

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM767875

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Viconics Technologies Inc.		12/31/2021	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	Schneider Electric Canada Inc.		
Street Address:	5985 McLaughlin Road		
City:	Mississauga, ON		
State/Country:	CANADA		
Postal Code:	L5R 1B8		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4141442	VICONICS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	617-459-1997		
Email:	nicole.linehan@se.com		
Correspondent Name:	Nicole L. Linehan		
Address Line 1:	800 Federal Street		
Address Line 2:	Legal Department (2C-PR013)		
Address Line 4:	Andover, MASSACHUSETTS 01810		
DOMESTIC REPRESENTATIVE			
Name:	Nicole L. Linehan		
Address Line 1:	800 Federal Street		
Address Line 2:	Legal Department (2C-PR013)		
Address Line 4:	Andover, MASSACHUSETTS 01810		
NAME OF SUBMITTER:	Nicole Linehan		
SIGNATURE:	/nll/		
DATE SIGNED:	11/15/2022		

CH \$40.00 4141442

Total Attachments: 17

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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

Schneider Electric Canada Inc.

Corporate name / Dénomination sociale

1358242-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Isabelle Foley

Deputy Director / Directeur adjoint

2021-12-31

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation
Schneider Electric Canada Inc.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)
Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue
See Schedule

4 - Restrictions, if any, on share transfers
See Schedule

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)
Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on
NONE

7 - Other provisions, if any
See Schedule

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input type="radio"/> 183 - Long form: approved by special resolution of shareholders	<input type="radio"/> 184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration
I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Schneider Electric Canada Inc.	454499 - 4	
VICONICS TECHNOLOGIES INC.	842778 - 0	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

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ARTICLES OF AMALGAMATION
SCHNEIDER ELECTRIC CANADA INC.

3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

1. An unlimited number of Common shares;
2. An unlimited number of Preference shares;
3. An unlimited number of Class A Preferred shares; and
4. An unlimited number of Class B Preferred shares;

The Preference shares, the Class A Preferred shares and the Class B Preferred shares shall have the rights, privileges, restrictions and conditions as set forth.

Preference Shares:

The rights, privileges, restrictions and conditions attaching to the Preference shares are as follows:

A. Non-Cumulative, 10% Dividend

The holders of Preference shares shall be entitled to receive and the Corporation shall pay thereon, if and when declared by the board of directors of the Corporation, out of the assets of the Corporation properly applicable to the payment of dividends, in Preference and priority to any payment of dividends on the Common Shares, a preferential, non-cumulative dividend computed at a rate of ten percent (10%) per annum on the amount paid up per share. If within 3 months after the end of any fiscal year of the Corporation, the board of directors has not declared a dividend for such fiscal year, then the rights of the holder of such Preference shares to such dividend for such year shall be terminated. The holders of Preference shares shall not be entitled to any dividend other than or in excess of the non-cumulative dividends as declared by the directors from time to time.

B. Ranking

The Preference shares shall rank, both as regards dividends and return of capital, in priority to the Common shares and all other shares of the Corporation ranking junior to the Preference shares; but junior to the Class A Preferred shares and the Class B Preferred shares and shall not confer any further right to participate in the profits or assets of the Corporation.

C. Redemption

Subject to the provisions of the Canada Business Corporations Act, as amended from time to time, the Corporation may redeem, upon giving notice as hereinafter provided, the whole or any part of the Preference shares on payment for each share to be redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid (the "Redemption Amount"). The Corporation shall at least thirty (30) days before the date specified for redemption send to each person who at the date of sending is a registered holder of Preference shares to be redeemed a notice in writing of the intention of

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

the Corporation to redeem such Preference shares. Such notice may be mailed to each such shareholder at his address as it appears on the records of the Corporation, or, alternatively, such notice may be delivered personally to such shareholder, provided, however that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of the redemption. Such notice shall set forth the Redemption Amount, the date and the place of redemption. One or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the holders of the Preference shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Preference shares called for redemption. From and after the date specified for redemption in any such notice the holders of the Preference shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Preference shares in respect thereof unless payment of the Redemption Amount is not made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders of the said Preference shares shall remain unaffected.

