

Amendment of Term .

In witness whereof , the company and BuyCo have caused this amendment to retainer agreement to be executed as of the date first written above .Capitalized terms used herein but not defined herein shall have the meanings given to them in the retainer agreement .
whereas , the BuyCo and the company entered into a retainer agreement dated as of January 7 , 2018 (the *retainer agreement*) ; and whereas , the board of directors and the executive committee of the company have approved certain changes to the retainer agreement ;
whereas , BuyCo and the company desire to amend the retainer agreement to reflect such changes ; now , therefore , in consideration of the mutual covenants and agreements contained herein , and for other good and valuable consideration , the receipt and sufficiency of which are hereby acknowledged , and intending to be legally bound , the company and BuyCo hereby agree as follows : .

The retainer agreement is hereby ratified and confirmed .effective October 30 , 2019, the term of the retainer agreement is extended to January 7 , 2022 .

Effective January 1 , 2020 , the vesting of the first tranche and second tranche of the stock award (33,333 shares) is postponed from January 7 , 2020 to January 7 , 2021 .

Effective October 30 , 2018 , the vesting of the first tranche of the stock award (36,666 shares) is postponed from January 7 , 2019 to January 7 , 2020 .

The annual cash retainer is reduced from \$ 300,000 to \$ 280,000 effective October 30 , 2018 , and the annual cash retainer is further reduced from \$ 280,000 to \$ 220,000 effective