

Final Terms dated 6 October 2010



**SCHNEIDER ELECTRIC SA**

Issue of Euro 200,000,000 2.875 per cent. Notes due July 2016  
to be assimilated (*assimilées*) and form a single series with the existing  
Euro 300,000,000 2.875 per cent. Notes due July 2016 issued  
under the Euro 6,000,000,000 Euro Medium Term Note Programme

**BNP PARIBAS**

**HSBC**

**SANTANDER GLOBAL BANKING & MARKETS**

**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 2010 and the supplement to the Base Prospectus dated 20 September 2010 (the “**Supplement**”) which together 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 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, the Base Prospectus and the Supplement. The Base Prospectus, the Supplement and the 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.

1	Issuer:	Schneider Electric SA
2	(I) Series Number:	11
	(II) Tranche Number:	2
		The Notes will be assimilated ( <i>assimilées</i> ) and form a single series with the existing Euro 300,000,000 2.875 per cent. Notes due 2016 issued on 20 July 2010 (the “ <b>Existing Notes</b> ”) as from the date of exchange which is expected to be on or around the date which is 40 days after the Issue Date (the “ <b>Assimilation Date</b> ”).
3	Specified Currency or Currencies:	Euro (“ <b>EUR</b> ”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 200,000,000
5	Issue Price:	101.849 per cent. of the Aggregate Nominal Amount of the Tranche plus accrued interest at a rate of 0.630136986 per cent. of such Aggregate Nominal Amount for the period from, and including, 20 July 2010 to, but excluding, the Issue Date.
6	Specified Denomination:	EUR 50,000
7	(i) Issue Date:	8 October 2010
	(ii) Interest Commencement Date:	20 July 2010
8	Maturity Date:	20 July 2016

9	Interest Basis:	2.875 per cent. Fixed Rate (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 (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 15 September 2010
14	Method of distribution:	Syndicated

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

15	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	2.875 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	20 July in each year commencing on, and including, 20 July 2011 to, and including the Maturity Date
	(iii) Fixed Coupon Amount[(s)]:	EUR 1,437.50 per EUR 50,000 in Nominal Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual ICMA
	(vi) Determination Dates:	20 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 50,000 per Note of EUR 50,000 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 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 (*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:  
 Raphael de Riberolles  
 33 rue Anna Jacquin  
 92100 Boulogne Billancourt  
 France  
 The alternate Representative will be:  
 Gilbert Labachotte  
 8 Boulevard Jourdan  
 75014 Paris  
 France  
 The Representative will receive EUR 400 per year.
- 33 Other final terms: Not Applicable
- DISTRIBUTION**
- 34 (i) If syndicated, names of Managers: Banco Santander, S.A.  
 BNP Paribas  
 HSBC Bank plc  
 The Royal Bank of Scotland plc
- (ii) Stabilising Manager(s) (if any): BNP Paribas
- (iii) Dealer Commission: Not Applicable
- 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 [●], producing a sum of (for Notes not denominated in [Euro]): 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 EUR 6,000,000,000 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: *Emmanuel BABEAU*

Duly authorised

A handwritten signature in blue ink, appearing to be 'Emmanuel Babeau', written over a horizontal line.

## PART B – OTHER INFORMATION

### 1 RISK FACTORS

Not Applicable

### 2 LISTING

- (i) Listing: Euronext Paris (regulated market of the Paris Stock Exchange) and *Bourse de Luxembourg* (regulated market of the Luxembourg Stock Exchange). The Existing Notes are already listed and admitted to trading on Euronext Paris and on the Luxembourg Stock Exchange.
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange and on Euronext Paris with effect from 8 October 2010
- (iii) Estimate of total expenses related to admission to trading: EUR 9,125

### 3 RATINGS

Ratings: The Notes are expected to be rated:  
S & P: A-  
Moody's: A3

### 4 NOTIFICATION

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

### 5 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.

### 6 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.
- (ii) Estimated net proceeds: EUR 204,458,273.97

### 7 YIELD

Indication of yield: 2.526 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.

### 8 OPERATIONAL INFORMATION

ISIN Code: FR0010949156 until the Assimilation Date and thereafter FR0010922542

Common Code: 054755481 until the Assimilation Date and thereafter 052672961

Depositories:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear and Clearstream Luxembourg: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Societe 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