D. Retraction

A holder of Preference shares may, upon giving notice as hereinafter provided, require the Corporation at any time or times to redeem all or any part of the Preference shares held by such holder and the Corporation shall pay to such holder an amount equal to the Redemption Amount for each such share which the holder required to be redeemed. In the event that a registered holder of Preference shares desires to require the redemption of all or any part of the Preference shares held by such holder, such registered holder shall mail by prepaid mail addressed to the Corporation at its registered office notice in writing of an intention to require redemption, which notice shall also specify therein the number of Preference shares to be so redeemed. On the date thirty (30) days next following the receipt of such notice by the Corporation (herein called the "Retraction Date"), the Corporation shall pay or cause to be paid to the order of the registered holder of such Preference shares the Redemption Amount on presentation and surrender at the registered office of the Corporation of the certificates representing the Preference shares specified in the notice. If a part only of the Preference shares represented by any certificate shall be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation. From and after the Retraction Date, the holder of the Preference shares to be redeemed shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights as shareholder in respect thereof, unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holder thereof shall remain unaffected.

E. Dissolution

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Preference shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the Common shares, an amount equal to the amount paid up thereon and any -dividends declared thereon and unpaid and no more.

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

F. Votes

The holders of the Preference shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation but shall not be entitled to vote at any such meeting.

G. Stated Capital

The stated capital of each Preference share shall be C\$41.25, herein referred to as the amount paid up.

Class A Preferred Shares

1. Definition of Class A Redemption Amount

For purposes of these articles, the term "Class A Redemption Amount" shall mean the aggregate fair market value of any consideration received by the Corporation for the issuance of a Class A Preferred share on its issue date as may be determined by the directors. If at any particular time (referred to herein as the "Adjustment Time") the fair market value of such consideration should be determined, whether (i) by tribunal or court of competent jurisdiction (after appeal rights have been exhausted or all time periods for appeal from the decision of such tribunal or court has expired without appeals having been taken), or (ii) by agreement with the Canada Revenue Agency, to be different from the fair market value as determined by the directors, the fair market value of the consideration shall be adjusted by being increased or decreased so as to equal the fair market value so determined. For greater certainty, the fair market value so adjusted shall be effective as of the time the Class A Preferred shares were issued and the Class A Redemption Amount in respect of each of the Class A Preferred shares originally issued shall be adjusted accordingly. Where dividends have been paid in respect of the Class A Preferred shares or where any Class A Preferred shares have been redeemed by the Corporation prior to the Adjustment Time, payments shall be made by either the Corporation or the holder or former holder of such shares as provided in Sections 2 and 3, below, to give full effect to such adjustment.

2. Adjustment in respect of Dividends Paid prior to the Adjustment Time

If the Corporation has paid dividends on the Class A Preferred shares prior to the Adjustment Time, the Corporation shall calculate a dividend adjustment (referred to herein as the "Dividend Adjustment") in respect of each dividend paid on each Class A Preferred share equal to the amount by which such dividend paid on such Class A Preferred share was greater or less than the amount of the dividend that would have been paid had such dividend been calculated and paid on the basis of the Class A Redemption Amount as adjusted by Section 1, above, and the Corporation or the holder of such share, as the case may be, shall make such payments as follows:

(A) If the Class A Redemption Amount has been increased as a result of the adjustment made pursuant to Section 1, above, then: (i) where the holder of the Class A Preferred share at the Adjustment Time was the holder of record of such share at the time a dividend was originally paid, the amount of such Dividend Adjustment, plus an additional amount representing further dividends in respect of the Dividend Adjustment amount, compounded annually from and including the date such dividend was

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

originally paid but excluding the date of declaration referred to below in this Section 2(A)(i) and based upon the percentage dividend rate used in the original calculation of the particular dividend, shall be declared and paid by the Corporation as a dividend to such holder of the Class A Preferred share, and (ii) where the holder of record of the Class A Preferred share at the time a dividend was paid in respect of the Class A Preferred share was not the holder of such share at the Adjustment Date, the amount of such Dividend Adjustment shall be paid by the Corporation to the holder of record of such Class A Preferred share at the time such dividend was originally paid.

(B) If the Class A Redemption Amount has been decreased as a result of the adjustment made pursuant to Section 1, above, then the Dividend Adjustment with respect to any particular Class A Preferred share shall be come a debt owing to the Corporation by the holder of record of such share at the time each such dividend was declared. Each such holder shall then forthwith pay to the Corporation the amount of such debt owed to the Corporation by such shareholder.

