AviaGlobal Group, LLC (AGG) is confident our unique knowledge, physical presence and network of aerospace contacts can provide valuable business development and market insight to further enhance RAMI presence in the European marketplace. AGG is prepared to …

AGG proposes three areas of assistance to RAMI. AGG expects that these pursuits as parallel activities and are incorporated in an overall retainer relationship. AGG proposes a retainer of $20,000 per month (exclusive of direct expenses) to cover the following activities:

1. **Business development on behalf of RAMI**

AGG proposes providing business development services to RAMI with the primary aim of increasing RAMI’s business and overall commercial presence in the general European economic area. Specifically, we will focus chase and capture efforts on OEMs, MROs and end-users, as well as providing, as needed, insight and support to RAMI for their more general business efforts. Also, we can be tasked by RAMI to work special projects, where RAMI believes AGG can add value to the efforts.

Importantly, given AGGs European presence in France, and in this time of restricted USA-based travel and reduced budgets, we can efficiently travel throughout the region to represent RAMI interests.

The immediate priority is to launch business development efforts in Europe, as soon as possible. Some examples of proposed AGG/ RAMI efforts include:

* 1. Tier 1 Aerospace - Thales, BAe, Airbus, Leonardo, etc. - Civil & Military
     1. Helicopter and fixed wing advocacy for RAMI
     2. New program and resourcing of products with RAMI products
  2. Focus on other potential customers in Europe
     1. Pilatus & other 2nd + tier fixed wing aircraft OEMs
     2. Kopter & other 2nd + tier rotorcraft OEMs
     3. Axnes & Other Avionics OEMs
     4. TQ, Becker & other 2nd + tier avionics OEMs

We assume that RAMI will continue to manage their dealer/ distributor network, which we have considered outside the scope of AGG services offered in this proposal. However, we will be pleased to enter into engagement discussions with RAMI, if RAMI considers AGG can help in this area.

1. **Pursuit of Becker France**

AGG has provided continued financial, business and meeting support to RAMI in pursuit of the Becker France (BEF) acquisition opportunity. Continuing and expanding this activity, AGG proposes to continue with detailed, in situ, support of RAMI’s BEF acquisition pursuit with the following example activities:

* 1. Provide insight, intelligence, guidance as needed to help clarify, better understand and recommend the best approach for executing a formal purchase offer, plan to the current BEF ownership
  2. Provide on-site meeting and representation at Becker Germany, BEF or other locations as needed.
  3. Active and continuous dialogue and engagement with BEF ownership, on behalf of RAMI, regarding future opportunities to acquire BEF in the event multiple offer iterations are required.

1. **Development of European commercial presence – “RAMI Swiss Strategy”**

AGG understands and is able to support RAMI’s need to establish a commercial presence to support current and potential in-region manufacturing and commercial offset requirements. As a parallel activity to the pursuit of BEF, AGG proposes supporting RAMI in this activity

* 1. Generally, assist and advise RAMI regarding potential acquisition partnering, or other type of European manufacturing presence, whether BEF or another entity
  2. Research and provide potential targets, methodologies for establishing European area presence
  3. As needed, regional on-site visits for, evaluations and reports to RAMI regarding potential facilities
  4. Organize meetings, provide on-site representation on behalf of RAMI before, during and after regarding the establishing of a RAMI presence in Europe
  5. Assist RAMI in securing, coordinating legal and financial representation as needed

Terms:

1. Rate for services: $20,000 per month for items listed above and including representation and assistance of RAMI business interests to augment RAMI personnel in Europe, Middle East and additional regions as mutually agreed to.
2. Engagement is for a 12-month term, renewable
3. For convenience, 90 days.
4. Payment terms are Net 10, invoiced the first business day of each month for the previous month’s services, payment via ACH preferred
5. Pre-authorized expenses outside of the retainer to be paid IAW AGG 2020 Rate Sheet, Net 10
6. Blah blah blah Weekly, reports, monthly reports, ad-hoc telecons …