

**FOURTH PROSPECTUS SUPPLEMENT DATED 31 MARCH 2020
TO THE BASE PROSPECTUS DATED 25 APRIL 2019**



**SCHNEIDER ELECTRIC SE
Euro 7,500,000,000
Euro Medium Term Note Programme
Due from seven days from the date of original issue**

This prospectus supplement (the "**Fourth Prospectus Supplement**") is supplemental to, and should be read in conjunction with, the Base Prospectus dated 25 April 2019 which received visa no. 19-176 on 25 April 2019 from the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first prospectus supplement dated 6 September 2019 which received visa no. 19-428 on 6 September 2019 from the AMF, the second prospectus supplement dated 25 October 2019 which received visa no. 19-502 on 25 October 2019 from the AMF and the third prospectus supplement dated 24 February 2020 which received visa no. 20-053 on 24 February 2020 from the AMF (together, the "**Base Prospectus**") prepared in relation to the Euro 7,500,000,000 Euro Medium Term Note Programme (the "**Programme**") of Schneider Electric SE (the "**Issuer**"). The Base Prospectus constitutes a base prospectus for the purpose of the Directive 2003/71/EC on the prospectus to be published when securities are admitted to trading, as amended or superseded (the "**Prospectus Directive**").

Application has been made for approval of the Fourth Prospectus Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

This Fourth Prospectus Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and former Article 212-25 of the AMF's *Règlement Général* for the purpose of (i) incorporating by reference the Issuer's 2019 Universal Registration Document, (ii) incorporating recent events in connection with the Issuer and (iii) as a consequence, amending and supplementing the following sections of the Base Prospectus:

- Risk Factors ;
- Documents Incorporated by Reference ;
- Description of Schneider Electric SE ;
- Recent Developments; and
- General information.

Save as disclosed in this Fourth Prospectus Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Fourth Prospectus Supplement.

To the extent that there is any inconsistency between (a) any statement in this Fourth Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus or in the first prospectus supplement, in the second prospectus supplement or in the third prospectus supplement, the statements in (a) above will prevail.

Copies of this Fourth Prospectus Supplement (a) may be obtained, free of charge, from the registered office of the Issuer during normal business hours, (b) will be available from the website of the Issuer (www.se.com), (c) will be available on the website of the AMF (www.amf-france.org) and (d) will be available during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for collection at the offices of each Paying Agent(s) so long as any of the Notes are outstanding.

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RISK FACTORS

The section entitled "**Risk Factors Relating to the Issuer**", appearing on page 3 of the Base Prospectus is deleted in its entirety and replaced with the following:

Risk factors relating to the Issuer are described on pages 63 to 81 of the 2019 Universal Registration Document, as defined and further described in the section "Documents Incorporated by Reference" in this Base Prospectus and include the following:

- Risks related to the environment in which the Group operates;
- Risks related to Operations;
- Risks related to Internal Organization; and
- Financial risks.

In addition, the following risk factor is introduced:

- « Risks related to the sanitary crisis « Covid-19 » »

It is not possible, on the date of publication of this document, to predict the economic impact and the magnitude of the current epidemic of coronavirus which began in China in December 2019. However, an epidemic of long duration accompanied by the implementation of restrictive measures to limit its spread and contain it could lead to an economic slowdown in a market in which the Group operates, or have the effect of affecting global production chains, local supply or transportation chains, or more generally to impact the global economy, which could result in an adverse impact on its financial condition, results or prospects. However, the Group supply chain being for the most part organized around regional hubs with products being manufactured and sold within the main regions of the world it can be anticipated that this model of organization will, over the mid to long run, help mitigate to a large extent the impact of the crisis on the manufacturing and logistic capabilities of the Group.