3. Adjustment in respect of Redemptions made prior to the Adjustment Time If the Corporation has redeemed a Class A Preferred share prior to the Adjustment Time and the Class A Redemption Amount of such share has been increased as a result of an adjustment made pursuant to Section 1, above, the Corporation shall pay to the holder of such share at the time of redemption an amount equal to the increase in the Class A Redemption Amount of such Class A Preferred share pursuant to Section 1, above. If the Corporation has redeemed a Class A Preferred share prior to the Adjustment Time and the Class A Redemption Amount of such share has been reduced as a result of an adjustment made pursuant to Section 1, above, the holder of such share at the time of the redemption shall pay to the Corporation an amount equal to the reduction in the Class A Redemption Amount of such Class A Preferred Share pursuant to Section 1, above.

4. Other Adjustments

If and to the extent that the Corporation makes any repayment or distribution of capital in respect of the Class A Preferred shares by way of a reduction of capital (otherwise than on a purchase or redemption or on a Liquidation Distribution), the Class A Redemption Amount, determined in accordance with the provisions hereof, shall be thereafter reduced by the amount of such repayment or distribution of capital.

5. Voting Rights

Except as provided by applicable law and except as herein specifically provided, the holders of Class A Preferred shares shall not be entitled as such to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting, except that the holders of Class A Preferred shares shall be entitled to notice of any meeting of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange or all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation.

6. Dividends

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

(a) The holders of Class A Preferred shares shall be entitled to receive in respect of each year, if, as and when declared by the directors, a non-cumulative preferential dividend at a rate per such not exceeding 6% of the Class A Redemption Amount as may be determined by the directors from time to time.

(b) No dividends shall be declared or paid at any particular time on the common shares or any other shares of the Corporation ranking junior to the Class A Preferred shares from time to time with respect to the payment of dividends, unless all dividends which have been declared at that particular time and which remain unpaid on the Class A Preferred shares then issued and outstanding have been paid or provided for at the date of such declaration or payment.

(c) If within 15 days after the expiration of any year the directors shall not have declared a dividend on the Class A Preferred shares in respect of such year, the rights of the holders of Class A Preferred shares to a dividend for such year shall be forever extinguished.

(d) The rights of holders of Class A Preferred shares to dividends in any particular year shall be limited to the non-cumulative, preferential dividends specified in this section 6.

7. Liquidation Distribution

In the event of a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs (a "Liquidation Distribution"), holders of Class A Preferred shares shall be entitled to payment of an amount in respect of each Class A Preferred share equal to the Class A Redemption Amount, plus any declared but unpaid non-cumulative dividends payable thereon at the date of the Liquidation Distribution (such amount referred to in this Section 7 as the "Distribution Amount"), in priority to the Class B Preferred shares, the Preferred Shares, the common shares and any other shares ranking junior to the Class A Preferred shares from time to time with respect to payment on a Liquidation Distribution. The Class A Preferred shares shall not confer a right to any further participation in the property of the Corporation on a Liquidation Distribution. The holders of Class A Preferred shares shall in no event be entitled to receive more than the Distribution Amount or less than the lesser of the Distribution Amount and the net realizable assets of the Corporation, net of liability, including any potential income tax liabilities that would be incurred by the Corporation were such assets realized in cash.

8. Redemption by the Corporation

(a) Subject to applicable law, the Corporation may, upon giving notice or upon the waiver of such notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class A Preferred shares on payment or deposit (in accordance with Section 8(d), below) of an amount equal to the Class A Redemption Amount, plus any declared but unpaid non-cumulative dividends payable thereon at the date specified for redemption (such amount herein referred to in this Section 8 as the "Payment Amount" and such date referred to in this Section 8 as the "Redemption

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

Date"), for each Class A Preferred share to be redeemed. Upon a redemption of a Class A Preferred share, the holder of such share shall, in no event, be entitled to receive more than the Payment Amount in respect of such share and the net realizable assets of the Corporation, net of liabilities, including any potential income tax liabilities that would be incurred by the Corporation were such assets realized in cash. If part only of the Class A Preferred shares are to be redeemed, the directors may select the Class A Preferred shares to be redeemed (a) by lot, (b) on a pro rata basis, or (c) in such other manner as the directors may in their discretion select. If part only of the Class A Preferred shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(b) In the case of a redemption of Class A Preferred shares, the Corporation shall give notice in writing of the intention of the Corporation to redeem such shares (unless notice is waived in any manner by the holder of the Class A Preferred shares called for redemption) at least 21 days before the Redemption Date to each person who at the date of mailing is a holder of Class A Preferred shares to be redeemed, provided that accidental failure to give such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Payment Amount per Class A Preferred share, the Redemption Date, the name of the chartered bank or trust company at which the Payment Amount may be deposited (if the Payment Amount may be deposited pursuant to Section 8(d), below) and, if part only of the Class A Preferred shares held by the person to whom it is addressed is to be redeemed, the number thereof to be redeemed.

