

**Final Terms dated 16 July 2010**



**SCHNEIDER ELECTRIC SA**

**Issue of Euro 500,000,000 3.625 per cent. Notes due July 2020  
under the Euro 6,000,000,000 Euro Medium Term Note Programme**

**BOFA MERRILL LYNCH**

**CRÉDIT AGRICOLE CIB**

**DEUTSCHE BANK**

**MITSUBISHI UFJ SECURITIES INTERNATIONAL PLC**

**NATIXIS**

**SOCIÉTÉ GÉNÉRALE 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 24 June 2010 which constitutes a Base Prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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 and the 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](http://www.schneider-electric.com)), and copies may be obtained from Schneider Electric S.A., 35, rue Joseph Monier - 92500 Rueil-Malmaison, France.

<b>1</b>	Issuer:	Schneider Electric SA
<b>2</b>	(I) Series Number:	12
	(II) Tranche Number:	1
<b>3</b>	Specified Currency or Currencies:	Euro (“ <b>EUR</b> ”)
<b>4</b>	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	EUR 500,000,000
	(ii) Tranche:	EUR 500,000,000
<b>5</b>	Issue Price:	99.120 per cent. of the Aggregate Nominal Amount
<b>6</b>	Specified Denomination:	EUR 50,000
<b>7</b>	(i) Issue Date:	20 July 2010
	(ii) Interest Commencement Date:	20 July 2010
<b>8</b>	Maturity Date:	20 July 2020
<b>9</b>	Interest Basis:	3.625 per cent. Fixed Rate (Further particulars specified below)
<b>10</b>	Redemption/Payment Basis:	Redemption at par
<b>11</b>	Change of Interest or Redemption/Payment Basis:	Not Applicable
<b>12</b>	Put/Call Options:	Change of Control Put Option (Further particulars specified below)
<b>13</b>	(i) Status of the Notes:	Senior

(ii)	Date of approval for issuance of Notes obtained:	Decision of the <i>Directoire</i> of the Issuer dated 16 June 2010
<b>14</b>	Method of distribution:	Syndicated
<b>PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE</b>		
<b>15</b>	<b>Fixed Rate Note Provisions</b>	Applicable
(i)	Rate of Interest:	3.625 per cent. per annum payable annually in arrear
(ii)	Interest Payment Date(s):	20 July in each year commencing on, and including, 20 July 2011 to, and including the Maturity Date
(iii)	Fixed Coupon Amount[(s)]:	EUR 1,812.50 per EUR 50,000 in Nominal Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual ICMA
(vi)	Determination Dates:	20 July in each year
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>16</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>17</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>18</b>	<b>Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
<b>19</b>	<b>Dual Currency Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>20</b>	<b>Call Option</b>	Not Applicable
<b>21</b>	<b>Put Option</b>	Not Applicable
<b>22</b>	<b>Change of Control Put Option</b>	Applicable
<b>23</b>	<b>Final Redemption Amount of each Note</b>	EUR 50,000 per Note of EUR 50,000 Specified Denomination
<b>24</b>	<b>Early Redemption Amount</b>	
(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):	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 (*au porteur*)

(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: Not Applicable

**27** Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable

**28** Details relating to Partly Paid Notes: Not Applicable

**29** Details relating to Instalment Notes: Not Applicable

**30** Redenomination, renominisation and reconventioning provisions: Not Applicable

**31** Consolidation provisions: Not Applicable

- 32** Masse: Applicable
- The initial Representative will be:  
 Raphael de Riberolles  
 33 rue Anna Jacquin  
 92100 Boulogne Billancourt  
 France
- The alternate Representative will be:  
 Gilbert Labachotte  
 8 Boulevard Jourdan  
 75014 Paris  
 France
- The Representative will receive EUR 400 per year.
- 33** Other final terms: Not Applicable

**DISTRIBUTION**

- 34** (i) If syndicated, names of Managers: Crédit Agricole Corporate and Investment Bank  
 Deutsche Bank AG, London Branch  
 Merrill Lynch International  
 Mitsubishi UFJ Securities International plc  
 Natixis  
 Société Générale
- (ii) Stabilising Manager(s) (if any): Société Générale
- (iii) Dealer Commission: Not Applicable
- 35** If non-syndicated, name of Dealer: Not Applicable
- 36** Additional selling restrictions: Not Applicable
- 37** 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

## **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 EUR 6,000,000,000 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: Emmanuel BABEAU

Duly authorised

## PART B – OTHER INFORMATION

### 1 RISK FACTORS

Not Applicable

### 2 LISTING

- (i) Listing: Euronext Paris (regulated market of the Paris Stock Exchange) and *Bourse de Luxembourg* (regulated market of the Luxembourg Stock Exchange)
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange and on Euronext Paris with effect from 20 July 2010
- (iii) Estimate of total expenses related to admission to trading: EUR 17,200

### 3 RATINGS

Ratings: The Notes to be issued have been rated:  
S & P: A-  
Moody's: A3

### 4 NOTIFICATION

The CSSF has provided the *Autorité des marchés financiers* with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

### 5 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.

### 6 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds of the issue of the Notes will be used for the Issuer's general corporate purposes.
- (ii) Estimated net proceeds: EUR 494,225,000

### 7 YIELD

Indication of yield: 3.732 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.

### 8 OPERATIONAL INFORMATION

ISIN Code: FR0010922534  
Common Code: 052672856  
Depositaries:

(i) Euroclear France to act as Central Depository: Yes

(ii) Common Depository for Euroclear and Clearstream Luxembourg: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking Societe 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