

AMENDMENT 2
To Military Distributorship Agreement

This Amendment 2 (the "Amendment") to the Agreement dated July 17, 2018 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 Military Distributor Agreement dated July 17, 2018, as amended on October 15, 2019 (the "Agreement"), and;

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

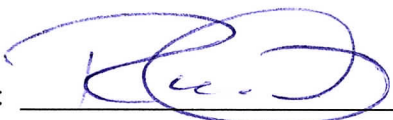
NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows

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 amended by deleting subsections a., b. and c. thereof and replacing them with the following:
 - "a. For calendar years 2018, 2019, and 2020 the Purchase Commitments are \$6,000,000, \$6,300,000, and \$6,700,000 respectively.
 - b. For calendar year 2021, AAR's total Purchase Commitment between commercial and military is \$ 9,700,000. It is agreed between the Parties the commercial target is \$1,600,000 and the military target is \$8,100,000, with flexibility between the two to meet the overall AAR Purchase Commitment.
 - c. For Calendar year 2022, the Parties agree the total Purchase Commitment between military and commercial shall be at least 5% higher than 2021 as further adjusted to account for 2022 price changes."
3. Section 7 of the Agreement, Term and Termination, is hereby amended to extend the Term of the Agreement until December 31, 2022.
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


AAR Supply Chain, Inc.

By: 

Printed Name: ROB HEALEY

Title: VP Sales & Marketing

Date: Jan. 14, 2021

By: 

Printed Name: Eric Young

Title: Vice President

Date: 12/30/20