

AMENDMENT 3 To Distributorship Agreement
Foreign and Domestic Government Agencies (FDGA)

This Amendment 3 to the Agreement dated July 17, 2017 is entered into as of the last date signed and between AMETEK Inc., Power & Data Systems, a division of AMETEK, Inc. ("AMETEK"), a Delaware Corporation with its principal office at 343 Godshall Drive, Harleysville, PA 19438 and AAR Supply Chain, Inc., ("Distributor"), an Illinois Corporation with its principal office at 1100 N. Wood Dale Road, Wood Dale, Illinois 601091.

Whereas, AMETEK and Distributor entered into a Distributor Agreement, dated July 17, 2017, for FDGA, as amended by Amendment 2 on January 14, 2021 (the "Agreement"), and;

Whereas, there is no Amendment 1 to the Agreement, and;

Whereas, AMETEK and Distributor wish to further amend the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Terms used herein but not defined shall have their meanings as set forth in the Agreement.
2. Section 2.7 of the Agreement, Forecast, is hereby deleted and shall be replaced with the following:


2.7 Forecast.

 - a. For calendar years 2018, 2019, 2020, 2021, and 2022, the Purchase Commitments are \$6,000,000, \$6,300,000, \$6,700,000, \$8,100,000, and \$7,800,000, respectively.
 - b. For calendar years 2023-2027, the Purchase Forecast shall be agreed by the Parties during an annual Purchase Forecast planning meeting.
 - d. Purchase Commitments are to be negotiated before July 15 of the preceding year.
 - e. The following year's Purchase Commitment will be lowered by 10% ("Reduction") if the Distributor's annual sales are less than or equal to the previous year's annual sales ("Annual Sales Loss"). This Reduction cannot be applied in two consecutive years. If the Distributor's annual sales exceed the respective Purchase Commitment by more than 15%, the parties will meet to determine and higher annual commitment in the following year.
3. Section 7 of the Agreement, Term and Termination, is hereby amended to extend the Initial Term of the Agreement until December 31, 2027.


4. Except as expressly amended above, all other terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have signed this Amendment by their duly authorized Distributors as of the day and year last written below.

AMETEK, Inc.
Power & Data Systems

BY: 
NAME: Derek Lim
TITLE: VP & Business Unit Manager
DATE: 6/7/2022

AAR Supply Chain, Inc.

BY: 
NAME: Eric Young
TITLE: Vice President
DATE: 6/3/2022