

ATTACHMENT B

CORPORATE COMPLIANCE PROGRAM

In order to address any deficiencies in their internal controls, compliance code, policies, and procedures for ensuring compliance with U.S. fraud, anti-corruption, procurement integrity, and anti-kickback laws (collectively, the “ Relevant Laws”), Schneider Electric Buildings Americas, Inc. (“SEBA”) and SEBA’s ultimate parent company, Schneider Electric SE (“Schneider”) (collectively, “the Companies”), agree to continue to conduct, in a manner consistent with all of their obligations under this Agreement, appropriate reviews of their existing internal controls, policies, and procedures.

Where necessary and appropriate, the Companies agree to adopt new, or to modify their existing compliance programs, including internal controls, compliance policies, and procedures in order to ensure that they maintain an effective system of internal accounting controls designed to ensure the making and keeping of fair and accurate books, records, and accounts, as well as policies and procedures designed to effectively detect and deter violations of the Relevant Laws. At a minimum, this should include, but not be limited to, the following elements to the extent they are not already part of the Companies’ existing internal controls, compliance code, policies, and procedures:

Commitment to Compliance

1. The Companies will ensure that their directors and senior management provide strong, explicit, and visible support and commitment to their corporate policy against violations of the Relevant Laws and their compliance codes, and demonstrate rigorous adherence by example. The Companies will also ensure that middle management, in turn, reinforce those

standards and encourage employees to abide by them. The Companies will create and foster a culture of ethics and compliance with the law in their day-to-day operations at all levels of the company.

Policies and Procedures

2. The Companies will develop and promulgate a clearly articulated and visible corporate policy against violations of the Relevant Laws, which policy shall be memorialized in a written compliance code or codes.

3. The Companies will develop and promulgate compliance policies and procedures designed to reduce the prospect of violations of the Relevant Laws and the Companies' compliance code, and the Companies will take appropriate measures to encourage and support the observance of ethics and compliance policies and procedures against violation of the Relevant Laws by personnel at all levels of the Companies. These policies and procedures shall apply to all directors, officers, and employees and, where necessary and appropriate, outside parties acting on behalf of the Companies. The Companies shall notify all employees that compliance with the policies and procedures is the duty of individuals at all levels of the company. Such policies and procedures shall address:

- a. gifts;
- b. hospitality , entertainment, and expenses;
- c. customer travel;
- d. political contributions;
- e. charitable donations and sponsorships;
- f. facilitation payments; and
- g. solicitation and extortion.

4. The Companies will ensure that they have a system of financial and accounting procedures, including a system of internal controls, reasonably designed to ensure the maintenance of fair and accurate books, records, and accounts. This system shall be designed to provide reasonable assurances that:

a. transactions are executed in accordance with management's general or specific authorization;

b. transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for assets;

c. access to assets is permitted only in accordance with management's general or specific authorization; and

d. the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

Periodic Risk-Based Review

5. The Companies will develop these compliance policies and procedures on the basis of a periodic risk assessment addressing the individual circumstances of the Companies.

6. The Companies shall review their compliance policies and procedures related to the Relevant Laws no less than annually and update them as appropriate to ensure their continued effectiveness, taking into account relevant developments in the field and evolving international and industry standards.

Proper Oversight and Independence

7. The Companies will assign responsibility to one or more senior corporate

executives of the Companies for the implementation and oversight of the Companies' compliance code, policies, and procedures relating to violations of the Relevant Laws. Such corporate official(s) shall have the authority to report directly to independent monitoring bodies, including internal audit, the Companies' Board of Directors or equivalent bodies, or any appropriate committee of the Board of Directors, and shall have an adequate level of stature and autonomy from management, as well as sufficient resources and authority to maintain such autonomy.

Training and Guidance

8. The Companies will implement mechanisms designed to ensure that their compliance code, policies, and procedures related to the violation of the Relevant Laws are effectively communicated to all directors, officers, employees, and, where necessary and appropriate, agents and business partners. These mechanisms shall include: (a) periodic training for all directors and officers, all employees in positions of leadership or trust, positions that require such training (e.g., internal audit, sales, legal, compliance, finance) and, where necessary and appropriate, agents and business partners; and (b) corresponding certifications by all such directors, officers, employees, agents, and business partners, certifying compliance with the training requirements. The Companies will conduct training in a manner tailored to the audience's size, sophistication, or subject matter expertise and, where appropriate, will discuss prior compliance incidents.

