

**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 (EU) 2016/97, as amended, 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, as amended (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (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.

**PROHIBITION OF SALES TO 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 United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK 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 Directive 2014/65/EU, as amended (“**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 2023**



**SCHNEIDER ELECTRIC SE**

**Issue of Euro 600,000,000 3.375 per cent. Notes due April 2034 (the “Notes”)**

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

Series no. 32

Tranche no. 1

**Managers**

**CRÉDIT AGRICOLE CIB**

**HSBC**

**J.P. MORGAN**

**MUFG**

**And**

**BNP PARIBAS**

**CITIGROUP**

**STANDARD CHARTERED BANK AG**

## 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 3 June 2022 which received approval n°22-194 from the *Autorité des marchés financiers* (the “AMF”) on 3 June 2022, the supplement n° 1 to it dated 9 August 2022 which has received approval n°22-342 from the AMF on 9 August 2022, the supplement °2 to it dated 23 September 2022 which has received approval n°22-391 from the AMF on 23 September 2022, the supplement n°3 to it dated 27 October 2022 which has received approval n° 22-425 from the AMF on 27 October 2022 and the supplement n°4 to it dated 6 December 2022 which has received approval n° 22-479 (the “Supplements”) and which together constitute a Base Prospectus for the purposes of Regulation (EU) 2017/1129, as amended (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 as so supplemented in order to obtain all the information. The Base Prospectus and the Supplements 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.se.com](http://www.se.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:	32
	(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 600,000,000
	(ii) Tranche:	EUR 600,000,000
5	Issue Price:	98.674 per cent. of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 100,000
7	(i) Issue Date:	13 January 2023
	(ii) Interest Commencement Date:	13 January 2023
8	Maturity Date:	13 April 2034
9	Interest Basis:	3.375 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 100.000 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 14 December 2022 and decision of Hilary Maxson, *Directeur Général Finances* of the Issuer dated 10 January 2023.

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

- 14 **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 3.375 per cent. *per annum* payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 13 April in each year commencing on 13 April 2023 up to, and including, the Maturity Date. There will be a short first coupon in respect of the first Interest Period from, and including, the Issue Date to, but excluding 13 April 2023
- (iii) Fixed Coupon Amount: EUR 3,375 per Note of EUR 100,000 Specified Denomination subject to the provisions of paragraph (iv) "Broken Amount" below
- (iv) Broken Amount(s): EUR 832 per Note of EUR 100,000 Specified Denomination payable on the Interest Payment Date falling on 13 April 2023
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 13 April in each year
- (vii) Independent party with appropriate expertise and/or international repute 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	<b>Make-Whole Redemption by the Issuer (Condition 6(d))</b>	Applicable
	(i) Notice period:	As per Condition 6(d)
	(ii) Reference Security:	The 1.700 per cent. <i>Bundesobligationen</i> of the <i>Bundesrepublik Deutschland</i> due 15 August 2032 with ISIN DE0001102606.
	(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 responsible for calculating or determining any rate or amount under Condition 6(d) (the “ <b>Make-Whole Calculation Agent</b> ”):	Conv-Ex Advisors Limited
	(vi) Redemption Margin:	0.200 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:	13 January 2034
21	<b>Change of Control Put Option</b>	Applicable
22	<b>Clean-Up Call Option</b>	Applicable
	(i) Clean-Up Percentage:	75 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 **Early Redemption Amount**
- (i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or illegality 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 (*au porteur*) 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
- 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 13 January 2023.
- (ii) Estimate of total expenses related to admission to trading: EUR 10,400

### 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, 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](http://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 to finance or refinance the acquisition of Aveva shares in replacement of bridge facilities and/or general corporate purposes.
- (ii) Estimated net proceeds: EUR 590,094,000

### 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 issue of the Notes has an interest material to the issue. The Managers and their affiliates (including, for the avoidance of doubt, their parent companies) have engaged, and may in the future engage, in lending, investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and their affiliates in the ordinary course of business.

### 5 YIELD

- Indication of yield: 3.521 per cent. *per annum* of the Aggregate Nominal Amount  
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: Crédit Agricole Corporate and Investment Bank  
HSBC Continental Europe



J.P. Morgan SE  
MUFG Securities (Europe) N.V.

BNP Paribas  
Citigroup Global Markets Europe AG  
Standard Chartered Bank AG

- (iii) Date of Subscription Agreement: 11 January 2023
- (iv) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name and address of Dealer: Not Applicable
- (vi) Total commission and concession: 0.325 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: Applicable
- (ix) Prohibition of Sales to UK Retail Investors: Applicable
- (x) Non-exempt offer: Not Applicable
- (xi) Additional information in respect of the Canadian selling restriction: Not Applicable

## **7 OPERATIONAL INFORMATION**

ISIN: FR001400F711

Common Code: 257712893

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