(c) Subject to applicable law, the Corporation shall pay to the holder of the Class A Preferred shares to be redeemed the Payment Amount of each such share on or after the Redemption Date, provided that such holder has presented and surrendered to the Corporation the certificates representing the Class A Preferred shares so called for redemption. Payment for the Class A Preferred shares to be redeemed by the Corporation shall be made by cheque payable at par in Canadian funds at any branch of the Corporation's bankers. Such cheques shall be sent in accordance with the Act to holders of such Class A Preferred shares and redemption shall be deemed to have taken place upon such sending.

(d) The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A Preferred shares to deposit the Payment Amount for each Class A Preferred share so called for redemption, or of such of those shares represented by certificates which have not at the date of such deposit been presented and surrendered by the holders thereof in connection with such redemption, to a special account in any chartered bank or in any trust company in Canada named in such notice, to be paid without interest to . or to the order of the respective holders of such Class A Preferred shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing same. The Class A Preferred share in respect whereof this deposit has been made shall be deemed to be redeemed on the late of the date of such deposit and the Redemption Date and the Corporation shall adjust its securities register to show that such Class A Preferred shares have been redeemed and the rights of the holders thereof shall be limited to receiving, without interest, the Payment Amount per Class A Preferred Share so deposited. For greater certainty, any interest allowed on such deposit shall belong to the Corporation.

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

(e) From and after the Redemption Date, the holders of any such Class A Preferred shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class A Preferred shares in respect thereof unless payment or deposit of the Payment Amount per Class A Preferred share shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class A Preferred shares shall remain unaffected.

9. Redemption at the Option of the Holder

(a) Subject to applicable law, a holder of Class A Preferred shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any part of the Class A Preferred shares held by such holder by depositing with the Corporation: (i) an irrevocable request in writing specifying that such holder desires to have the whole or any part of the Class A Preferred shares held by such holder redeemed by the Corporation together with the day on which the holder desires to have the Corporation redeem such shares, and (ii) the share certificate(s) representing the Class A Preferred shares which the holder desires to have the Corporation redeem. If part only of the Class A Preferred shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(b) On the date specified in the request in Section 9(a)(i) above, or such earlier date as specified by the Corporation, (in either case referred to in this Section 9 as the "Retraction Date") the Corporation, if permitted by the Act, shall redeem the number of Class A Preferred shares to be redeemed by paying the holder of such Class A Preferred shares such an amount per share equal to the Class A Redemption Amount, plus any declared but unpaid noncumulative dividends payable thereon at the Retraction Date, provided that all requirements set out under this Section 9 have been complied with. If on the Retraction Date the Corporation would be prevented by the Act from redeeming all of the Class A Preferred Shares requested by the holder thereof to be redeemed, the Corporation shall redeem, disregarding fractions, that number of Class A Preferred shares that it is permitted by the Act to redeem and the Corporation shall redeem the balance of the outstanding Class A Preferred Shares requested by such holder to be redeemed at the earliest time or times as the redemption is permitted by the Act.

(c) From and after the Retraction Date, the holders of any such Class A Preferred shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class A Preferred shares in respect thereof unless payment of the amount equal to the Class A Redemption Amount, plus any declared but unpaid non-cumulative dividends payable thereon at the Retraction Date, per Class A Preferred share shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class A Preferred Shares shall remain unaffected.

Class B Preferred Shares

1. Definition of Class B Redemption Amount

For purposes of these articles, the term "Class B Redemption Amount" shall mean the aggregate fair market value of any consideration received by the Corporation for the issuance of a Class B Preferred

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

share on its issue date as may be determined by the directors.

