

SCHNEIDER ELECTRIC SA

**Issue of JPY 12,500,000,000 Fixed Rate Notes due 18 November 2016 (the “Notes”)
under the Euro 7,500,000,000 Euro Medium Term Note Programme**

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 and the supplements to the Base Prospectus dated 29 July 2011 and 14 November 2011 which together constitute a Base Prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended by the 2010 PD Amending Prospectus Directive (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, the supplements to the Base Prospectus 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), and copies may be obtained from Schneider Electric S.A., rue Joseph Monier - 92500 Rueil-Malmaison, France.

1	Issuer:	Schneider Electric S.A.
2	(i) Series Number:	16
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Japanese Yen (“JPY”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	JPY 12,500,000,000
	(ii) Tranche:	JPY 12,500,000,000
5	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6	Specified Denomination:	JPY 500,000,000
		The Notes may not be subdivided into smaller denominations
7	(i) Issue Date:	18 November 2011
	(ii) Interest Commencement Date	Issue Date
8	Maturity Date:	18 November 2016
9	Interest Basis:	0.849 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:	Not Applicable
13	(i) Status of the Notes:	Senior
	(ii) Date Board approval for issuance of Notes obtained:	Decision of the <i>Directoire</i> of the Issuer dated 26 July 2011 and decision of Mr. Emmanuel Babeau, member of the <i>Directoire</i> of the Issuer, dated 10 November 2011
14	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	0.849 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	18 May and 18 November in each year from and including 18 May 2012 to and including the Maturity Date
	(iii) Fixed Coupon Amount(s):	JPY 2,122,500 per JPY 500,000,000 in Nominal Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360 (unadjusted)
	(vi) Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16	Floating Rate Note Provisions	Not Applicable
17	Zero Coupon Note Provisions	Not Applicable
18	Index-Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
19	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Call Option	Not Applicable
21	Put Option	Not Applicable
22	Change of Control Put Option	Not Applicable
23	Final Redemption Amount of each Note	JPY 500,000,000 per Note of JPY 500,000,000 Specified Denomination
	In cases where the Final Redemption Amount is Index-Linked or other variable-linked:	Not Applicable

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):	As set out in the Conditions
	(ii) Redemption for taxation reasons permitted on days others 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 (<i>au porteur</i>)
	(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 (Condition 7 (h)):	A TARGET Business Day in addition to Tokyo. If any date for payment in respect of any Note or Coupon is not a business day, the holder shall not be entitled to payment nor to any interest or other sum in respect of such postponed payment until the next following business day unless it would thereby fall into the next calendar month, in which event such date shall be brought to the immediately preceding business day.
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: Amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	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	Not Applicable
33	Other final terms:	Not Applicable

DISTRIBUTION

34	(i) If syndicated, names and addresses of Managers:	Not Applicable
	(ii) Stabilising Manager(s) (if any):	Not Applicable
	(iii) Dealer Commission:	Not Applicable
35	If non-syndicated, name of Dealer:	Mizuho International plc
36	Additional selling restrictions:	Not Applicable
37	The aggregate principal amount of Notes issued has been translated into Euro at the rate of JPY 103.77, producing a sum of (for Notes not denominated in Euro):	Euro 120,458,706.76

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 S.A.

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By: VERONIQUE BLANC
Duly authorised



PART B – OTHER INFORMATION

1 RISK FACTORS

Not Applicable

2 LISTING AND ADMISSION TO TRADING

- (i) Listing: Luxembourg Stock Exchange
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange with effect from 12 December 2011
- (iii) Estimate of total expenses related to admission to trading: Euro 2,875

3 RATINGS

Ratings: Notes issued under the Programme have been rated generally:
S&P: A-
Moody's: A3
Each of S&P and Moody's is established in the European Union and registered under Regulation (EC) No 1060/2009 as amended by Regulation (EU) No 513/2011.

4 NOTIFICATION

Not Applicable.

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 Notes will be used for the general business of Schneider Electric
- (ii) Estimated net proceeds: Not Applicable
- (iii) Estimated total expenses: Not Applicable

7 FIXED RATE NOTES ONLY – YIELD

Indication of yield: 0.849 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: FR0011149186

Common Code: 070748622

Any clearing system(s) other than Not Applicable
Euroclear Bank S.A./N.V. and
Clearstream Banking Société Anonyme
and the relevant identification number(s):

Delivery: Delivery free of payment

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