



July 19, 2017

Mr. [REDACTED] [REDACTED]e

Dear Adam:

I am pleased to confirm our offer of employment to you as Managing Director in the Investment Banking Department of Seaport Global Holdings LLC (the "**Firm**"). You will work from our New York City offices and report directly to me. We have agreed that your start date will be a date somewhere between July 16 and October 16, 2017, depending on the terms of your separation from your current employer.

You will be paid an annual salary of \$250,000, payable in accordance with the Firm's standard payroll practices on or about the 15<sup>th</sup> and 30<sup>th</sup> of each month, beginning on your start date. However, your actual total compensation ("**Total Compensation**"), and except as otherwise expressly modified below, will be based on the Firm's standard annual "payout" schedule for investment bankers as follows:

- You will receive 25% of the net amount of credited investment banking revenues generated by you as described in more detail below;

- In connection with capital markets (or syndicated) transactions generated from your client relationships, you will receive 12.5% of the revenues generated from those transactions (net of unreimbursed third party expenses) collected by the Firm;

- Notwithstanding the foregoing, in connection with capital markets (or syndicated) transactions generated from your JV with DNB, you will be entitled to 25% of the revenues generated from those transactions (net of unreimbursed third party expenses) collected by the Firm;

- In connection with M&A transactions, restructurings and other advisory assignments, you will receive 25% of the revenues (net of unreimbursed third party expenses) collected by the Firm;

- In all cases where more than one of our investment bankers is involved with the origination, structuring or execution of a transaction, the amount of your particular share of the "payout" shall be determined by the Firm, in its reasonable discretion, but in recognition of the value of the contribution made to the transaction by each member of the investment banking team;

- In addition to compensation earned as a banker as described above, you shall also be entitled to a portion of the sales credits on certain transactions which are placed with specific accounts with respect to which you have direct working relationships, as agreed is appropriate by Michael Meyer and me;