If at any particular time (referred to herein as the "Adjustment Time") the fair market value of such consideration should be determined, whether (i) by tribunal or court of competent jurisdiction (after appeal rights have been exhausted or all time periods for appeal from the decision of such tribunal or court has expired without appeals having been taken), or (ii) by agreement with the Canada Revenue Agency, to be different from the fair market value as determined by the directors, the fair market value of the consideration shall be adjusted by being increased or decreased so as to equal the fair market value so determined. For greater certainty, the fair market value so adjusted shall be effective as of the time the Class B Preferred shares were issued and the Class B Redemption Amount in respect of each of the Class B Preferred shares originally issued shall be adjusted accordingly. Where dividends have been paid in respect of the Class B Preferred shares or where any Class B Preferred shares have been redeemed by the Corporation prior to the Adjustment Time, payments shall be made by either the Corporation or the holder or former holder of such shares as provided in Sections 2 and 3, below, to give full effect to such adjustment.

2. Adjustment in respect of Dividends Paid prior to the Adjustment Time If the Corporation has paid dividends on the Class B Preferred shares prior to the Adjustment Time, the Corporation shall calculate a dividend adjustment (referred to herein as the "Dividend Adjustment") in respect of each dividend paid on each Class B Preferred share equal to the amount by which such dividend paid on such Class B Preferred share was greater or less than the amount of the dividend that would have been paid had such dividend been calculated and paid on the basis of the Class B Redemption Amount as adjusted by Section 1, above, and the Corporation or the holder of such share, as the case may be, shall make such payments as follows:

(A) If the Class B Redemption Amount has been increased as a result of the adjustment made pursuant to Section 1, above, then: (i) where the holder of the Class B Preferred share at the Adjustment Time was the holder of record of such share at the time a dividend was originally paid, the amount of such Dividend Adjustment, plus an additional amount representing further dividends in respect of the Dividend Adjustment amount, compounded annually from and including the date such dividend was originally paid but excluding the date of declaration referred to below in this Section 2(A)(i) and based upon the percentage dividend rate used in the original calculation of the particular dividend, shall be declared and paid by the Corporation as a dividend to such holder of the Class B Preferred share, and (ii) where the holder of record of the Class B Preferred share at the time a dividend was paid in respect of the Class B Preferred share was not the holder of such share at the Adjustment Date, the amount of such Dividend Adjustment shall be paid by the Corporation to the holder of record of such Class B Preferred share at the time such dividend was originally paid.

(B) If the Class B Redemption Amount has been decreased as a result of the adjustment made pursuant to Section 1, above, then the Dividend Adjustment with respect to any particular Class B Preferred share shall become a debt owing to the Corporation by the holder of record of such share at the time each such dividend was declared. Each such holder shall then forthwith pay to the Corporation the amount of such debt owed to the Corporation by such shareholder.

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

3. Adjustment in respect of Redemptions made prior to the Adjustment Time If the Corporation has redeemed a Class B Preferred share prior to the Adjustment Time and the Class B Redemption Amount of such share has been increased as a result of an adjustment made pursuant to Section 1, above, the Corporation shall pay to the holder of such share at the time of redemption an amount equal to the increase in the Class B Redemption Amount of such Class B Preferred share pursuant to Section 1, above. If the Corporation has redeemed a Class B Preferred share prior to the Adjustment Time and the Class B Redemption Amount of such share has been reduced as a result of an adjustment made pursuant to Section 1, above, the holder of such share at the time of the redemption shall pay to the Corporation an amount equal to the reduction in the Class B Redemption Amount of such Class B Preferred Share pursuant to Section 1, above.

4. Other Adjustments

If and to the extent that the Corporation makes any repayment or distribution of capital in respect of the Class B Preferred shares by way of a reduction of capital (otherwise than on a purchase or redemption or on a Liquidation Distribution), the Class B Redemption Amount, determined in accordance with the provisions hereof, shall be thereafter reduced by the amount of such repayment or distribution of capital.

5. Voting Rights

Except as provided by applicable law and except as herein specifically provided, the holders of Class B Preferred shares shall not be entitled as such to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting, except that the holders of Class B Preferred shares shall be entitled to notice of any meeting of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange or all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation.

6. Dividends

(a) The holders of Class B Preferred shares shall be entitled to receive in respect of each year, if, as and when declared by the directors, a non-cumulative preferential dividend at a rate per such not exceeding 6% of the Class B Redemption Amount as may be determined by the directors from time to time.

(b) No dividends shall be declared or paid at any particular time on the common shares or any other shares of the Corporation ranking junior to the Class B Preferred shares from time to time with respect to the payment of dividends, unless all dividends which have been declared at that particular time and which remain unpaid on the Class B Preferred shares then issued and outstanding have been paid or provided for at the date of such declaration or payment.

