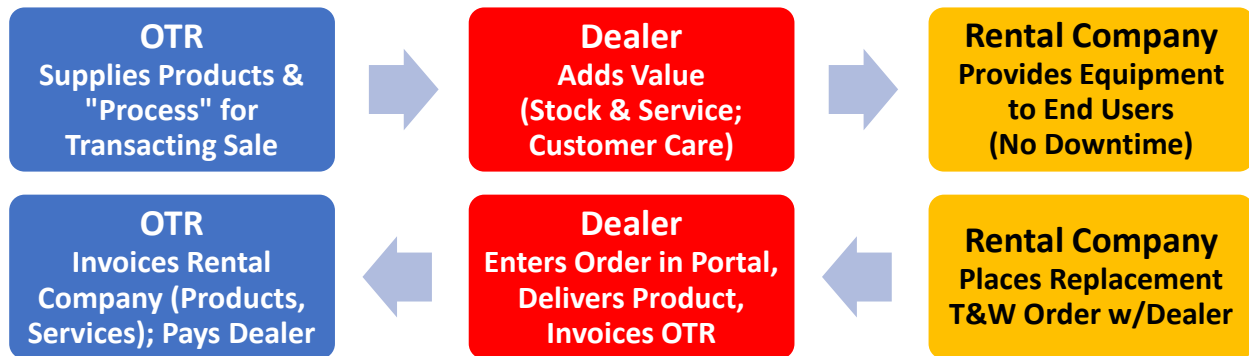




2021/2022 PARTNER PORTAL PROGRAM OVERVIEW & TERMS

1.0 Introduction & Scope

OTR Wheel Engineering, Inc. (OTR) has introduced a **Partner Portal Program (PPP)** for eligible rental companies and tire dealers with whom we enjoy a partnership in order to improve access to OTR's OEM-approved tire and wheel assemblies, notably foam-filled for telehandlers and AWP, with service support. OTR's portal will provide the mechanism by which rental companies and/or dealers can secure products and value-added services on a real-time basis. Tire dealers, aka "service providers", will provide the geographic footprint and wherewithal to distribute products on our behalf with essential services included. This program, based on best-practices, leverages historical to provide a closed-loop system for growing sales in target markets that benefits all parties—*rental companies, dealers and OTR*—as reflected below:



Advantages associated with this program are as follows:

- 1) **OTR's products and services are OEM-approved**, with compatible fitments for popular vehicles. *There is NO risk of compatibility issues between tires, wheels and machines that could jeopardize end user safety and productivity.* Resins and tire filling operations are also OEM-approved, ensuring a quality solution.
- 2) **Dealer stocks popular tires and wheels for customer's fleets**, providing suitable replacements on a real-time basis, retrieving used wheels that can be returned to OTR for recycling, with or without refurbishment.
- 3) **Rental customer ensures maximum productivity and utilization for end users with no risk of downtime**, positioning itself as a solutions provider.

2.0 Pricing

OTR has established retail pricing for loose tires and wheels, but pricing for assemblies is negotiated with customers on a case-by-case basis. Pricing for rental companies is based on what the market will bear and is not confidential. **The PPP is designed to provide a minimum 20% margin for the dealer and customer who choose to participate, with pricing set in advance for dealer services (e.g. delivery + installation).** There is no shipping cost—this is covered by service fees (with the exception of non-standard or custom products; the rental company must pay for shipping). OTR provides transactional support such as invoicing and the buy-back feature, at no additional cost. Additionally, there are no fees for accessing the Partner Portal and no minimum order quantities. See also **Section 3.3**.

3.0 Order Fulfillment Process

The rental company must identify what is needed (product/service) and provide a purchase order to the dealer via email or fax. The dealer may process the order on behalf of the rental company for OTR using a web-based Partner Portal designed to facilitate fast, easy and convenient order management for dealers on behalf of the customer, e.g. the rental company who needs a product and services. This site is accessed via www.partners@otrwheel.com. First-time users will be invited to apply for access, input their email address and set up a password.