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "**Documents Incorporated by Reference**", appearing on pages 24 to 28 of the Base Prospectus is deleted in its entirety and replaced with the following:

"This Base Prospectus should be read and construed in conjunction with the sections set out in the cross-references tables below from the following documents which have been filed with the AMF:

- the pages referred to in the table below which are included in the French language *Document d'Enregistrement Universel* of the Issuer which received n° D.20-0137 from the AMF on 17 March 2020 (the "**2019 Universal Registration Document**");
- the pages referred to in the table below which are included in the *document de référence* in the French language of the Issuer which received n° D.19-0155 from the AMF on 15 March 2019, except for the third paragraph of the section "*Responsables du document de référence*" on page 425 (the "**2018 Registration Document**"); and
- the terms and conditions of the notes contained in the base prospectuses of the Issuer dated, respectively, 26 November 2018 (the "**2018 EMTN Conditions**"), 6 October 2017 (the "**2017 EMTN Conditions**"), 31 August 2016 (the "**2016 EMTN Conditions**"), 31 July 2015 (the "**2015 EMTN Conditions**"), 15 July 2014 (the "**2014 EMTN Conditions**"), 25 June 2013 (the "**2013 EMTN Conditions**") and 24 June 2010 (the "**2010 EMTN Conditions**", together with the 2013, 2014, 2015, 2016, 2017, 2018 and 2019 EMTN Conditions, the "**EMTN Previous Conditions**").

Any reference in this Base Prospectus, in the 2019 Universal Registration Document or in the 2018 Registration Document to the registration documents and/or annual reports (either 2019 or 2018) shall be deemed to exclude the above-mentioned excluded sections.

Any statement contained in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Base Prospectus.

Copies of documents incorporated by reference in this Base Prospectus may be obtained, free of charge, from (i) the registered office of the Issuer, (ii) the website of the Issuer (www.se.com) and/or (iii) at the offices of each Paying Agent set out at the end of this Base Prospectus during normal business hours.

The 2019 Universal Registration Document and the 2018 Registration Document are available on the website of the AMF (www.amf-france.org).

The information incorporated by reference in this Base Prospectus shall be read in connection with the cross-reference list below.

Any information not listed in the cross-reference list below but included in the documents incorporated by reference shall not form part of this Base Prospectus and is not relevant for investors.

The English Translation of the 2019 Universal Registration Document and the 2018 Registration Document are available on the website of the Issuer (<https://www.se.com/ww/en/about-us/investor-relations/financial-results.jsp>). Such English translations are available for information purposes only and are not incorporated by reference in this Base Prospectus. Only the French versions of the 2019 Universal Registration Document and the 2018 Registration Document may be relied upon.

Prospectus Regulation –Annex IX	2019 Universal Registration Document	2018 Registration Document
2 STATUTORY AUDITORS		
2.1 Names and addresses of the issuer's auditors for the period covered by the historical financial information (together with their membership in a professional body).	Page 444	
2.2 If auditors have resigned, been removed or not been re-appointed during the period covered by the historical financial information, details if material.	Not applicable	
3 RISK FACTORS		
3.1 Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors"	Pages 63 to 81	
4 INFORMATION ABOUT THE ISSUER		
4.1 <u>History and development of the Issuer:</u>		
4.1.1 the legal and commercial name of the Issuer;	Page 392	
4.1.2 the place of registration of the Issuer and its registration number;	Page 392	
4.1.3 the date of incorporation and the length of life of the Issuer, except where indefinite;	Page 392	
4.1.4 the domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office).	Page 392	
4.1.5 Any recent events particular to the issuer and which are to a material extent relevant to the evaluation of the issuer's solvency.	354	
5 BUSINESS OVERVIEW		
5.1 <u>Principal activities:</u>		
5.1.1 A brief description of the Issuer's principal activities stating the main categories of products sold and/or services performed; and	Pages 2-3 and 22 to 31	
5.2 <u>Principal markets</u>		
5.3 The basis for any statements in the registration document made by the Issuer regarding its competitive position	Pages 10-11, 20-21, 32-37 and 216-217	
6 ORGANISATIONAL STRUCTURE		