(c) If within 15 days after the expiration of any year the directors shall not have declared a dividend on the Class B Preferred shares in respect of such year, the rights of the holders of Class B Preferred shares to a dividend for such year shall be forever extinguished.

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

(d) The rights of holders of Class B Preferred shares to dividends in any particular year shall be limited to the non-cumulative, preferential dividends specified in this section 6.

7. Liquidation Distribution

In the event of a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs (a "Liquidation Distribution"), holders of Class B Preferred shares shall be entitled to payment of an amount in respect of each Class B Preferred share equal to the Class B Redemption Amount, plus any declared but unpaid non-cumulative dividends payable thereon at the date of the Liquidation Distribution (such amount referred to in this Section 7 as the "Distribution Amount"), in priority to the Preferred Shares and the common shares and any other shares ranking junior to the Class B Preferred shares from time to time with respect to payment on a Liquidation Distribution. The Class B Preferred shares shall not confer a right to any further participation in the property of the Corporation on a Liquidation Distribution. The holders of Class B Preferred shares shall in no event be entitled to receive more than the Distribution Amount or less than the lesser of the Distribution Amount and the net realizable assets of the Corporation, net of liability, including any potential income tax liabilities that would be incurred by the Corporation were such assets realized in cash.

8. Redemption by the Corporation

(a) Subject to applicable law, the Corporation may, upon giving notice or upon the waiver of such notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Class B Preferred shares on payment or deposit (in accordance with Section 8(d), below) of an amount equal to the Class B Redemption Amount, plus any declared but unpaid non-cumulative dividends payable thereon at the date specified for redemption (such amount herein referred to in this Section 8 as the "Payment Amount" and such date referred to in this Section 8 as the "Redemption Date"), for each Class B Preferred share to be redeemed. Upon a redemption of a Class B Preferred share, the holder of such share shall, in no event, be entitled to receive more than the Payment Amount in respect of such share and the net realizable assets of the Corporation, net of liabilities, including any potential income tax liabilities that would be incurred by the Corporation were such assets realized in cash.

If part only of the Class B Preferred shares are to be redeemed, the directors may select the Class B Preferred shares to be redeemed (a) by lot, (b) on a pro rata basis, or (c) in such other manner as the directors may in their discretion select. If part only of the Class B Preferred shares represented by any certificate are redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(b) In the case of a redemption of Class B Preferred shares, the Corporation shall give notice in writing of the intention of the Corporation to redeem such shares (unless notice is waived in any manner by the

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3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

holder of the Class B Preferred shares called for redemption) at least 21 days before the Redemption Date to each person who at the date of mailing is a holder of Class B Preferred shares to be redeemed, provided that accidental failure to give such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the Payment Amount per Class B Preferred share, the Redemption Date, the name of the chartered bank or trust company at which the Payment Amount may be deposited (if the Payment Amount may be deposited pursuant to Section 8(d), below) and, if part only of the Class B Preferred shares held by the person to whom it is addressed is to be redeemed, the number thereof to be redeemed.

(c) Subject to applicable law, the Corporation shall pay to the holder of the Class B Preferred shares to be redeemed the Payment Amount of each such share on or after the Redemption Date, provided that such holder has presented and surrendered to the Corporation the certificates representing the Class B Preferred shares so called for redemption. Payment for the Class B Preferred shares to be redeemed by the Corporation shall be made by cheque payable at par in Canadian funds at any branch of the Corporation's bankers. Such cheques shall be sent in accordance with the Act to holders of such Class B Preferred shares and redemption shall be deemed to have taken place upon such sending.

(d) The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class B Preferred shares to deposit the Payment Amount for each Class B Preferred share so called for redemption, or of such of those shares represented by certificates which have not at the date of such deposit been presented and surrendered by the holders thereof in connection with such redemption, to a special account in any chartered bank or in any trust company in Canada named in such notice, to be paid without interest to or to the order of the respective holders of such Class B Preferred shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing same. The Class B Preferred share in respect whereof this deposit has been made shall be deemed to be redeemed on the late of the date of such deposit and the Redemption Date and the Corporation shall adjust its securities register to show that such Class B Preferred shares have been redeemed and the rights of the holders thereof shall be limited to receiving, without interest, the Payment Amount per Class B Preferred Share so deposited. For greater certainty, any interest allowed on such deposit shall belong to the Corporation.

