

Final Terms dated 11 December 2017



SCHNEIDER ELECTRIC SE

**Issue of Euro 750,000,000 0.875 per cent. Notes due December 2026
under the Euro 7,500,000,000 Euro Medium Term Note Programme**

Series no. 23

Tranche no. 1

Joint Lead Managers

BARCLAYS

BNP PARIBAS

CITIGROUP

CRÉDIT AGRICOLE CIB

DEUTSCHE BANK

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 6 October 2017 which received visa n°17-538 from the *Autorité des marchés financiers* (the “AMF”) on 6 October 2017 and the supplement to the Base Prospectus dated 28 November 2017 which received visa n°17-615 from the AMF on 28 November 2017 (the “**Supplement**”) which together constitute 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 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 and the Supplement 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 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:	23
	(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 750,000,000
	(ii) Tranche:	EUR 750,000,000
5	Issue Price:	99.305 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 100,000
7	(i) Issue Date:	13 December 2017
	(ii) Interest Commencement Date:	13 December 2017
8	Maturity Date:	13 December 2026
9	Interest Basis:	0.875 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 26 July 2017 and decision of Mr. Emmanuel Babeau, *Directeur Général Délégué* of the Issuer dated 7 December 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 14 **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 0.875 per cent. per annum payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 13 December in each year commencing on 13 December 2018
- (iii) Fixed Coupon Amount(s): EUR 875 per EUR 100,000 in nominal amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 13 December 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 15 August 2026 with ISIN DE0001102408
- (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:	0.15 per cent. per annum
18	Call Option	Not Applicable
19	Put Option	Not Applicable
20	Residual Maturity Call Option	Applicable
	(i) Residual Maturity Call Option Date:	13 September 2026
21	Change of Control Put Option	Applicable
22	Clean-Up Call Option	Applicable
	(i) Clean-Up Percentage:	80 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

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> :	<p>Contractual <i>Masse</i> shall apply</p> <p>The Representative will be: MASSQUOTE S.A.S.U. RCS 529 065 880 Nanterre 7bis rue de Neuilly F-92110 Clichy</p> <p>Mailing address: 33, rue Anna Jacquin 92100 Boulogne Billancourt France</p> <p>Represented by its Chairman</p> <p>The acting representative will be entitled to a remuneration of EUR 450 (VAT excluded) per year payable on each Interest Payment Date (except the last Interest Payment Date falling on the Maturity Date) with the first payment at the Issue Date.</p>

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 13 December 2017.
- (ii) Estimate of total expenses related to admission to trading: EUR 11,950

2 RATINGS

- Ratings: The Notes to be issued are expected to be 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 FIXED RATE NOTES ONLY – YIELD

- Indication of yield: 0.956 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: Barclays Bank PLC
BNP Paribas
Citigroup Global Markets Limited
Crédit Agricole Corporate and Investment Bank
Deutsche Bank AG, London Branch
- (iii) Date of Subscription Agreement: 11 December 2017
- (iv) Stabilising Manager(s) (if any): BNP Paribas
- (v) If non-syndicated, name and address of Dealer: Not Applicable
- (vi) Total commission and concession: 0.30 per cent. of the Aggregate Nominal Amount
- (vii) 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

(viii) Prohibition of Sales to EEA Retail Investors: Not Applicable

(ix) Non-exempt offer: Not Applicable

6 OPERATIONAL INFORMATION

ISIN: FR0013302809

Common Code: 173576722

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 against payment

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