



**Mission Statement for
Abrams International Incorporated
Employee Stock Ownership Plan Committee**

Original ESOP Committee
Formed May 12, 2009

Committee Members:

Allison Peters
Anthony Zertuche
Will Byerly
David Wheeler, Secretary
Francisco Montes, Chair

As Amended June 7, 2022

Mission Statement

For

Abrams International Incorporated ESOP Committee

The Abrams International Incorporated ESOP provides growth opportunities for Abrams employees in a culture that values the individual and fosters teamwork, personal growth and learning in a work environment committed to safety, quality and consistent growth and profitability. The ESOP Committee operates within and compliments Abrams core values (Building Quality of Life, Partnerships and Meaningful Employee Ownership), and within the Guidelines for the ESOP Committee established with the formation of the Plan.

The ESOP Committee, elected by the Board of Directors, hereby presents its Role and Mission to:

- Enhance understanding of the ESOP, and communicate the meaning of ownership benefits, rights, privileges, and responsibilities to all employees;
- Ensure that provisions of the Plan are met and communicated to the employee owners for Fiduciary responsibilities and Plan operations;
- Communicate with ESOP participants about ESOP issues and facilitate involvement in Company issues;
- Partner with the ESOP Trustee, Management and the Board of Directors to provide for meaningful participation from the employee owners;
- Organize and facilitate educational programs and special events that further these roles and missions;
- To monitor the Committees performance in meeting the goals and requirements of the Plan and this mission statement;
- Work to maximize the benefit to employees and the Company of being wholly employee owned by working with Management to fully integrate the Company's core values with employee ownership, and;
- That this Mission statement will be in addition to, but secondary to the Plan Documents, and that no provisions of this Statement can be taken as primary to the Plan;
- Be a model ESOP Company on the local, state and national level by example, and consistent improvement of our goals and expectations, and;
- By signing below, the Committee affirms this mission and pledges to commit to these goals as ongoing objectives

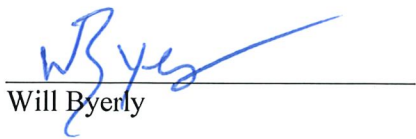
Agreed and implemented this 7 th day of June, 2022



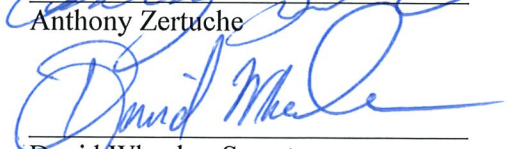
Allison Peters



Anthony Zertuche



Will Byerly



David Wheeler, Secretary



Francisco Montes, Chair

Article I

Name and Purpose

- A. We, the undersigned, are a Committee appointed by the Abrams International Incorporated Board of Directors, which facilitates communication and trust among and between employee owners and company Management. We are an employee volunteer committee charged with administration of the Abrams International Incorporated Employee Stock Ownership Plan, hereafter known as the ESOP Committee.
- B. Our purpose is to serve as an advisory committee to the ESOP Trustee, Management and the Board of Directors to achieve the employee ownership objective in the Company's strategic plan; to make ownership at Abrams meaningful to employee owners at every location and level of the Company. We will serve this purpose by:
 - Enhancing the understanding of the ESOP and communicating the meaning of ownership benefits, rights, privileges, responsibility and accountability to all owners;
 - Advising ESOP participants about ESOP issues and encouraging involvement in company issues and activities;
 - Fostering meaningful participation from the employee owners by seeking a broad-based approach to problem solving that will ultimately drive employee satisfaction and growth in the Company's value.

Article II

Membership in the Committee

- A. Qualifications - ESOPC members must be a) employees in good standing with Abrams, and b) be nominated and appointed by the Board of Directors, as outlined in the Guidelines for the ESOP Committee and further clarified below.
- B. Number of Representatives - The ESOPC shall consist of an employee from each Area office and at least one from the Austin office. The Committee will maintain 6 members in good standing.
- C. Election procedures - Each expiring committee member will nominate at least one candidate for replacement from their area one year before the member's term expires. The area representative will announce an opening on the Committee in a form provided by the Committee that outlines the role, responsibility and criteria for election. The nominations shall be from a pool of interested employees from each area who have responded to this notice. The nominations will be initially provided to the ESOPC, whereby the ESOPC will make the final nominations to the Board of Directors for consideration. The Board of Directors shall be responsible for selecting the new replacement member.