6.1 If the issuer is part of a group, a brief description of the group and of the issuer's position within it.	Pages 355 to 361, 381 and 386-387	
7 TREND INFORMATION		
7.1 Information on any known trends	216-217	
9 ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES		
9.1 Names, business addresses and functions in the issuer of the following persons, and an indication of the principal activities performed by them outside the issuer where these are significant with respect to that issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.	(a) Pages 226 to 234 (b) Not Applicable	
9.2 <u>Administrative, Management, and Supervisory bodies conflicts of interests</u> Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 9.1 and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, make a statement to that effect.	Page 258	
10 MAJOR SHAREHOLDERS		
10.1 To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	Page 398	
11 FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
11.1 <u>Historical Financial Information</u> Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year. (a) balance sheet; (b) income statement; (c) cash flow statement; and (d) accounting policies and explanatory notes	Pages 308 to 366 Pages 311-312 Pages 308-309 Page 310 Pages 314 to 361	Pages 274 to 331 Pages 279-280 Pages 276-277 Page 278 Pages 282-327

11.3 <u>Auditing of historical annual financial information</u>	Pages 362 to 366	Pages 328 to 331
11.6 <u>Legal and arbitration proceedings</u> Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the Issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	Pages 77, 353 and 377	Pages 77 to 78
12 MATERIAL CONTRACTS		
12.1 A brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligation to security holders in respect of the securities being issued.	Not applicable	Page 201

The EMTN Previous Conditions are incorporated by reference in this Base Prospectus for the purpose only of further issues of Notes to be assimilated (*assimilées*) and form a single series with Notes already issued with the relevant EMTN Previous Conditions.

EMTN Previous Conditions	
2010 EMTN Conditions.....	Pages 38 to 64
2013 EMTN Conditions.....	Pages 54 to 82
2014 EMTN Conditions.....	Pages 51 to 81
2015 EMTN Conditions.....	Pages 57 to 88
2016 EMTN Conditions.....	Pages 62 to 94
2017 EMTN Conditions.....	Pages 63 to 92
2018 EMTN Conditions	Pages 30 to 66

Information contained in the Documents Incorporated by Reference other than information listed in the table above is for information purposes only."

DESCRIPTION OF SCHNEIDER ELECTRIC SE

The section entitled "**Description of Schneider Electric SE**" appearing on page 70 of the Base Prospectus is deleted in its entirety and replaced with the following:

"The description of the Issuer set out in the 2019 Universal Registration Document has been incorporated by reference into this Base Prospectus (see section "Documents Incorporated by Reference")."

RECENT DEVELOPMENTS

The section entitled "**Recent developments**" appearing on pages 71 to 92 of the Base Prospectus is completed by the following press release published by the Issuer on 23 March 2020:

Schneider Electric : update on Covid -19

Rueil-Malmaison (France), March 23, 2020 - Schneider Electric is closely monitoring and reacting to the unprecedented and rapidly evolving global health and economic crisis due to Covid-19 (*Novel coronavirus*).

The Group is coordinating its teams globally, regionally and locally to ensure business continuity and is fully focused on the following key elements:

- Ensuring the health & safety of all its employees worldwide and implementing measures and protocols as per government directives;
- Ensuring that customers' needs are fulfilled to the best of its abilities and leveraging its global supply chain and service organizations to ensure business continuity and flexibility;
- Continuing to focus on cash generation to further strengthen its strong financial liquidity and balance sheet;
- Implementing strict cost management measures and acceleration of previously announced efficiency plans with further cost actions under review;

At this stage and given the evolving landscape, it is too early to determine the full impacts on Group results, including possible benefits from government actions. Therefore, the 2020 guidance issued on February 20th, 2020 is no longer relevant and therefore suspended. The Group is presently working on analyzing the potential scenarios emanating from this crisis and the resultant actions and impact on Schneider Electric. The Group will share an update as the situation further develops.