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OTR will train dealer staff in how this process works. There is also a video for self-tutorials available to use.

3.1 Portal Overview

Once approved, a customized dashboard will be created for each dealer with tabs available in the header to place the order or search for an order already placed, as shown below. "MY ORDERS", for example, will reflect Recent Orders, Awaiting Approval, Work in Progress, Awaiting Review and Completed Orders.

The screenshot shows the OTR Wheel Engineering Partner Portal dashboard for 'Company X'. At the top, there is a navigation bar with 'PARTNER WEBSITE', 'Howdy, Service!', 'My Account', 'Support', and 'LOGOUT'. Below this is the OTR Wheel Engineering logo and navigation tabs for 'DASHBOARD', 'PLACE AN ORDER', and 'SEARCH ORDERS'. The main content area features a 'Company X' header, two buttons for 'PLACE A PRODUCT & SERVICE ORDER >' and 'PLACE A SERVICE ONLY ORDER >', and a 'MY ORDERS' section. The 'MY ORDERS' section includes a summary bar with counts for 'RECENT ORDERS' (1), 'AWAITING APPROVAL' (0), 'WORK IN PROGRESS' (0), 'AWAITING REVIEW' (1), and 'COMPLETED ORDERS' (0). Below this is a table of orders.

DATE	ORDER #	ORDERS STATUS	CUSTOMER	ORDER SUMMARY	PART NUMBER(S)
10/6/19	3041	Awaiting Review	X	(2)JLG/Gradall/Tire/Wheel Assembly 13.00-24 - LH, - 13.00-24 (2)JLG/Gradall/Tire/Wheel Assembly 13.00-24 - RH - 13.00-24	SPS13002406LH SPS13002406RH

The portal will ultimately serve as a repository of all customer transactions and resource for OTR products and dealer services to make it as easy as possible for rental companies to procure what they need.

3.2 Placing an Order

Placing an order begins with selecting the product(s) needed. A screen will identify the Product, Size, Stock Code (aka part number), Quantity and Machine Number (as applicable), with an option to Add to Cart. Navigation is intuitive, like any online retail site, with a shopping cart that can be populated and opportunity to review and submit. Once submitted, the order shall be fulfilled by the dealer from their stock, delivered to the rental company whose receipt and confirmation triggers OTR to invoice the rental company for products and, if applicable, services provided. (See also Section 3.3.)

The screenshot shows the 'Place An Order - Select Your Products' screen. It features a 'Company Name' input field, a navigation bar with 'SELECT YOUR PRODUCTS', 'SHOPPING CART', and 'REVIEW & SUBMIT', and a 'ITEMS IN YOUR CART (0)' button. Below the navigation bar is a search bar for 'All Products' with the value '355'. The main content area is a table of products with columns for 'PRODUCT', 'SIZE', 'STOCK CODE', 'FROM SERVICE PROVIDER'S INVENTORY', 'QUANTITY', 'MACHINE NUMBER', and 'ADD TO CART'.

PRODUCT	SIZE	STOCK CODE	FROM SERVICE PROVIDER'S INVENTORY	QUANTITY	MACHINE NUMBER	ADD TO CART
355/55D625 Outrigger 200# Foam RH	355/55D625	SPN35562504RH	<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input style="background-color: green; color: white; border: none; border-radius: 50%; width: 20px; height: 20px; text-align: center; vertical-align: middle;" type="button" value="+"/>
355/55D625 Outrigger 200# Foam LH	355/55D625	SPN35562504LH	<input type="checkbox"/>	<input type="text"/>	<input type="text"/>	<input style="background-color: green; color: white; border: none; border-radius: 50%; width: 20px; height: 20px; text-align: center; vertical-align: middle;" type="button" value="+"/>

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Steps in the process include identification of the Product, Size, Stock Code, confirmation that the order is From Service Provider's Inventory, Quantity and Machine Number, with the option to Add to Cart.

Payment terms for rental companies and dealers are 60 days, with a 5-day cushion for transit time (60 + 5). Rental companies must pay OTR in 60 days; OTR will also reimburse dealers for products and services rendered in 60 days.

