

**PROHIBITION OF SALES TO EEA 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”). 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 2002/92/EC, as amended (“**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs 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 11 January 2019**



**SCHNEIDER ELECTRIC SE**

**Issue of Euro 500,000,000 1.50 per cent. Notes due January 2028 (the “Notes”)  
under the Euro 7,500,000,000 Euro Medium Term Note Programme**

Series no. 25

Tranche no. 1

**Joint Lead Managers**

**BNP PARIBAS**

**BOFA MERRILL LYNCH**

**CITIGROUP**

**CRÉDIT AGRICOLE CIB**

**SANTANDER CORPORATE & 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 26 November 2018 which received visa n°18-535 from the *Autorité des marchés financiers* (the “AMF”) on 26 November 2018 which constitutes a Base Prospectus for the purposes of the Directive 2003/71/EC, as amended (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. 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 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.schneider-electric.com](http://www.schneider-electric.com)), and on the website of the AMF ([www.amf-france.org](http://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:	25
	(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:	99.975 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 100,000
7	(i) Issue Date:	15 January 2019
	(ii) Interest Commencement Date:	15 January 2019
8	Maturity Date:	15 January 2028
9	Interest Basis:	1.50 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  
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 25 July 2018 and decision of Mr. Emmanuel Babeau, *Directeur Général Délégué* of the Issuer dated 9 January 2019

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

- 14 **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 1.50 per cent. *per annum* payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 15 January in each year commencing on 15 January 2020
- (iii) Fixed Coupon Amount(s): EUR 1,500 per EUR 100,000 in nominal amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 15 January 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 0.50 per cent. *Bundesobligationen* of the Bundesrepublik Deutschland due 15 August 2027 with ISIN DE0001102424
- (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:	0.25 per cent. <i>per annum</i>
18	<b>Call Option</b>	Not Applicable
19	<b>Put Option</b>	Not Applicable
20	<b>Residual Maturity Call Option</b>	Applicable
	(i) Residual Maturity Call Option Date:	15 October 2027
21	<b>Change of Control Put Option</b>	Applicable
22	<b>Clean-Up Call Option</b>	Applicable
	(i) Clean-Up Percentage:	80 per cent.
	(ii) Early Redemption Amount:	EUR 100,000 per Note of EUR 100,000 Specified Denomination
23	<b>Final Redemption Amount of each Note</b>	EUR 100,000 per Note of EUR 100,000 Specified Denomination
24	<b>Early Redemption Amount</b>	
	(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

#### **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 Exclusion of the possibility to request identification of the Noteholders as provided by Condition 1(a)(i):	Not Applicable
27 Financial Centre(s) or other special provisions relating to Payment Dates:	TARGET
28 Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
29 Possibility of resale of purchased Notes:	Yes
30 Redenomination provisions:	Not Applicable
31 Consolidation provisions:	Not Applicable
32 <i>Masse</i> :	The Representative will 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 payable 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 7,500,000,000 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 15 January 2019.
- (ii) Estimate of total expenses related to admission to trading: EUR 11,700

### 2 RATINGS

- Ratings: The Notes to be issued have been rated:  
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.

### 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 YIELD

- Indication of yield: 1.503 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.

### 5 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: Banco Santander, S.A.  
BNP Paribas  
Citigroup Global Markets Limited  
Crédit Agricole Corporate and Investment Bank  
Merrill Lynch International
- (iii) Date of Subscription Agreement: 11 January 2019
- (iv) Stabilising Manager(s) (if any): Not Applicable
- (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  
Retail Investors: Applicable

(viii) Non-exempt offer: Not Applicable

## **6 OPERATIONAL INFORMATION**

ISIN: FR0013396876

Common Code: 193619045

CFI: Not Applicable

FSIN: Not Applicable

Any clearing system(s) other than  
Euroclear Bank SA/NV and  
Clearstream Banking, société  
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