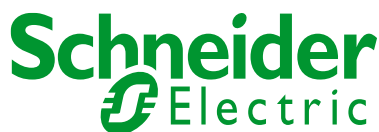


**SECOND PROSPECTUS SUPPLEMENT DATED 6 DECEMBER 2021
TO THE BASE PROSPECTUS DATED 12 MAY 2021**



SCHNEIDER ELECTRIC SE
€10,000,000,000
Euro Medium Term Note Programme

This prospectus supplement (the "**Second Prospectus Supplement**") is supplemental to, and should be read in conjunction with the Base Prospectus dated 12 May 2021 which received approval number no. 21-152 on 12 May 2021 from the *Autorité des marchés financiers* (the "**AMF**") as supplemented by a first prospectus supplement dated 29 October 2021 which received approval number no. 21-464 on 29 October 2021 from the AMF (the "**Base Prospectus**") prepared in relation to the Euro 10,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of Schneider Electric SE (the "**Issuer**"). The Base Prospectus constitutes a base prospectus for the purposes of article 8 of Regulation (EU) 2017/1129 of 14 June 2017, as amended (the "**Prospectus Regulation**").

Application has been made for approval of this Second Prospectus Supplement to the AMF in its capacity as competent authority pursuant to the Prospectus Regulation.

This Second Prospectus Supplement has been prepared pursuant to article 23 of the Prospectus Regulation, for the purposes of (i) incorporating recent events in connection with the Issuer and (ii) as a consequence, amending and supplementing the section "Recent Developments" of the Base Prospectus.

Save as disclosed in this Second Prospectus Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus which may affect the assessment of the Notes 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 Second Prospectus Supplement.

To the extent there is any inconsistency between (a) any statement in this Second Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Copies of this Second Prospectus Supplement (a) may be obtained, free of charge, from the registered office of the Issuer during normal business hours, (b) will be available for viewing on the website of the Issuer (<https://www.se.com>), (c) will be available on the website of the AMF (<https://www.amf-france.org>) and (d) will be available during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for inspection at the offices of each Paying Agent.

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RECENT DEVELOPMENTS

The following press release is included in the section entitled "Recent Developments" on page 83 of the Base Prospectus:

On 30 November 2021, the Issuer published the following press release:

"Schneider Electric unveils Strategic Roadmap and upgraded medium and longer-term Financial Targets in Capital Markets Day today

Rueil-Malmaison (France), November 30, 2021 – Schneider Electric is hosting a virtual Capital Markets Day at 2.00 pm CET today for investors and financial analysts. The event will highlight the Group's strategy and main priorities to drive sustainable and profitable growth in future years and will also unveil the financial framework supporting this strategy.

The agenda for the event, expected to last around 3.5 hours, includes the following presentations and business panel:

1. **Accelerating** – Jean-Pascal Tricoire, Chairman & CEO
2. **Digital Transformation at Scale** – Peter Weckesser, Chief Digital Officer
3. **Sustainability as a Growth Driver** – Olivier Blum, Chief Strategy & Sustainability Officer
4. **Integrated Approach for a Sustainable Future powered by Digitisation & Electrification** – Barbara Frei, EVP, Industrial Automation; Philippe Delorme – EVP Energy Management; Peter Herweck – CEO AVEVA
5. **Financial Framework for Sustainable & Scalable Growth** – Hilary Maxson, Chief Financial Officer
6. Q&A session

Registration is required to join the event and is available at <https://events.se.com/capital-markets-day-2021>

Key Financial Framework for Sustainable Growth

2022 – 2024 Targets:

- Organic revenue growth of between +5% to +8%, on average
- A yearly organic improvement of between +30 bps to +70 bps in adjusted EBITA margin
- c.€4 billion Free Cash Flow by 2024

Longer-term ambitions:

- Organic revenue growth of 5%+ on average across the economic cycle
- Opportunity to further expand adjusted EBITA margin and Free Cash Flow beyond 2024: Operational leverage and continued evolution of business mix to positively impact margins

The event will provide further details on several elements relating to Group strategy, end-market positioning, digital transformation, sustainability roadmap and evolution of recurring revenues and the Group's digital flywheel to provide a framework for consistent financial performance.

The Capital Markets Day presentations will be available at www.se.com after the event. A recording of the webcast will be made available after the conclusion of the event.

Disclaimer: All forward-looking statements are Schneider Electric management's present expectations of future events and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. For a detailed description of these factors and uncertainties, please refer to the section "Risk Factors" in our Annual Registration Document (which is available on www.se.com). Schneider Electric undertakes no obligation to publicly update or revise any of these forward-looking statements.

About Schneider Electric

About Schneider Electric: Schneider's purpose is to **empower all to make the most of our energy and resources, bridging progress and sustainability** for all. We call this **Life Is On**.

Our mission is to be your **digital partner for Sustainability and Efficiency**.

We drive digital transformation by integrating world-leading process and energy technologies, end-point to cloud connecting products, controls, software and services, across the entire lifecycle, enabling integrated company management, for homes, buildings, data centers, infrastructure and industries.

We are the **most local of global companies**. We are advocates of open standards and partnership ecosystems that are passionate about our shared **Meaningful Purpose, Inclusive and Empowered** values. "

PERSON RESPONSIBLE FOR THIS SECOND PROSPECTUS SUPPLEMENT

In the name of the Issuer

I declare that, to the best of my knowledge, the information contained in this Second Prospectus Supplement is in accordance with the facts and contains no omission likely to affect its import.

Issued in Rueil-Malmaison, on 6 December 2021.

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

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



Autorité des marchés financiers

This Second Prospectus Supplement has been approved on 6 December 2021 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Second Prospectus Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer.

This Second Prospectus Supplement has received approval number 21-517.