

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (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 as defined in Regulation (EU) 2017/1129 (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 Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIPs Regulation.

MIFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority (ESMA) on 5 February 2018, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 10 June 2020



SCHNEIDER ELECTRIC SE

Issue of Euro 500,000,000 0.00 per cent. Notes due June 2023 (the “Notes”)

under the Euro 10,000,000,000 Euro Medium Term Note Programme

Series no. 28

Tranche no. 1

Joint Lead Managers

BOFA SECURITIES

BNP PARIBAS

CREDIT AGRICOLE CIB

HSBC

J.P. MORGAN

MUFG

SOCIÉTÉ GÉNÉRALE CORPORATE AND INVESTMENT BANKING

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 28 April 2020 which received approval n°20-162 from the *Autorité des marchés financiers* (the “AMF”) on 28 April 2020 which constitutes a Base Prospectus for the purposes of the Regulation (EU) 2017/1129 (the “Prospectus Regulation”).

This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information.. The Base Prospectus is available for viewing at the office of the Fiscal Agent or each of the paying agents and on the website of the Issuer (www.se.com), and on the website of the AMF (www.amf-france.org) and copies may be obtained from Schneider Electric SE, 35, rue Joseph Monier - 92500 Rueil-Malmaison, France.

1	Issuer:	Schneider Electric SE
2	(i) Series Number:	28
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Euro (“EUR”)
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 500,000,000
5	Issue Price:	99.76 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 100,000
7	(i) Issue Date:	12 June 2020
	(ii) Interest Commencement Date:	12 June 2020
8	Maturity Date:	12 June 2023
9	Interest Basis:	0.00 per cent. Fixed Rate (Further particulars specified below)
10	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11	Change of Interest Basis:	Not Applicable

- 12 Put/Call Options: Change of Control Put Option
Make-Whole Redemption by the Issuer
Clean-Up Call Option
Residual Maturity Call Option
(Further particulars specified below)
- 13 (i) Status of the Notes: Senior
- (ii) Date of the corporate authorisations for issuance of Notes obtained: Decision of the Board of Directors (*Conseil d'administration*) of the Issuer dated 22 April 2020 and decision of Mrs. Hilary Maxson, *Directeur Général Finances* of the Issuer dated 5 June 2020.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 14 **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 0.00 per cent. *per annum* payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 12 June in each year commencing on 12 June 2021
- (iii) Fixed Coupon Amount(s): EUR 0.00 per EUR 100,000 in nominal amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 12 June in each year
- (vii) Party responsible for calculating Interest Amounts (if not the Calculation Agent): Not Applicable
- 15 **Floating Rate Note Provisions** Not Applicable
- 16 **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 17 **Make-Whole Redemption by the Issuer (Condition 6(d))** Applicable
- (i) Notice period: As per Condition 6(d)
- (ii) Reference Security: The 0.00 per cent. *Bundesobligationen* of the Bundesrepublik Deutschland due 14 April 2023 with ISIN DE0001141778.
- (iii) Reference Dealers: As per Condition 6(d)

(iv)	Similar Security:	Reference bond or reference bonds issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes
(v)	Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
(vi)	Redemption Margin:	0.10 per cent. <i>per annum</i>
18	Call Option	Not Applicable
19	Put Option	Not Applicable
20	Residual Maturity Call Option	Applicable
(i)	Residual Maturity Call Option Date:	12 May 2023
21	Change of Control Put Option	Applicable
22	Clean-Up Call Option	Applicable
(i)	Clean-Up Percentage:	75 per cent.
(ii)	Early Redemption Amount:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
23	Final Redemption Amount of each Note	EUR 100,000 per Note of EUR 100,000 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 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
25 Acquisition Event Call Option	Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE NOTES	
26 Form of Notes:	Dematerialised Notes
(i) Form of Dematerialised Notes:	Bearer form (<i>au porteur</i>) only
(ii) Registration Agent:	Not Applicable
(iii) Temporary Global Certificate:	Not Applicable
(iv) Applicable TEFRA exemption:	Not Applicable
27 Exclusion of the possibility to request identification of the Noteholders as provided by Condition 1(a)(i):	Not Applicable
28 Financial Centre(s) or other special provisions relating to Payment Dates:	TARGET
29 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
30 Possibility of resale of purchased Notes:	Yes
31 Redenomination provisions:	Not Applicable
32 Consolidation provisions:	Not Applicable

33 *Masse:*

Contractual Masse shall apply

The Representative shall be:

MASSQUOTE S.A.S.U.

RCS 529 065 880 Nanterre

7bis rue de Neuilly

F-92110 Clichy

Mailing address:

33, rue Anna Jacquin

92100 Boulogne Billancourt

France

Represented by its Chairman

The Representative will be entitled to a remuneration of EUR 450 (VAT excluded) per year paid upfront on the Issue Date by the Issuer.

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 10,000,000,000 Euro Medium Term Note Programme of Schneider Electric SE

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made for the Notes to be listed and admitted to trading on Euronext Paris with effect from 12 June 2020.
- (ii) Estimate of total expenses related to admission to trading: EUR 3,100

2 RATING

- Rating: The Notes to be issued have been rated:
S&P Global Ratings Europe Limited ("**S&P**"): A-
S&P is established in the European Union and is registered under Regulation (EC) No. 1060/2009 on credit ratings agencies (the "**CRA Regulation**"), as amended by Regulation (EU) No. 513/2011.
S&P is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (www.esma.europa.eu/supervision/credit-rating-agencies/risk).

3 REASONS FOR THE ISSUE AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: The net proceeds will be used for the Issuer's general corporate purposes.
- (ii) Estimated net proceeds: EUR 497,550,000

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 YIELD

- Indication of yield: 0.08 per cent. *per annum* of the Aggregate Nominal Amount of this Tranche
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: BofA Securities Europe SA
BNP Paribas
Crédit Agricole Corporate and Investment Bank

HSBC France
J.P. Morgan Securities plc
MUFG Securities (Europe) N.V.
Société Générale

- (iii) Date of Subscription Agreement: 10 June 2020
- (iv) Stabilising Manager(s) (if any): BNP Paribas
- (v) If non-syndicated, name and address of Dealer: Not Applicable
- (vi) 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
- (vii) Prohibition of Sales to EEA and UK Retail Investors: Applicable
- (viii) Non-exempt offer: Not Applicable

7 OPERATIONAL INFORMATION

ISIN: FR0013517711

Common Code: 218928595

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

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