



nVent Thermal Canada Ltd.  
11004-174 Street  
Edmonton, AB, T5S 2P3, Canada  
Tel +1.780 455 8111

[nVent.com](http://nVent.com)

November 5, 2021

**Private and Confidential**

Via Email

David Southwell  
13-52147 Range Road 231  
Sherwood Park, AB T8B 1A4

**Re: Issues to be Resolved in anticipation of Employment with nVent Thermal Canada Ltd. (NTC) (“nVent”)**

Dear David:

As you know, we have been discussing the prospect of you joining nVent in the position of Senior Technology Manager – Electronics. During the course of these discussions, we have become aware of your ownership of, and your position of CEO with, Proxillogica Corporation (“Proxillogica”). You have also indicated that Proxillogica is a start-up entity which, we understand, has one or more relationships with LEAN Systems Limited Partnership and LEAN Systems GP, Inc. (collectively “LEAN” herein) along with other investors.

Given the general information you have provided to nVent in this regard, as a pre-condition to you joining nVent, we require that you obtain independent legal advice and provide nVent with the confirmations and assurances suitable to nVent set out below by way of a confirming letter from your legal counsel:

1. Confirmation that you have provided notice to Proxillogica (to the extent necessary) and to LEAN, of your desire to leave your employment with Proxillogica and to commence employment with nVent in the immediate future and that, to the best of your information, you have no duties or obligations, express or implied, to Proxillogica or LEAN that could form any basis to support a legal claim against you or nVent;
2. Confirmation that, as owner and CEO of Proxillogica, you are aware of, understand, and have specifically reviewed with your legal counsel your contemplated termination and subsequent employment by nVent, and



- a. the terms of your employment with Proxilogica, as well as any and all restrictive covenants and other related representations you have made to Proxilogica;
  - b. any obligations that you have to Proxilogica, either oral or in writing, including without limitation any shareholder agreements or implied duties as a shareholder;
  - c. any obligations that you and/or Proxilogica have to LEAN, either oral or in writing, including without limitation any representations or statements contained in any prospectus or investment disclosure;
  - d. the nature of the legal relationship between Proxilogica and LEAN and between Proxilogica and any other entities in which Proxilogica owns an equity or beneficial interest;
3. Confirmation that after your review and consultation with counsel as described above, you are not aware of any basis to support a legal claim against you or nVent;
  4. Without limiting the generality of the provisions set out in this letter, confirmation that you will not approach, or in any way solicit, any employee of Proxilogica to leave their employment with Proxilogica to join nVent either directly or through an nVent job posting and hiring process;
  5. Confirmation that you are not bringing with you, and will not rely on, and have not been requested by nVent, or any employee of nVent, to bring with you or rely on, any confidential information belonging to Proxilogica or LEAN, or any other property belonging to Proxilogica or LEAN, or to which either claims an ownership interest, including without limitation, any intellectual property, trade secrets, inventions, and/or research and development materials or knowledge;
  6. Confirmation as to when the existing/ongoing work being performed by Proxilogica will be completed and the number of hours per week that you are required to commit to Proxilogica in relation to the completion of such work and, further, confirmation of your intentions with regard to the ongoing operation of and/or wind up of Proxilogica and if the latter, when such wind up will take place;
  7. Confirmation that, should you leave your employment with and/or wind up of operations of Proxilogica, your decision to do so is voluntary and without inducement by nVent or any of its employees.



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We would ask that you provide the above confirmations and assurances directly from your counsel to the undersigned at your earliest convenience so that we can take the necessary steps to move the process forward.

Yours very truly,

A handwritten signature in blue ink that reads "Brad Faulconer".

Brad Faulconer  
President  
nVent Thermal Management

*cc. Human Resources*