

Consulting Agreement – Amendment 1

Overview

Under the existing Consulting Agreement, dated 20 April 2019, AviaGlobal Group, LLC provides business development, sales assistance and representation to R.A. Miller Industries, Inc. (RAMI) for the purpose of creating and enhancing exposure to European-based customers of interest. As a result of the AviaGlobal Group European network, AviaGlobal Group has introduced RAMI to an acquisition candidate, Becker Électronique SARL. This Amendment 1 covers this additional support provided to RAMI during the Becker Électronique SARL acquisition process.

AviaGlobal Group is working to represent the interests of RAMI with principals of Becker and is confident that, should RAMI successfully consummate this acquisition, the interests of the business development activity in Europe will be enhanced. AviaGlobal Group has provided background information, established channels of communication and is prepared to serve RAMI interests in full coordination with RAMI direction.

AviaGlobal Group is further confident that, excepting unforeseen circumstances, a RAMI acquisition of the assets and operations of Becker Électronique SARL can be executed to the satisfaction of Becker and RAMI alike.

Proposed Amendment

AviaGlobal Group proposes the following arrangement for the incremental support activity related the Becker Électronique SARL acquisition additional activity:

- AviaGlobal Group is designated as the authorized representative of RAMI in this context.
- The Parties agree to include the additional focused acquisition assistance activity within the financial framework of the existing Consulting Agreement, dated 20 April 2019.
- The Parties understand that the incremental activities associated with the pursuit of the Becker Électronique SARL acquisition will impact the schedule agreed for the activities of the Consulting Agreement dated 20 April 2019. The Parties agree to revisit that schedule in a subsequent Amendment 2 to that Agreement.
- The Parties agree that upon completion of the acquisition of Becker Électronique SARL by RAMI, RAMI will pay a Finder's Fee to AviaGlobal Group in the amount of 1.0% of the first \$2M, plus 0.75% of the next \$2M, plus 0.5% of any additional sum of the agreed total gross acquisition amount paid to Becker Avionics SA for acquisition of Becker Électronique SARL.
- AviaGlobal Group will offer to assign Forrest Colliver to act as interim/transitional General Manager of the acquired facility for a mutually agreeable duration and compensation, to be defined in a separate Amendment to the Consulting Agreement.

Activities To-Date on behalf of RAMI

1. Under our Consulting Agreement, AGG has made initial contacts with potential clients during meetings at EBACE and the Paris Air Show, particularly with Airbus and Thales (Commercial Aerospace). We have secured an invitation to schedule follow-ups with Airbus and Thales after the summer vacation period, likely during the month of September 2019. The Thales Commercial Aerospace visit would likely include Bordeaux and Toulouse, while the Airbus visit would likely include Toulouse.
2. AGG has also secured an invitation to visit Airbus Helicopters (Donauwörth and/or Marignane) around the same time frame.
3. AGG has prioritized European activity to-date for RAMI on the potential acquisition of Becker Électronique SARL, which opportunity AGG presented to RAMI in April at Aero Friedrichshafen.
4. On behalf of RAMI, AGG has organized and accompanied RAMI staff for visits at Becker Germany and Becker France, met with Becker principals at EBACE and the Paris Air Show (Jochen Venrath, Roland Becker), and coordinated the supply of financial and technical information from Becker to RAMI over the past two months.
5. Following a successful visit to Becker in late June, RAMI has informed AGG that they are interested in preparing and presenting an offer to the Becker Swiss holding company for acquisition of the French subsidiary. Accordingly, Forrest Colliver has informed Becker formally of this interest.

Proposed Next Steps concerning Becker Électronique SARL

As part of the commitment by AGG to helping RAMI successfully acquire Becker Électronique SARL, AGG proposes the following timeline to support and offer and negotiation:

- Weeks 30 - 31 (22 July - 2 August): RAMI initial preparation of offer scope and content. Opportunity for direct discussions with Venrath/Bolli to refine offer, where Forrest Colliver could participate in person at Rheinmünster as needed, with RAMI present or on video conference as desired.
- August 2019: RAMI preparation of formal offer based on initial discussions with Becker during July 2019.
- September 2019: Presentation of formal offer and negotiation with Becker Avionics SA Principals

Compensation

AviaGlobal Group will undertake the support of RAMI during the Becker Électronique SARL acquisition process deriving incremental compensation solely from the Finder's Fee. However,

AviaGlobal Group will be entitled to reimbursement for actual expenses, as per the existing Consulting Agreement, dated 20 April 2019.

Scope and Duration

AviaGlobal Group expects that the acquisition process will terminate no later than the end of October 2019, either with a successful acquisition, or with a decision not to proceed. This Amendment 1 to the Consulting Agreement covers work performed up to that date. If additional support is required for the acquisition of Becker Électronique SARL after that date, this additional work would be the subject of a further amendment.

Client: R.A. Miller Industries, Inc.

_____ Signed
_____ Name
_____ Position
_____ Date

Consultant: AviaGlobal Group LLC

_____ Signed
_____ Name
_____ Position
_____ Date