The Chief Financial Officer of the Company will be a standing member of the Committee, and will serve as the ESOPC's Secretary to provide committee continuity.

The original Committee members shall decide and vote unanimously to develop the initial rotation of Committee members for the election process to begin. The initial term of membership may be greater than 3 years to allow for rotation, and the provision that no more than 2 new members be appointed at a time.

- D. Length of Term - Members shall normally serve a 3 year term. These terms shall be staggered so that no more than 2 new members are on the committee in any one year. New replacement members shall serve an initial one year as a non-voting member to coincide with a retiring member's last year of service in order to facilitate orientation to the ESOPC's roles and functions. ESOPC members will serve four years in total, one year in orientation followed by the intended three years of active service.
- E. Re-election - ESOP Committee members are eligible to be re-elected to represent their Area office at the completion of their term. Should this event happen, the re-elected member can nominate to the Board a non-voting stand in, to promote employee participation in the ESOPC.
- F. Vacancies - Vacancies shall be handled in accordance with the Guidelines for the ESOP Committee.

Article III

Officers of the Committee

- A. The Officers of the ESOPC shall be Chairman and the Secretary.
- B. The Chairman shall serve a 1 year term, and will be elected by majority vote of the Committee, subject to approval by the Board. Election shall be conducted in the last meeting of the year.
- C. The Chairman be re-elected, but the term can not extend past their appointment to the Committee, unless these bylaws are so modified.

Article IV

Meetings of the Committee

- A. Meetings of the Committee shall be held quarterly or as required and may be held more often at the direction of the Chairman or Board of Directors.
- B. Company Management will make accommodations to allow members sufficient time during work hours to participate in the Committee activities.
- C. At the first meeting of the year, projects and budgets for the year will be outlined by the Chairman, and approved by the Committee. If requested, the Secretary will develop cost accounting showing committee expenditures for travel, expenses and Plan management.
- D. Prior to distribution of the annual Participant Statements, the Committee will be briefed on the annual valuation of company stock.

- E. At the last meeting of the year, the ESOPC will conduct officer elections, and make nominations to the board for replacement members, and will provide for a suitable recognition of service for departing members
- F. Minutes of the meeting will be distributed to the Committee as soon as practical following each meeting. Once approved, the minutes will be posted for employees to read.
- G. Attendance at meetings is critical to the success of the ESOPC. Members shall make reasonable attempts to attend each meeting, or arrange for teleconference if necessary. If a member can not attend a meeting, their nominated successor or proxy may attend in a non voting capacity, but can participate in all discussions. If the responsibilities of a Committee member outside of their service preclude his or her regular attendance at meetings and performance of their obligations to the employee owners, then he or she should consider resigning from the Committee.

Article V

Use of Sub-Committees

- A. From time to time, it may be beneficial for the Committee to form a sub-committee to provide emphasis to, or evaluation of Committee goals.
- B. Any Committee member may recommend the formation of a Sub-Committee for general vote and majority acceptance.
- C. The proposing Committee member will develop goals for the sub-committee to determine the need and proposed outcome for review and discussion by the Committee. This should include a timeframe for implementation and approximate costs associated. Any topic associated with the implementation and success of the Committees Mission Statement will be considered by the group.
- D. The operation of any accepted Sub-Committee will be under the direction of the proposing member, and they will give updates on the sub-committees progress at Committee meetings.
- E. Knowing that engaging our employee owners to be involved and knowledgeable of the ESOP and the Committees operations, the recommendation and formation of Sub-Committees will be encouraged.

Article VI

Approval of Articles

- A. These articles shall become binding and effective when they are duly accepted and signed by the members in good standing of the ESOP Committee and as allowed by the Board of Directors.