

Empresa Distribuidora de Electricidad del Norte S.A. (EDENORTE)

Avda. Juan Pablo Duarte No. 74
Santiago, DR

March 11, 2022

Re: CONFIDENTIAL Aclara AMI (Smart Metering) Edenorte.

To Whom It May Concern:

Trilliant Networks (Canada) Inc. and its affiliates ("Trilliant") is a provider of communication networks used for Smart Metering, Smart Grid and Smart City applications that are premised on open standards and interoperability.

Trilliant Networks (Canada) Inc. was granted an exclusive license for the sales and distribution of RPMA®¹ technology and related products to utilities on private networks. Under the license, Trilliant has certain rights to sub-license the RPMA technology and sell RPMA related products to end users on private networks.

Trilliant has granted permission for Aclara Technologies LLC ("Aclara"), to resell their Aclara i210 metering equipment that integrates Trilliant's RPMA enabled communications modules for the exclusive purpose of Edenorte's existing deployment of Aclara metering equipment. Trilliant Networks (Canada) Inc. retains the exclusive right to sell RPMA support and services for private network deployments to utilities.

Aclara has provided written assurance that the sale of Trilliant's communications module and metering equipment shall be transacted directly between Aclara and Edenorte and that any and all payments for the communications modules and metering equipment shall be direct between Aclara and Edenorte, shall not be subject to any liens or otherwise encumbered by payments to any third party. A copy of that assurance from Aclara is attached to this letter..

Please do not hesitate to contact me if you require any further assistance in relation to this subject

Yours sincerely,

A handwritten signature in black ink, appearing to read "Nick Matchett".

Nick Matchett
Managing Director - Americas
Trilliant

¹ All trademarks are the property of their owners.

July 7, 2021

Aclara Technologies L.L.C.

Re: Sales to Edenorte

Dear Sirs

As you are aware, pursuant to my letter dated May 26, 2020 (the "Letter"), which has been appended to this communication, between Trilliant Networks (Canada) Inc. ("TNCI", "we" or "us") and Empresa Distribuidora de Electricidad del Norte S.A. ("EDENORTE" or "Customer") that Aclara Technologies L.L.C. ("Aclara" or "you"), requested we provide. In that letter we provide permission for you to resell RPMA equipment and software to certain customers in the Dominican Republic.

It is our understanding that you have and / or intend to sell, and supply certain i210 metering equipment that is integrated with Trilliant's RPMA¹ enabled communications modules to Empresa Distribuidora de Electricidad del Norte S.A. or "Edenorte" in support of their deployment of smart meters (the "Edenorte transactions").

In order to ensure that Trilliant may continue to exercise our rights to market, sell and distribute RPMA¹ products in the Dominican Republic without interruption; and to reduce the likelihood of any reputational harm to Trilliant and its affiliates, we hereby request that Aclara acknowledge and agree by its signature below that:

- (1) Aclara will not make payments of any kind, including without limitation, commissions or fees to a third-party in connection with the Edenorte transactions; and
- (2) Any sales of products or services contemplated by the Edernorte transactions shall be conducted solely between Aclara and Edenorte.

Without prejudice to any rights under existing at law or in equity, Aclara further agrees to fully indemnify Trilliant against any and all third party claims that arise as a direct result of the Edernorte transactions.

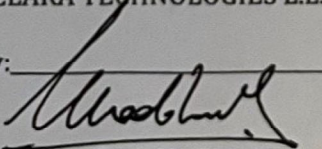
Regards,

Nick Matchett
Managing Director - Americas
Trilliant

Enc.

ACKNOWLEDGED AND AGREED

ACLARA TECHNOLOGIES L.L.C

By: 

Name: Rodolfo Tirado
Title: VP Latin America

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