(e) From and after the Redemption Date, the holders of any such Class B Preferred shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class B Preferred shares in respect thereof unless payment or deposit of the Payment Amount per Class B Preferred share shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class B Preferred shares shall remain unaffected.

9. Redemption at the Option of the Holder

(a) Subject to applicable law, a holder of Class B Preferred shares shall be entitled to require the Corporation to redeem at any time or from time to time all or any part of the Class B Preferred shares held by such holder by depositing with the Corporation: (i) an irrevocable request in writing specifying that such holder desires to have the whole or any part of the Class B Preferred shares held by such

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SCHNEIDER ELECTRIC CANADA INC.

3 - The classes and any maximum number of shares that the corporation is authorized to issue (continued)

holder redeemed by the Corporation together with the day on which the holder desires to have the Corporation redeem such shares, and (ii) the share certificate(s) representing the Class B Preferred shares which the holder desires to have the Corporation redeem.

If part only of the Class B Preferred shares represented by any certificate are to be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation.

(b) On the date specified in the request in Section 9(a)(i) above, or such earlier date as specified by the Corporation, (in either case referred to in this Section 9 as the "Retraction Date") the Corporation, if permitted by the Act, shall redeem the number of Class B Preferred shares to be redeemed by paying the holder of such Class B Preferred shares such an amount per share equal to the Class B Redemption Amount, plus any declared but unpaid noncumulative dividends payable thereon at the Retraction Date, provided that all requirements set out under this Section 9 have been complied with. If on the Retraction Date the Corporation would be prevented by the Act from redeeming all of the Class B Preferred Shares requested by the holder thereof to be redeemed, the Corporation shall redeem, disregarding fractions, that number of Class B Preferred shares that it is permitted by the Act to redeem and the Corporation shall redeem the balance of the outstanding Class B Preferred Shares requested by such holder to be redeemed at the earliest time or times as the redemption is permitted by the Act.

(c) From and after the Retraction Date, the holders of any such Class B Preferred shares to be redeemed shall not be entitled to exercise any of the rights of the holders of Class B Preferred shares in respect thereof unless payment of the amount equal to the Class B Redemption Amount, plus any declared but unpaid non-cumulative dividends payable thereon at the Retraction Date, per Class B Preferred share shall not be made in accordance with the foregoing provisions, in which event the rights of the holders of such Class B Preferred Shares shall remain unaffected.

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A. No share in the capital stock of the Corporation shall be allotted, issued or transferred, without the express sanction of the Board of Directors of the Corporation to be signified by a resolution duly passed at a meeting of the Board of Directors or by an instrument or instruments in writing signed by the majority of the directors of the Corporation.

4 - Restrictions, if any, on share transfers (continued)

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ARTICLES OF AMALGAMATION
SCHNEIDER ELECTRIC CANADA INC.

7 - Other provisions, if any (continued)

1. The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. Without limiting in any manner the powers of the directors under the Canada Business Corporations Act, as now enacted or hereafter amended, repealed and re-enacted or replaced, the directors of the Corporation may, without authorization of the shareholders, authorize the Corporation by authentic deed, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, to hypothecate, mortgage or pledge any property, movable or immovable, present or future, which it may own in Quebec.



Form 2
**Initial Registered Office Address
and First Board of Directors**
*Canada Business Corporations Act
(CBCA) (s. 19 and 106)*

Formulaire 2
**Siège social initial et premier
conseil d'administration**
*Loi canadienne sur les sociétés par
actions (LCSA) (art. 19 et 106)*

1 Corporate name
Dénomination sociale
Schneider Electric Canada Inc.

2 Address of registered office
Adresse du siège social
**5985 McLaughlin Road
Mississauga ON L5R 1B8**

3 Additional address
Autre adresse

4 Members of the board of directors
Membres du conseil d'administration

		Resident Canadian Résident Canadien
Christopher James Studer	546 Beresford Avenue, Toronto ON M6S 3C3, Canada	No / Non
Annette Clayton	7109 Malibu Cove, Austin TX 78730, United States	No / Non
Adrian David Thomas	39 Avenue Drayton, Pointe-Claire QC H9S 4V1, Canada	Yes / Oui

5 Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form.
Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.

Original signed by / Original signé par
Mary Kibble

Mary Kibble
401-787-3111

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.