leading expertise in electrification, automation and digitization to smart **industries**, resilient **infrastructure**, future-proof **data centers**, intelligent **buildings**, and intuitive **homes**. Anchored by our deep domain expertise, we provide integrated end-to-end lifecycle AI enabled Industrial IoT solutions with connected products, automation, software and services, delivering digital twins to enable profitable growth **for our customers**.

We are a **people company** with an ecosystem of 150,000 colleagues and more than a million partners operating in over 100 countries to ensure proximity to our customers and stakeholders. We embrace **diversity and inclusion** in everything we do, guided by our meaningful purpose of a **sustainable future for all**.

² i.e. Schneider Electric's share price on Euronext Paris, at close of trading on 24 June 2024.

www.se.com

Discover Life Is On

Follow us on:      

Disclaimer

This press release may not be released, published or distributed, directly or indirectly, in or into the United States of America (including its territories and dependencies, any state of the United States and the District of Columbia), Australia, Canada, South Africa or Japan. The distribution of this press release may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes, should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No communication or information relating to the offering of the Bonds or the Repurchase may be distributed to the public in a country where a registration or approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance by the Company or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; neither the Company, the managers, nor the dealer managers assume any liability in connection with the breach by any person of such restrictions.

*This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and of Regulation (EU) 2017/1129 as it forms part of the United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"). This press release is not an offer to the public other than to qualified investors, or an offer to subscribe or designed to solicit interest for purposes of an offer to the public other than to qualified investors in any jurisdiction, including France.*

The Bonds have been offered only by way of an offering in France and outside France (excluding the United States of America, Australia, Canada, South Africa, Japan and any other jurisdiction where a registration process or an approval would be required by applicable laws and regulations), solely to qualified investors as defined in article 2 point (e) of the Prospectus Regulation and in accordance with Article L. 411-2 1° of the French Monetary and Financial Code (Code monétaire et financier) and article 2 of the UK Prospectus Regulation. There has been and there will be no public offering in any country (including France) in connection with the Bonds, other than to qualified investors. This press release does not constitute a recommendation concerning the issue of the Bonds. The value of the Bonds and the shares of the Company can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Bonds for the person concerned.

Prohibition of sales to European Economic Area retail investors

*The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to, and no action has been undertaken or will be undertaken to offer, sell or otherwise make available any Bonds to any retail investor in the European Economic Area (the "**EEA**"). For the purposes of this provision, a "retail investor" means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II or (iii) not a qualified investor within the meaning of the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the "**PRIPs Regulation**") for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been or will be prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.*

Prohibition of sales to UK retail Investors

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to, and no action has been undertaken or will be undertaken to offer, sell or otherwise make available any Bonds to any retail investor in the United Kingdom (“UK”).

For the purposes of this provision, a “retail investor” means a person who is one (or more) of the following: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) 600/2014 as it forms part of domestic law by virtue of the EUWA or (iii) not a qualified investor within the meaning of the UK Prospectus regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA, as amended (the “UK PRIIPs Regulation”) for offering or selling the Bonds or otherwise making them available to retail investors in the UK has been or will be prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – *Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is eligible counterparties and professional clients, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (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 Bonds (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.*

France

The Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France other than to qualified investors. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to qualified investors (investisseurs qualifiés), as defined in article 2 point (e) of the Prospectus Regulation, and in accordance with Article L. 411-2 1° of the French Monetary and Financial Code (Code monétaire et financier).

United Kingdom

This press release is addressed and directed only at persons who (i) are located outside the United Kingdom, (ii) are investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”), (iii) are high net worth companies, and other persons to whom it may lawfully be communicated, falling within by Article 49(2) (a) to (d) of the Order (the persons mentioned in paragraphs (i), (ii) and (iii) collectively being referred to as “Relevant Persons”). The Bonds and, as the case may be, the shares to be delivered upon exercise of the conversion rights (the “Financial Instruments”), are intended only for Relevant Persons and any invitation, offer or agreement related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

United States of America

This press release may not be released, published or distributed in or into the United States (including its territories and dependencies, any state of the United States and the District of Columbia). This press release does not constitute an offer or a solicitation of an offer of securities in the United States. The

Financial Information

Life Is On



*Bonds and the shares issued or deliverable upon conversion or exchange of the Bonds described in this press release have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state of the United States, and such securities may not be offered, sold, pledged or otherwise transferred in the United States or to, or for the account or benefit of, U.S. persons absent registration under the Securities Act or pursuant to an available exemption from, or in a transaction not subject to, the registration requirements thereof and applicable state or local securities laws. The Company does not intend to make a public offer of its securities in the United States.*

Australia, Canada, South Africa and Japan

The Bonds may not and will not be offered, sold or purchased in Australia, Canada, South Africa or Japan. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada, South Africa or Japan.

Repurchase of the 2026 OCEANES

This press release does not constitute an invitation to participate in the Repurchase in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such an invitation under applicable laws and regulations. In particular, the Repurchase is not and will not be directed to the United States in any manner. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such legal or regulatory restrictions.

The distribution of this press release in certain countries may constitute a breach of applicable law.