**PURPOSE:**
To define the minimum signature approval required prior to the commitment or expenditure of resources and assumption of obligations both in the present and into the future on behalf of Schneider Electric and its entities in Canada, Costa Rica, Mexico, and the U.S.

**SCOPE:**
All employees of Schneider Electric and its entities in Canada, Costa Rica, Mexico, and the U.S. (hereafter, "the Company").

**DISCLAIMER:**
Nothing in this policy is intended to create an employment contract and does not in any way alter the at-will status of U.S. employees. The Company reserves the right to change this policy at any time, with or without warning to employees, and for any reason.

**DEFINITIONS:**
None

**PROCEDURE/POLICY:**
1. It is the policy of Schneider Electric and its entities in Canada, Costa Rica, Mexico, and the U.S. (hereafter, "the Company"), to allow only those personnel who have been identified as a designated financial signatory to hold signature approval authority to commit resources on behalf of the Company, when legally required, under the terms and conditions of the power of attorney that the Company will grant to that effect. By their signature, the signatory is certifying that the Company has granted them the authority to do so. The signatory is also certifying that they have reviewed the transaction and all related documentation and that it conforms to Company Policy and goals as well as all applicable laws. By their
signature the signatory is also certifying that the transaction is necessary, financially prudent and justified. In no circumstance shall a signatory both initiate and approve the same transaction nor approve payments of any kind to themselves.

2. Certain authorities defined by this policy maybe temporarily delegated by the holder of that authority. The delegation must meet the following criteria:

- Delegations shall be to individuals no more than one reporting level below the original holder of the authority.
- Delegations must be given in written form via e-mail authorization originating from the original holder of the authority. The e-mail should identify delegate(s) by name as well as stating the authority delegated to them. Both employees, the delegate and the employee that is making delegation must retain a copy of the e-mail that grants them permission to approve the transaction. When legally required, a power of attorney will be granted.
- Delegates have been advised and must clearly understand that the authority that has been delegated to them is a privilege and not a right. They must clearly understand that by their signature, they are certifying that the transaction conforms to company policy as well as all applicable laws.
- Temporary delegations may be granted to a Designated Financial Signatory for a period not to exceed one-year. A Designated Financial Signatory is someone who is given signature authority that would normally exceed the authority granted to them by their title alone and must be approved by the Chief Financial Officer.
3. It is the responsibility of all employees of the Company to comply with the contents of this policy. Any violation of this policy may result in disciplinary actions up to and including termination and criminal prosecution.

The attached Approval Matrix indicates both level and amount (where appropriate) of signature approval for each type of action. For signature authority, all references are in U.S. dollars, and the required signatures are the minimum level of required signature. Additional approvals above and beyond what is required per this policy are discouraged in the interest of expediting our approval process and reducing bureaucracy. Also, the CC: reference within the policy denotes a mandatory required carbon copy to the appropriate authority. A signature approval is not required by the CC: authority.

We operate in a constantly evolving business environment and therefore it will be necessary for the Approval Matrix to be updated at least on a semi-annual basis. This will be the responsibility of the Finance organization. Please see the most up-to-date Approval Matrix on the HR Homepage, under HR policies.

The Signature Authorization Policy is not intended to be a process flow that prescribes steps necessary to process a particular transaction or activity. The applicable policies and procedures of the company should be referenced for such information.

RESPONSIBILITY/ APPROVAL:

See the Approval Matrix for appropriate person(s).
<table>
<thead>
<tr>
<th>SUBJECT:</th>
<th>Signature Authorization Policy</th>
<th>POLICY #:</th>
<th>A-100E</th>
</tr>
</thead>
<tbody>
<tr>
<td>ISSUE DATE:</td>
<td>February 15, 2010</td>
<td>SUPERSEDES:</td>
<td>All Previous Policies</td>
</tr>
<tr>
<td>POLICY OWNER</td>
<td>Human Resources Finance Legal</td>
<td>REVIEW DATE</td>
<td></td>
</tr>
</tbody>
</table>

**ATTACHMENTS:**

A. Approval Matrix - Power & Industry
   a. US and Canada
   b. Mexico
   c. Costa Rica

**EXCEPTIONS:**

- Canadian Exceptions to Signature Authorization are available in the links below:
  - Business Case & Project/Program Spending (see page 56)
  - Credit Approval Limits
- Buildings and ITBU see current entity specific matrix