



June 24, 2020

Via Regular Mail and Email

Gary Lutin
Fair Value Investments Incorporated
575 Madison Ave., 10th floor
New York, NY 10022

RE: May 26, 2020 Proposal

Dear Mr. Lutin:

Fair Value Investments Incorporated ("Fair Value") will shortly receive notice pursuant to Section 228(e) of the General Corporation Law of the State of Delaware of the actions taken by stockholders of DBM Global Inc. (the "Company") by written consents in lieu of an annual meeting of stockholders. Accordingly, the purported proposal set forth in Fair Value's letter of May 26, 2020 cannot and will not be presented to the Company's stockholders at an annual meeting in 2020.

While the foregoing stockholder actions eliminate any further need for the Company to address Fair Value's May 26th letter, I nevertheless note that the purported proposal also is not appropriate for stockholder action. First, any indemnification decision with respect to the defendants in the Delaware Chancery Court action captioned *Schuff International Inc. Stockholders Litigation*, Consol. C.A. No. 10323-VCZ (the "Stockholder Action") is premature; any indemnification determination must await the final adjudication of the Stockholder Action. Second, indemnification of certain defendants in the Stockholder Action ultimately may be required by Delaware law, thereby obviating the need for any determination of entitlement to indemnification. See e.g., *Paolino v. Mace Sec. Int'l Inc.*, 985 A2d 392 (Del. Ch. 2009) ("It is generally premature to consider indemnification prior to the final disposition of the underlying action. One reason is that to the extent indemnification is authorized under Sections 145(a) and (b), it requires state of mind determinations that may turn on evidence or findings of fact in the underlying proceeding. Another reason is that if the covered person succeeds on the merits or otherwise in defending the underlying proceeding, then he will have a right to mandatory indemnification under Section 145(c) without the need for state of mind determinations to be made.") (citations omitted); 8 *Del. C.* § 145(c) ("To the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding..., or in defense of any claim, issue or matter therein, such person *shall be indemnified* against expenses (including attorneys' fees)



actually and reasonably incurred by such person in connection therewith) (emphasis added).

Yours truly,

A handwritten signature in black ink, appearing to read 'Scott D. Sherman'.

Scott D. Sherman
Vice President & General Counsel