

Sales/Distribution Agreement
Licensed Dealer

SCHMIDT Technology GmbH, Feldberstrasse 1, 78112 St. Georgen/Gemany
(represented by Rolf Bürssner)

and

Airlitec Sarl; 88, rue Jean Jaures; 80470 Dreuil Les Amiens (France)
(represented by Regis Houllier)

hereinafter referred to as „Licensed Dealer“ hereby agree, with effect from **01.11.2009** until **31.12.2013**, a cooperation in sales/distribution of the following **SCHMIDT**[®] product lines and systems:

- SCHMIDT[®] Flow Sensors

This agreement applies to the following areas/countries:

France

The sales prices of SCHMIDT Technology to the Licensed Dealer are determined by the current **Licensed Dealer Price List** on which the Licensed Dealer obtains a resale discount which is fixed in the current version of **discount regulation (example is given see Annex 1)**. Price list and discount regulation will be re-established from time to time by SCHMIDT Technology with minimum 3 months prior notice. The Licensed Dealer is allowed to stipulate its own prices, and will inform SCHMIDT Technology accordingly.

The Licensed Dealer is neither recommended to reduce the prices mentioned in the price list, nor to supply to other areas outside those referred to in this agreement.

During the term of this contract Schmidt Technology shall not appoint other Dealers/Agents in the contract area and not sell its products in the contract area any otherwise than through the Licenced Dealer.

Under exceptional circumstances SCHMIDT Technology may supply after prior information with the Licenced Dealer directly to a customer in the contract area. In such case financial compensation must be agreed in written form by both parties for each customer before any proceeding.

The Licensed Dealer warrants not to include other insertion type thermal mass flowmeters for gases from competitors in its sales/distribution program except after prior consultation with SCHMIDT Technology.

SCHMIDT Technology will provide the Licensed Dealer with all essential documentary material and will, if necessary, carry out training at the manufacturer's site or in

Annex 1
Discount Regulation

for Licensed Dealer

Airlitec Sari; 88, rue Jean Jaures; 80470 Dreuil Les Amiens (France)

This discount regulation is valid for the following price lists:

Pricelist – SCHMIDT[®] Flow Sensors and Accessories
RH – Repairs and Spare Parts

Price List	Basis Discount
Pricelist Flow Sensors Standard Products	30%
Pricelist Flow Sensors Discount Group A	15%
RH Repairs, Spare Parts	10%

The total discount results from the above basis discount figures plus the quantity discount mentioned in the actual quantity discount list.

Terms of delivery:

Ex works St. Georgen

Terms of payment:

30 days net

This discount regulation is valid for orders dated from 01. October 2009. All previous discount regulations are becoming invalid from this date on.

St. Georgen/Germany, 10.09.2009

SCHMIDT Technology GmbH

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Rolf Bürssner
Division Manager Marketing and Sales