Commenting on the current situation, Jean Pascal Tricoire, Chairman and CEO said: *"The World is today facing an acceleration of the crisis, and very different reactions and measures, changing by the day, in the countries where we operate. While some countries seem to be exiting the full force of the virus, others are only just entering the crisis. Schneider Electric technologies are pervasive and essential in several mission critical applications enabling Hospitals, Data Centers, Water treatment, energy supply, transportation and critical infrastructure. Our country organizations are adapting by the day and deploying plans to make sure all those continue to function and ensure that Life is On. As we jointly navigate through this crisis, our focus is on the health of our customers, employees, partners and stakeholders, and continuity of service for all the communities we serve around the world."*

About Schneider Electric: At Schneider, we believe **access to energy and digital** is a basic human right. We empower all to do more with less, ensuring **Life Is On** everywhere, for everyone, at every moment.

We provide **energy and automation digital** solutions for **efficiency and sustainability**. We combine world-leading energy technologies, real-time automation, software and services into integrated solutions for Homes, Buildings, Data Centers, Infrastructure and Industries.

We are committed to unleash the infinite possibilities of an **open, global, innovative community** that is passionate with our **Meaningful Purpose, Inclusive and Empowered values**.

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GENERAL INFORMATION

The section "**General Information**" on pages 118 to 120 of the Base Prospectus is amended as follows:

1. Paragraph (4) is deleted in its entirety and replaced with the following:
 - "4. Except as disclosed in the press release entitled "Schneider Electric: update on Covid-19" published by the Issuer on 23 March 2020 and included in the "Recent Developments" section of this Base Prospectus, there has been no significant change in the financial or trading position of the Issuer or the Group and no material adverse change in the prospects of the Issuer since 31 December 2019.

2. Paragraph (9)(ii) is deleted in its entirety and replaced by the following:
 - "(ii) the published annual report (*document d'enregistrement universel* or *document de référence*) of the Issuer for the financial years ended 31 December 2019 and 31 December 2018;"

3. Paragraph (13) is deleted in its entirety and replaced by the following:
 - "13 Mazars at Tour Exaltis, 61, rue Henri Regnault, 92075 La Défense Cedex, France, and Ernst & Young & Autres at Tour First – 1, place des Saisons, 92037 Paris La Défense Cedex, France (both entities regulated by the Haut Conseil du Commissariat aux Comptes and duly authorised as Commissaires aux Comptes) have audited and rendered unqualified audit reports on the consolidated financial statements of the Issuer for the years ended 31 December 2019 and 2018. The French auditors carry out their duties in accordance with the principles of Compagnie Nationale des Commissaires aux Comptes and are members of the CNCC professional body;"

**PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FOURTH PROSPECTUS
SUPPLEMENT**

In the name of the Issuer

Having taken all reasonable measures for this purpose, I declare that the information contained in this Fourth Prospectus Supplement is in accordance with the facts and contains no omission likely to affect its import.

Rueil-Malmaison, on 31 March 2020

Schneider Electric SE
35, rue Joseph Monier
92500 Rueil-Malmaison
France

Duly represented by:
Véronique Blanc
Senior Vice President Financing and Treasury

Duly authorised
on 31 March 2020



Autorité des marchés financiers

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the *Autorité des marchés financiers* (**AMF**), in particular Articles 212-31 to 212-33, the AMF has granted to this Fourth Prospectus Supplement the visa n° 20-102 on 31 March 2020. This Fourth Prospectus Supplement has been prepared by the Issuer and its signatories assume responsibility for it.

In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has approved the opportunity of the transaction, nor any authentication by the AMF of the accounting and financial data that is presented herein.

In accordance with Article 212-32 of the General Regulations (*Règlement Général*) of the AMF, every issue or admission of Notes under the Base Prospectus as supplemented by this Fourth Prospectus Supplement will require the publication of final terms.