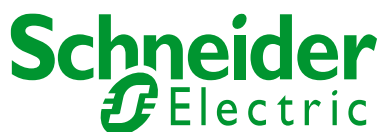


**FOURTH PROSPECTUS SUPPLEMENT DATED 6 APRIL 2022  
TO THE BASE PROSPECTUS DATED 12 MAY 2021**



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

This prospectus supplement (the "**Fourth 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 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 from the AMF, a second prospectus supplement dated 6 December 2021 which received approval number no. 21-517 from the AMF and a third prospectus supplement dated 1 March 2022 which received approval number no. 22-048 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 Fourth Prospectus Supplement to the AMF in its capacity as competent authority pursuant to the Prospectus Regulation.

This Fourth Prospectus Supplement has been prepared pursuant to article 23 of the Prospectus Regulation, for the purposes of (i) incorporating by reference the Issuer's 2021 Universal Registration Document and (ii) as a consequence, amending and supplementing the sections "Risk Factors", "Documents Incorporated by Reference", "Description of Schneider Electric SE" and "General Information" of the Base Prospectus.

Save as disclosed in this Fourth 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 Fourth Prospectus Supplement.

To the extent 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, 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 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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## **RISK FACTORS**

The sub-section "Risk Factors relating to the Issuer" of the section entitled "Risk Factors" appearing on page 14 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

"Risk factors relating to the Issuer are described on pages 254 to 264 of the 2021 Universal Registration Document (as defined and further described in the section "Documents Incorporated by Reference" in this Base Prospectus) and include the following:

- Even triggered risks;
- Trend driven risks; and
- Management practice risks."

## DOCUMENTS INCORPORATED BY REFERENCE

The section entitled "Documents Incorporated by Reference" appearing on pages 28 to 32 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

"This Base Prospectus should be read and construed in conjunction with:

- 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.22-0171 from the AMF on 29 March 2022 (the "[2021 Universal Registration Document](#)");
- 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.21-0178 from the AMF on 23 March 2021 (the "[2020 Universal Registration Document](#)");
- the terms and conditions of the notes contained in the base prospectuses of the Issuer dated, respectively, 28 April 2020 (the "[2020 EMTN Conditions](#)"), 25 April 2019 (the "[2019 EMTN Conditions](#)"), 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](#)") and, together with the 2015, 2016, 2017, 2018, 2019 and 2020 EMTN Conditions, the "**EMTN Previous Conditions**").

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 (<https://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 2021 Universal Registration Document and the 2020 Universal Registration Document are available on the website of the AMF (<https://www.amf-france.org>).

Other than in relation to the documents which are incorporated by reference, the information on the websites to which this Base Prospectus refers does not form part of this Base Prospectus and has not been scrutinised or approved by the AMF.

The English Translation of the 2021 Universal Registration Document and the 2020 Universal Registration Document are available on the website of the Issuer (<https://www.se.com/ww/en/about-us/investor-relations/regulatory-information/annual-reports.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 2021 Universal Registration Document and the 2020 Universal Registration Document may be relied upon.

For the purpose of the Prospectus Regulation, information can be found in the documents incorporated by reference in this Base Prospectus in accordance with the following cross-reference table (in which the numbering refers to the relevant items of Annex 7 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing the Prospectus Regulation, as amended (the "**Commission Delegated Regulation**").

Any information not listed in the cross-reference list below but included in the documents incorporated by reference which are mentioned in such list shall not form part of this Base Prospectus. The non-incorporated parts are either not relevant for investors or covered elsewhere in this Base Prospectus.

<b>Commission Delegated Regulation –Annex 7</b>	<b>2021 Universal Registration Document</b>	<b>2020 Universal Registration Document</b>
<b>2 STATUTORY AUDITORS</b>		
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 475	Page 431
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	Not applicable
<b>7.3 RISK FACTORS</b>		
3.1 A description of the material risks that are specific to the Issuer and that may affect the Issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed 'Risk Factors'.  In each category the most material risks, in the assessment of the Issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the Issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.	Pages 254 tot 264	
<b>4 INFORMATION ABOUT THE ISSUER</b>		
4.1 <b><u>History and development of the Issuer</u></b>		
4.1.1 The legal and commercial name of the Issuer.	Page 439	
4.1.2 The place of registration of the Issuer and its registration number and legal entity identifier ('LEI').	Page 439	
4.1.3 The date of incorporation and the length of life of the Issuer, except where indefinite.	Page 439	
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) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	Page 439	
4.1.5 Any recent events particular to the Issuer and	Pages 264, 389 and 402-	