3.3 Services

Dealers may offer services to rental companies such as installation and delivery. Installation fees are determined in advance based on arrangements made with dealers for hourly rates and shipping costs. These fees are presented in the portal in drop-in boxes.

Company Name Service Report Form

ADD A LINE ITEM Qty 1

ADD A CUSTOM LINE ITEM Qty 1

SERVICES PERFORMED	MACHINE #	QUANTITY	UNIT PRICE	TOTAL	REMOVE
1. Hourly Labor Regular Business Hours Service Call 7:30 am - 5:00 pm Monday - Friday	<input type="text"/>	1	\$100	\$100	<input type="button" value="−"/>
Total				\$100	

Note it's possible for OTR to customize this portion of the dashboard for additional services the dealer may offer.

3.2 Billing

As explained, OTR shall invoice the rental company upon delivery of products and the completion of services rendered, which are expected to occur on a real-time basis. The rental company will pay OTR who will then reimburse the dealer for the product(s) and services performed, as a “buyback” to make this a clean transaction, from an accounting point of view. The “buyback” comprises the product(s) relieved from the dealer's inventory—purchased as the price negotiated between OTR and the dealer—and the services provided to the rental company at the preapproved rates set in the portal. The equation below illustrates how this works:

In the event the rental company go past-due on payments, OTR may elect to reimburse the dealer in advance of receiving its payment. *However, this is a practice that cannot be sustained and, therefore, the rental company must ultimately make timely payments or risk being dropped the NAP.*

3.3 Stock Adjust Requirements

Stock adjustments may be allowed if approved, with specific requirements:

- Stock must be at least 6-months old before being eligible for a return.
- No returns accepted for custom products.
- Stock adjustments can be processed one time per year.

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- Returns must be approved in advance.
- All returns must be offset with a replacement order placed before a return is excepted, valued at 2:1. So, a \$10,000 return must be offset with a replacement order valued at \$20,000.

In order to reduce the need for a stock adjust, OTR will work with the dealer to ensure “A” movers are specified for opening orders. Additionally, OTR may elect, at our discretion, to take an item back with a 20% restocking fee, depending on the situation. *This must be approved in advance.*

3.4 Returned Materials Authorization (RMA) Process

Any product supplied by OTR through the dealer to a rental company or end user affected by a defect in workmanship will be eligible for a return using OTR’s Returned Material Authorization (RMA). This return must be requested by the rental company/end user to the dealer, whereupon OTR will issue an RMA number. Reference OTR’s RMA process on file for more information.

4.0 Lead Times

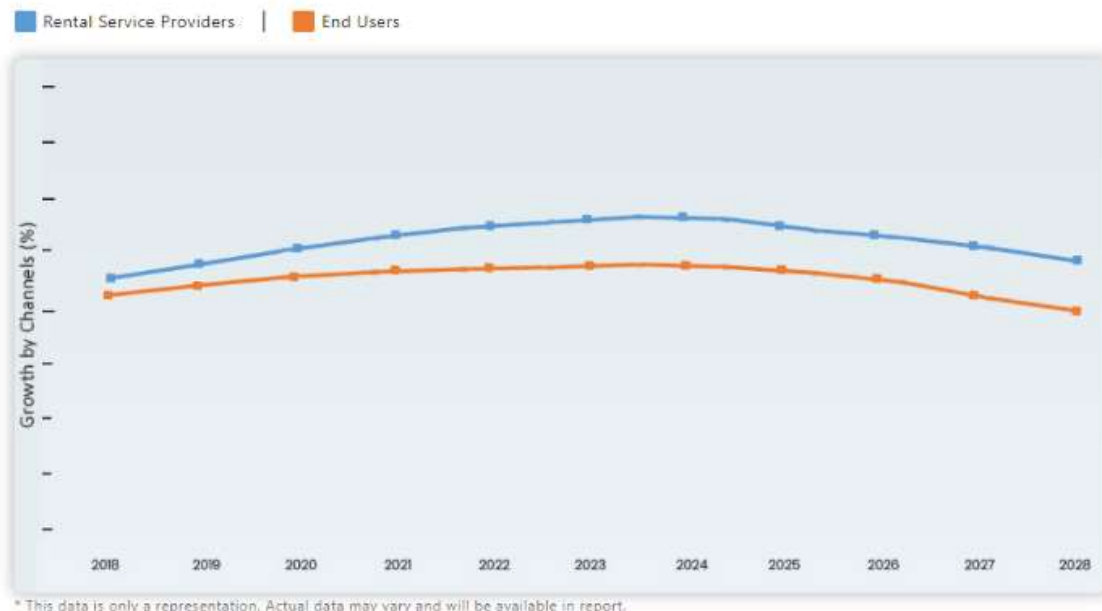
OTR’s expectation for the dealer is to ensure same-day replacement of a tire and wheel assembly (or at least within 24-hours), depending on the customer’s schedule and amount of time required for additional services, e.g. on-site installation. To this end, dealers will stock popular telehandler tires and wheels that can be pulled from inventory.

