



EDFR US Signing Authority

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Agenda

Where Are The Rules That Govern Signing Authority?

Purpose of Signing Authority Policy

Exceptions to General Policy

Scope of Policy

Agreements Which **Are Not** Part of An Approved Dossier

Agreements Which **Are** Part of An Approved Dossier

What the Policy Does Not Do

- On September 21, 2010, the EDFR Board of Directors approved certain resolutions effectively establishing a “signing authority policy” for EDFR, its subsidiaries and affiliates it manages
- This also covers all the entities EDFR controls and manages
- A formal “[policy](#)” that embodies that “signing authority policy” is available on ECRM.



Where Are The
Rules That Govern
Signing Authority?

- To ensure EDFR officers, employees and authorized representatives signing contracts that contain legally and/or obligations that are financially binding on EDFR are doing so commensurate with the requirements and spirit of EDFR's Commitment and Spending Limits Policy "[Spending Policy](#)".

Purpose of Signing Authority policy



Exceptions to General Policy

The Signing Authority Policy **does not apply** to:

- Site Acquisition Agreements (i.e. leases, easements, waivers, rights-of-way, set-back forms, and other site acquisition documents) which are governed by the [EDFR Site Acquisition Policy](#), or
- Non-Disclosure or Confidentiality Agreements, which must be executed by an EDFR Vice President or other individual above the Vice President level.

Scope of Policy

- The Policy covers essentially any contract or agreement (other than Site Acquisition Agreements and NDAs) that contains a liability for EDFR.
- This includes any agreement or contract, including purchase and sale agreements (for assets, services, energy, commodities, entities or otherwise), construction agreements, financing and loan agreements, guarantees, service and consulting agreements, administration agreements, entity organizational documents, operations and maintenance agreements, development agreements, agreements with governmental entities, settlement agreements, agreement for direct or indirect current or future financial obligations, and other contracts and letter agreements, irrespective of the name, title or form of the agreement or contract, and whether signed manually or in electronic form.
- If you are sending a letter and it does not include a financial payment or liability for EDFR, anyone can sign it.

For any agreements or contracts which **have not** been approved through the “dossier” approval process, but have been reviewed and approved by EDFR’s Legal Department as required by the [Company’s Contract Review Policy](#), those agreements or contracts must be signed:

- by an individual with the spending authority set forth in the Spending Policy; or
- any person one tier below the applicable person identified in the Spending Policy, provided that such applicable person has delegated his or her authority under the Spending Policy to such other person in writing (which can be an email).

A photograph of two women, one with glasses and one without, looking at a document together. The image is overlaid with an orange tint.

Agreements
Which **Are Not**
Part of An
Approved Dossier

Agreements Which **Are** Part of An Approved Dossier

For any agreements or contracts which **have** been approved through the “dossier” approval process, and have been reviewed and approved by EDFR’s Legal Department as required by the Company’s Contract Review Policy, those agreements or contracts must be signed:

- **by any of the corporate officers of EDFR**, which currently consist of the following individuals (and their successors):
 - Tristan Grimbert -President and CEO
 - Luis Silva-EVP and CFO
 - Ryan Pfaff – EVP Grid-Scale Power
 - Robert Miller- EVP- Legal, General Counsel and Corporate Secretary
 - Joshua Pearson- Assistant Secretary
 - Martin Crotty – EVP Asset Optimization
 - Raphael Declercq - EVP Distributed Solutions & Strategy **or**
 - **any individual with a title of VP or higher.**

For every EDFR employee other than EDFR corporate officers or individuals with a title of VP or higher, those employees can still only sign agreements or contracts within the spending authority set forth in the Spending Policy.



What this Policy does not do

- Address every possible scenario that can arise for signing a contract or agreement- sometimes Legal will make a decision based upon the spirit of the Policy, and if we are unsure, we run it up the management chain and, if necessary, Tristan will ask Bruno Bensasson for confirmation
- Address requirements 3rd parties may have for signing contracts or agreements (for example, a 3rd party, like a lender or tax equity provider, may require a specified “Authorized Representative” who is designated in corporate resolutions to sign something, and 3rd party consents may be required before an EDFR employee can sign)
- Address or limit signing authority across EDFR business units, although we generally encourage people with contracts or agreements within their functional responsibilities to coordinate signatures from individuals within their business units