

SCHNEIDER ELECTRIC SA

Issue of JPY 10,000,000,000 0.84625 per cent Fixed Rate Notes due December 2016
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 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. The Base Prospectus and the supplements to 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), and copies may be obtained from Schneider Electric S.A., 35, rue Joseph Monier - 92500 Rueil-Malmaison, France.

1	(i) Issuer:	Schneider Electric SA
2	(i) Series Number:	17
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Japanese yen (“JPY”)
4	Aggregate Nominal Amount of Notes admitted to trading:	JPY 10,000,000,000
	(i) Series:	JPY 10,000,000,000
	(ii) Tranche:	JPY 10,000,000,000
5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	JPY 500,000,000
7	(i) Issue Date:	8 December 2011
	(ii) Interest Commencement Date:	8 December 2011
8	Maturity Date:	8 December 2016
9	Interest Basis:	0.84625 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:	Unsubordinated
	(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 24 November 2011
14	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	0.84625 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	8 June and 8 December in each year from 8 June 2012 up to and including the Maturity Date, each such date subject to adjustment in accordance with the Following Business Day Convention. There shall be an adjustment to the amount of interest payable as a result of the application of the Following Business Day Convention
	(iii) Fixed Coupon Amount:	Each payment of interest is subject to adjustment set under item 15 (ii) above
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/365 (Fixed)
	(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
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 per Conditions
	(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 (<i>au porteur</i>) only
	(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:	TARGET day and Tokyo
27	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28	Details relating to Partly Paid Notes:	Not Applicable

	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	
29	Details relating to Instalment Notes:	Not Applicable
30	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
31	Consolidation provisions:	Not Applicable
32	Masse:	<p>The initial Representative shall be: MASSQUOTE S.A.S.U. RCS 529 065 880 Nanterre Raphael de Riberolles -Chairman 33, rue Anna Jacquin 92100 Boulogne Billancourt France</p> <p>Alternate Representative Gilbert Labachotte 8 Boulevard Jourdan 75014 Paris</p> <p>The Representative will be entitled to a remuneration of €400 (VAT excluded) per year, payable by the Issuer on December 8 each year.</p> <p>The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders . Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.</p>
33	Other final terms:	Not Applicable
DISTRIBUTION		
34	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Stabilising Manager (if any):	Société Générale
	(iii) Dealer Commission:	Not Applicable
35	If non-syndicated, name of Dealer:	Société Générale

36 Additional selling restrictions: Not Applicable

37 The aggregate principal amount Euro 97,266,802.84
of Notes issued has been
translated into Euro at the rate of
EUR/JPY rate of 102.81,
producing a sum of:


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: 

Duly authorised *Isabelle DEBIZE-LOYER*

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing: Luxembourg
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on 8 December 2011 with effect from 8 December 2011.
- (iii) Estimate of total expenses related to admission to trading: EUR 2,700

2 RATINGS

Ratings: The Notes to be issued have not been rated.

The Programme has been awarded the long term senior rating:

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.

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 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: *See "Use of Proceeds" wording in Base Prospectus*
- (ii) Estimated net proceeds: JPY 10,000,000,000

5 FIXED RATE NOTES ONLY – YIELD

Indication of yield: 0.84625 per cent. Fixed Rate

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 OPERATIONAL INFORMATION

ISIN Code: FR0011158666

Common Code: 071403386

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 free of payment

