



AGENCY FEE LETTER

From: **Société Générale**
as Facility Agent under the Facility Agreement as defined below

To: **Schneider Electric SE**
as Company under the Facility Agreement as defined below

Attention: [REDACTED]

Date: 20 September 2022

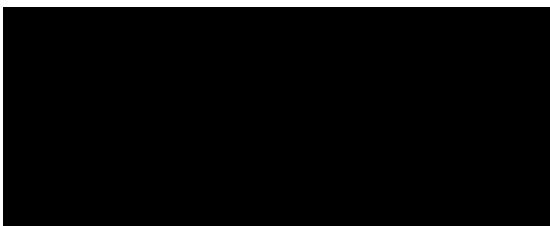
Dear Madam,

1. We refer to the facility agreement dated 20 September 2022, between Schneider Electric SE, a *société européenne* incorporated under the laws of France, having its registered office at 35 rue Joseph Monier, 92500 Rueil-Malmaison, France and registered under number 542 048 574 RCS Nanterre as Company, Citibank, N.A., London Branch and Société Générale as Mandated Lead Arrangers and Bookrunners, Société Générale as Facility Agent and the banks and financial institutions listed in part B (*the Original Banks and Commitments*) of schedule 1 (*Original Parties*) as Original Banks (the "**Facility Agreement**").
2. Terms defined in the Facility Agreement have the same meaning herein unless given a different meaning in this letter (the "**Agency Fee Letter**").
3. This is the Fee Letter in relation to the agency fee referred to in clause 23.1 (*Facility Agent's fee*) of the Facility Agreement.
4. You agree to pay to the Facility Agent (for its own account) an agency fee (the "**Agency Fee**") of EUR 30,000 per annum.
5. The Agency Fee is payable annually in advance. The first annual instalment of the Agency Fee is due on the Signing Date and payable within one (1) Business Day of the Signing Date and the further annual instalments are payable on each anniversary of the Signing Date on which any Commitment or Utilisation is outstanding.
6. The Agency Fee is in addition to and not creditable against any other fees payable to the Facility Agent (including, without limitation, any fee payable pursuant to any other agreements/fee letters or for acting in any other capacities).
7. The Agency Fee shall be debited by the Facility Agent on such account indicated by Schneider Electric SE for that purpose.

8. The Agency Fee is exclusive of any VAT or similar charge. If any VAT or similar charge is chargeable in connection with the Agency Fee, the Company shall pay that VAT or similar charge at the same time as it pays the Agency Fee.
- 8.1 All payments shall be paid without any deduction or withholding for or on account of tax (a "**Tax Deduction**") unless a Tax Deduction is required by law. If a Tax Deduction is required by law to be made, the amount of the payment due shall be increased to an amount which (after making any Tax Deduction) leaves an amount equal to the payment which would have been due if no Tax Deduction had been required.
9. The Agency Fee is non-refundable and non-creditable against any other fee payable in connection with the Facility and shall be paid in full, without set-off or counterclaim.
10. This Agency Fee Letter must not be disclosed by either party to any person or entity, except as may be required by law or to its employees, directors, auditors and legal and financial advisers who have a need to know the information and who are made aware of and agree to be bound by the confidentiality obligation in this paragraph or as may be required by the rules of any regulatory body or by the judgment of any court or before any court or as a result of any legal proceedings.
11. This Agency Fee Letter is a Finance Document.
12. This Agency Fee Letter is governed by French law. The *Tribunal de commerce de Paris* shall have exclusive jurisdiction to settle any dispute thereof.

Yours faithfully,

Signed electronically in accordance with articles 1366 and 1367 of the French Code civil on 20 September 2022.



We acknowledge and agree to the above:

