

EXCLUSIVE SUPPLY AGREEMENT

This Exclusive Supply Agreement is made on 2 June 2024 between:

- (1) Northgate Robotics Limited ("Buyer"), of 14 Foundry Lane, Sheffield; and
- (2) Kestrel Precision Components S.p.A. ("Supplier"), of Via Lambrate 12, Milan, Italy.

1. **EXCLUSIVITY.** During the Term, Buyer shall purchase one hundred percent (100%) of its requirements for servo actuators exclusively from Supplier, and shall not purchase equivalent components from any third party.
2. **TERM.** The Term begins on 1 July 2024 and ends on 30 June 2029. There is no right of early termination for convenience by either party.
3. **MINIMUM PURCHASE.** Buyer commits to a minimum annual purchase volume of EUR 1,200,000. If actual purchases fall below this amount in any contract year, Buyer shall pay Supplier the shortfall in full.
4. **PRICE REVIEW.** Supplier may increase prices once per contract year by written notice, capped at the greater of 8% or the change in the Italian producer price index.
5. **GOVERNING LAW.** This Agreement is governed by Italian law.

SIGNED for the Buyer:

Name: Eleanor Vance

Title: CEO, Northgate Robotics Limited

Date: 2 June 2024

SIGNED for the Supplier:

Name: Carla Bianchi

Title: Managing Director

Date: 2 June 2024