9. The Companies will maintain, or where necessary establish, an effective system for providing guidance and advice to directors, officers, employees, and, where necessary and appropriate, agents and business partners, on complying with the Companies' compliance code,

policies, and procedures, including when they need advice on an urgent basis or in any foreign jurisdiction in which the Companies operates.

Internal Reporting and Investigation

10. The Companies will maintain, or where necessary establish , an effective system for internal and, where possible, confidential reporting by, and protection of, directors, officers, employees, and, where appropriate, agents and business partners concerning violations of the Relevant Laws or the Companies' compliance code, policies, and procedures.

11. The Companies will maintain, or where necessary establish, an effective and reliable process with sufficient resources for responding to, investigating, and documenting allegations of violations of the Relevant Laws or the Companies' compliance code, policies, and procedures. The Companies will handle the investigations of such complaints in an effective manner, including routing the complaints to proper personnel, conducting timely and thorough investigations, and following up with appropriate discipline where necessary.

Enforcement and Discipline

12. The Companies will implement mechanisms designed to effectively enforce their compliance code, policies, and procedures, including appropriately incentivizing compliance and disciplining violations.

13. The Companies will institute appropriate disciplinary procedures to address, among other things, violations of the Relevant Laws and the Companies' compliance code, policies, and procedures by the Companies' directors, officers, and employees. Such procedures should be applied consistently, fairly and in a manner commensurate with the violation, regardless of the position held by, or perceived importance of, the director, officer, or employee. The Companies shall implement procedures to ensure that where misconduct is discovered,

reasonable steps are taken to remedy the harm resulting from such misconduct, and to ensure that appropriate steps are taken to prevent further similar misconduct, including assessing the internal controls, compliance code, policies, and procedures and making modifications necessary to ensure the overall compliance program is effective.

Third-Party Relationships

14. The Companies will institute appropriate risk-based due diligence and compliance requirements pertaining to the retention and oversight of all agents and business partners, including:

a. properly documented due diligence pertaining to the hiring and appropriate and regular oversight of agents and business partners;

b. informing agents and business partners of the Companies' commitment to abiding by the Relevant laws, and of the Companies' compliance code, policies, and procedures; and

c. seeking a reciprocal commitment from agents and business partners. The Companies will understand and record the business rationale for using a third party in a transaction, and will conduct adequate due diligence with respect to the risks posed by a third-party partner. The Companies will ensure that contract terms with third parties specifically describe the services to be performed, that the third party is actually performing the described work, and that their compensation is commensurate with the work being provided in that industry and geographical region. The Companies will engage in ongoing monitoring of third-party relationships through updated due diligence, training, audits, and/or annual compliance certifications by the third party.

15. Where necessary and appropriate, the Companies will include standard provisions

in agreements, contracts, and renewals thereof with all agents and business partners that are reasonably calculated to prevent violations of the Relevant laws , which may, depending upon the circumstances , include: (a) representations and undertakings relating to compliance with the Relevant Laws; (b) rights to conduct audits of the books, records, and accounts of the agent or business partner to ensure compliance with the foregoing; and (c) rights to terminate an agent or business partner as a result of any breach of the Relevant Laws, the Companies' compliance code, policies , or procedures, or the representations and undertakings related to such matters.

Mergers and Acquisitions

16. The Companies will develop and implement policies and procedures for mergers and acquisitions requiring that the Companies conduct appropriate risk-based due diligence on potential new business entities, including appropriate due diligence by legal, accounting, and compliance personnel.

17. The Companies will ensure that the Companies' compliance code, policies, and procedures regarding the Relevant Laws apply as quickly as is practicable to newly acquired businesses or entities merged with the Companies and will promptly train the directors, officers, employees, agents, and business partners consistent with Paragraph 8 above on the Relevant Laws and the Companies' compliance code, policies, and procedures regarding the Relevant Laws.

Monitoring, Testing, and Remediation

18. In order to ensure that their compliance program does not become stale, the Companies will conduct periodic reviews and testing of their compliance codes, policies, and procedures designed to evaluate and improve their effectiveness in preventing and detecting

violations of the Relevant Laws and the Companies' codes, policies, and procedures, taking into account relevant developments in the field and evolving international and industry standards.

The Companies will ensure that compliance and control personnel have sufficient direct or indirect access to relevant sources of data to allow for timely and effective monitoring and/or testing of transactions. Based on such review and testing and their analysis of any prior misconduct, the Companies will conduct a thoughtful root cause analysis and timely and appropriately remediate to address the root causes.