

**FIFTH PROSPECTUS SUPPLEMENT DATED 8 APRIL 2020
TO THE BASE PROSPECTUS DATED 25 APRIL 2019**



**SCHNEIDER ELECTRIC SE
Euro 9,000,000,000
Euro Medium Term Note Programme
Due from seven days from the date of original issue**

This prospectus supplement (the "**Fifth 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, the third prospectus supplement dated 24 February 2020 which received visa no. 20-053 on 24 February 2020 from the AMF and the fourth prospectus supplement dated 31 March 2020 which received visa no. 20-102 on 31 March 2020 from the AMF (together, the "**Base Prospectus**") prepared in relation to the Euro 9,000,000,000 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of the Directive 2003/71/EC on the prospectus to be published when securities are admitted to trading, as amended or superseded (the "**Prospectus Directive**").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 Fifth 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 Fifth 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 increasing the aggregate nominal amount of the Programme:

Save as disclosed in this Fifth 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 Fifth Prospectus Supplement.

To the extent that there is any inconsistency between (a) any statement in this Fifth 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, in the third prospectus supplement or in the fourth prospectus supplement, the statements in (a) above will prevail.

Copies of this Fifth 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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INCREASE IN THE AGGREGATE NOMINAL AMOUNT OF THE PROGRAMME

This Supplement has been prepared in order to increase the aggregate nominal amount of the Programme from €7,500,000,000 to €9,000,000,000 (or the equivalent of this amount in any other currency). All references in the Base Prospectus to the aggregate nominal amount of the Programme shall be deemed to be modified accordingly.

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

In the name of the Issuer

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

Rueil-Malmaison, on 8 April 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 8 April 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 Fifth Prospectus Supplement the visa n° 20-130 on 8 April 2020. This Fifth 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 Fifth Prospectus Supplement will require the publication of final terms.