

**AMENDMENT NO 1 TO EXCLUSIVE WORLDWIDE DISTRIBUTION AGREEMENT
ONTIC ENGINEERING AND MANUFACTURING UK LIMITED AND AAR SUPPLY CHAIN, INC.**

This Amendment No. 1 to the Exclusive Worldwide Distribution Agreement (this "Amendment No. 1") is made and entered into as of February 26, 2024 by and between Ontic Engineering and Manufacturing UK Limited, incorporated and registered in England with company number 06707516 whose registered office is at Cleeve Business Park, Bishops Cleeve, Cheltenham, Gloucestershire, United Kingdom, GL52 8TW (hereinafter "Supplier"), and AAR Supply Chain, Inc. an Illinois corporation with offices at 1100 N. Wood Dale Drive, Wood Dale, IL 60191 ("Distributor"). Supplier and Distributor are each sometimes referred to herein individually as "Party" or collectively as the "Parties".

Whereas, Supplier and Distributor entered into an initial Exclusive Worldwide Distribution Agreement (the "Former Agreement") dated September 21, 2018;

Whereas, Supplier and Distributor entered into a new Exclusive Worldwide Distribution Agreement (the "Agreement") last signed November 30, 2022 (the "Distribution Agreement"), which replaced the Former Agreement;

Whereas, Supplier and Distributor mutually agree to release Supplier from all repurchase obligations, if any, under the Agreement or Former Agreement for the Products identified in Exhibit A hereto;

Whereas, all capitalized terms not otherwise defined herein shall have their respective meaning set forth in the Distribution Agreement;

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements herein contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Supplier is released from all buy back or repurchase obligations, if any, under the Agreement, the Former Agreement, or any side letter executed in connection with either agreement for the Products, currently in Distributor's inventory, which are identified in Exhibit A hereto.
2. Except for those Products identified in Exhibit A, Supplier's obligations under Section 4.4 of the Agreement shall remain unchanged.
3. All terms and conditions of the Agreement not otherwise amended herein shall remain in full force and effect.


IN WITNESS WHEREOF, the Parties have caused this Amendment to be duly executed by their respective officers thereunto duly authorized.

ONTIC ENGINEERING AND MANUFACTURING
UK LIMITED

BY: 

Name: TOM EVANS
Title: CONTRACTS MANAGER
Date: 26th February 2024

AAR SUPPLY CHAIN, INC.

BY: 

Name: Frank Landrio
Title: Vice President
Date: 2/26/24

EXHIBIT A
RELEASED PRODUCTS

See attachment (Excel file):



Exhibit A - Released
Products.xlsx