which are to a material extent relevant to an evaluation of the issuer's solvency.	403	
<b>5 BUSINESS OVERVIEW</b>		
<b>5.1 Principal activities</b>		
5.1.1 A brief description of the Issuer's principal activities stating the main categories of products sold and/or services performed.	Pages 14 to 23	
5.1.2 The basis for any statements in the registration document made by the Issuer regarding its competitive position.	Pages 10 to 13	
<b>6 ORGANISATIONAL STRUCTURE</b>		
6.1 If the Issuer is part of a group, a brief description of the group and the Issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	Pages 390 to 396 and 428-429	
6.2 If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	Not applicable	
<b>9 ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES</b>		
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 270 to 280  (b) Not Applicable	
9.2 <b><u>Administrative, Management, and Supervisory bodies conflicts of interests</u></b>  Potential conflicts of interests between any duties to the Issuer 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, a statement to that effect must be made.	Pages 282 to 285	
<b>10 MAJOR SHAREHOLDERS</b>		
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	Pages 434-435	

describe the measures in place to ensure that such control is not abused.		
10.2 A description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer.	Not applicable	
<b>11 FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>		
<b>11.1 <u>Historical Financial Information</u></b> Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as 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 344 to 401   Pages 347-348  Pages 344-345  Page 346  Pages 350 to 396	Pages 302 to 359   Pages 305-306  Pages 302-303  Page 304  Pages 308 to 353
<b>11.2 <u>Auditing of historical annual financial information</u></b>		
11.2.1 The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.	Pages 397 to 401	Pages 354 to 358
11.2.1a Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	Not applicable	Not applicable
<b>11.3 <u>Legal and arbitration proceedings</u></b>		
11.3.1 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 259 and 389	

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.

<b>EMTN Previous Conditions</b>	
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
2019 EMTN Conditions.....	Pages 30 to 67
2020 EMTN Conditions .....	Pages 31 to 68

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 82 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

"The description of the Issuer set out in the 2021 Universal Registration Document has been incorporated by reference into this Base Prospectus (see section "Documents Incorporated by Reference")."

## GENERAL INFORMATION

Paragraphs (5) and (6) on page 119 of the Base Prospectus are hereby deleted in their entirety and replaced by the following:

- "5. Except as disclosed in the information incorporated by reference herein, there has been no significant change in the financial position or financial performance of the Issuer or the Group since 31 December 2021.
6. Except as disclosed in the information incorporated by reference herein, there has been no material adverse change in the prospects of the Issuer since 31 December 2021."

Paragraphs (11) and (12) on page 120 of the Base Prospectus are hereby deleted in their entirety and replaced by the following:

- "11. For so long as Notes may be issued pursuant to this Base Prospectus, the following documents will be available for inspection on the website of the Issuer (<https://www.se.com>) and, during usual business hours on any weekday (Saturdays and public holidays excepted), at the office of the Fiscal Agent and the Paying Agents:
- (i) the up to date constitutive documents (*statuts*) of the Issuer;
  - (ii) the 2021 Universal Registration Document and the 2020 Universal Registration Document;
  - (iii) each Final Terms for Notes that are admitted to trading on Euronext Paris or on any stock exchange or any other Regulated Market;
  - (iv) a copy of this Base Prospectus together with any Supplement to this Base Prospectus or further Base Prospectus and any document incorporated by reference; and
  - (v) all reports, letters, and other documents, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in this Base Prospectus.
12. The following documents will be available on the websites of the Issuer (<https://www.se.com>) and of the AMF (<https://www.amf-france.org>):
- (i) the Final Terms for Notes that are admitted to trading on Euronext Paris;
  - (ii) the Base Prospectus; and
  - (iii) the documents incorporated by reference in this Base Prospectus."

Paragraph (14) on page 120 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

- "14. Mazars at Tour Exaltis, 61, rue Henri Regnault, 92400 Courbevoie, 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 2020 and 2021. 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 THIS FOURTH PROSPECTUS SUPPLEMENT

### In the name of the Issuer

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

Issued in Rueil-Malmaison, on 6 April 2022.

**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 Fourth Prospectus Supplement has been approved on 6 April 2022 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Fourth 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 Fourth Prospectus Supplement has received approval number 22-084.