Lead times for non-standard/custom products will be communicated on a case-by-case basis (see also **Section 6.0**).

5.0 Opportunity

OTR’s PPP is designed to facilitate sales growth for partners, connecting dealers with customer such as rental companies who have a good working relationship with OTR and familiarity with our products, compliments of OTR’s sizable OEM business. At the same time, this program makes it as easy as possible for rental companies to access OTR products with an immediate solution on a 24/7 basis.

The telehandler market will grow nearly 5% annually through 2029 (see below), according to Future Market Insights (excluding 2020 due to the COVID-19 induced slowdown). It’s now a \$5 billion+ industry; there are over 80,000 telehandlers in service with rental companies in N. America, according to ALH Magazine. On average, typical tires are every 18 months, and machines are used for up to nine years. Moreover, *the trend of renting vs. buying will continue, as renting is preferred if the end user utilizes equipment less than 60% of the time.*



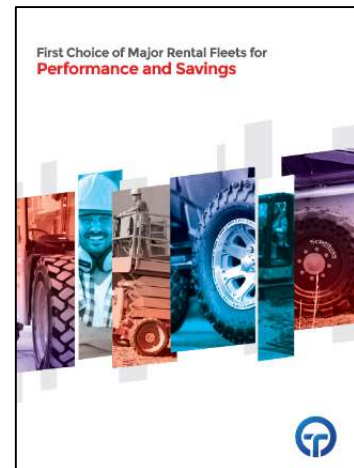
6.0 Custom Products/Services

Consult with OTR for new applications and opportunities to deploy the PPP for adjacent markets. For example, there could be opportunities in agriculture, industrial and military markets worth exploring.

7.0 Deliverables (Summary)

OTR' deliverables for the PPP comprise the following items:

- Order fulfillment process and mechanism, i.e. the Partner Portal
- OEM-approved tires and wheels for markets and applications in scope
- Fitment information and images inside the portal
- Customer support, to include training and stocking selection
- Field sales support for dealer visiting rental companies
- Marketing collateral, e.g. dealer sell sheets and images
- Transaction management, e.g. invoicing and dealer buy-back process



8.0 Getting Started

Consult with your OTR salesperson. He or she will introduce you to the program, assist in getting your team signed up and training, and also arrange initial field calls to the rental companies with your sales staff to help explain OTR's value proposition and the PPP to the targeted customer.

9.0 Update Planned in 2021

OTR will introduce an updated version of current portal in August 2021. Changes will be mostly transparent to users, with the exception of enhancements designed to make it easier to use and more intuitive. Additionally, we will continue to add more products, as practical.

10.0 Integration with SmartEquip®

OTR will collaborate with select rental companies and SmartEquip to provide integration with the PPP. It is understood certain rental companies require their branches to place orders in SmartEquip. This is viewed as a future opportunity to enhance our closed-loop system, benefiting all parties in the process.