

**SECOND AMENDMENT AGREEMENT TO THE FRAMEWORK AGREEMENT FOR
CONSULTANCY AND OTHER SERVICES EFFECTIVE FROM 21 APRIL 2014
BETWEEN UNILEVER BUSINESS AND MARKETING SUPPORT AG AND
THOROGOOD ASSOCIATES LIMITED**

This second amendment agreement ("**Amendment**") is dated 2nd July 2015 between:

- (1) **UNILEVER BUSINESS AND MARKETING SUPPORT AG** a company existing under the laws of Switzerland whose registered address is at Spitalstrasse 5, 8200 Schaffhausen, Switzerland ("**Unilever**"); and
 - (2) **THOROGOOD ASSOCIATES LIMITED** a company incorporated in England and Wales (registered number 02149616) whose registered address is at International House, 7 High Street, 2nd floor NW, London W5 5DB ("**Supplier**"),
- (together, the "**Parties**").

WHEREAS

- (A) The Parties entered into a framework agreement for consultancy and other services effective from 21 April 2014, as amended by an amendment agreement effective from 1 December 2014 (together, the "**Agreement**").
- (B) The Parties agree to amend the terms of the Agreement as set out in this Amendment.

In consideration of the mutual promises the Parties agree as follows:

1 DEFINITIONS AND INTERPRETATION

1.1 Interpretation

The following rules apply in interpreting this Amendment, except where the context makes it clear that a rule is not intended to apply:

- (a) the headings in this Amendment are for convenience of reference only and shall not affect the construction or interpretation hereof;
- (b) words expressed in the singular include the plural and vice-versa, words in one gender include all genders, and references to a person shall include reference to a legal entity; and
- (c) general words are not to be given a restrictive meaning because they are followed by particular examples, and any words introduced by the terms "including", "include", "in particular" or any similar expression will be construed as illustrative and the words following any of those terms will not limit the sense of the words preceding those terms; and
- (d) capitalised terms shall have the meanings set out in clause 1.2.

1.2 Definitions

"**Agreement**" has the meaning given to it in Recital A; and

"**Effective Date**" means 1 June 2015.

2 VARIATIONS

2.1 The Parties each agree that the terms of the Agreement shall be varied as follows from the Effective Date:

2.1.1 Clause 12.1 (*Term and Termination*) shall be deleted in its entirety and replaced with the following new clause 12.1 (*Term and Termination*):

"This Agreement shall enter into effect on 21 April 2014 ("Effective Date") and continue in full force and effect until 31 May 2018, unless earlier terminated in accordance with the terms of this Agreement."

2.1.2 The table contained at paragraph 2 (*Fee Rates*) in Schedule 2 (*The Charges*) shall be deleted in its entirety and replaced with the new table contained in the Annex 1 to this Amendment.

2.1.3 The table contained in Annex 2 of this Amendment shall be inserted immediately after the new table referred to in clause 2.1.2 of this Amendment at paragraph 2 (*Fee Rates*) in Schedule 2 (*The Charges*) of the Agreement.

2.1.4 The table in Annex 2 stipulates the minimum capabilities and skills of the various 'grade' Supplier Personnel performing the Services.

3 OTHER TERMS UNAFFECTED

Save as expressly amended and varied as set out in clause 2, the terms and conditions of, and schedules to, the Agreement shall not be altered or otherwise affected and shall remain in full force and effect. Except as expressly provided, words and expressions in this Amendment shall have the same meaning assigned to them in the Agreement.

4 CONFLICT

In the event of any conflict, ambiguity or inconsistency between the terms of the Agreement and the terms of this Amendment, the terms of this Amendment shall prevail.

5 VARIATION

No variation to this Amendment shall be effective unless in writing signed by a duly authorised officer of each of Unilever and the Supplier.

6 RIGHTS OF THIRD PARTIES

Nothing in this Amendment is intended to, nor shall create, any right enforceable by any third party not a party to this Amendment, and the Contracts (Rights of Third Parties) Act 1999 shall not otherwise apply to this Amendment. The consent of a third party shall not be required for the amendment, variation or termination of this Amendment.

7 GOVERNING LAW

This Amendment and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with English law. The Parties irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim that arises out of, or in connection with, this Amendment or its subject matter or formation (including non-contractual disputes or claims).

In witness whereof the parties have caused this Amendment to be signed by their duly authorised representatives for and on behalf of them:

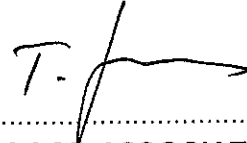
Sign
here



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For **UNILEVER BUSINESS AND MARKETING
SUPPORT AG**

Print Name: ..Christopher Koehler.....
Job Title:..... Procurement Director.IT.....
Place: Schaffhausen, 10 July 2015

Sign
here



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For **THOROGOOD ASSOCIATES LIMITED**

Print Name: TREVOR JONES.....
Job Title: MANAGING DIRECTOR.....
Place: THOROGOOD ASSOCIATES LTD,.....
INTERNATIONAL HOUSE
7 HIGH STREET
EALING, LONDON, W5 5DB
UNITED KINGDOM

Annex 1

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Grade	Title	Role Summary		US On-shore	UK On-shore	India Off-shore	India On-Shore
Level B	Managing Principal	Strategic development of the business, sustaining revenues & directing key relationships.	Strategically focused roles concerned with the development of the business as a whole and enhancing its reputation in the market.	\$2,580.25	£1,666.69		
Level C	Principal	Client business generation, practice area leadership & relationship management	These roles will be accountable for the direction and development of large and/or complex client relationships, in which they will hold the clients' confidence. They will promote the organisation's offering, and will be successful in securing and delivering engagements.	\$2,395.94	£1,527.80		
Level D	Senior Consultant	Client relationship management and delivery of solutions	Acknowledged experts in architecting advanced solutions to the most challenging assignments, at this level jobholders are able to effectively apply a fully-developed set of consulting, commercial and technical skills. Alternatively the jobholder may have profound & expert knowledge in a specialised area, contributing technical solutions within wider consulting engagements. Jobs at this level will also have client relationship responsibilities, and would be expected to be involved proactively in early stage discussions with clients about potential solutions.	\$2,211.64	£1,361.13	£521.73	£1,361.13
Level E	Consultant	Solutions/project delivery, project planning and management.	Jobholders at this level are accountable for developing and delivering solutions for all but the most complex projects or for contributing to the development of solutions in larger & more complex projects. This is the level at which consultants are expected to draw on a combination of technical excellence, emerging client skills, increasing commercial/risk awareness & rounded professional experience to produce commercially viable client solutions & recommendations. Able to respond to clients request for help with solution ideas.	\$1,843.03	£1,138.91	£423.90	£1,138.91
Level F	Consultant	Project delivery, management & planning	The level at which the emphasis changes from the preparation of the project deliverables to the development of solutions (the transition to the full consulting role). While proficient in a range of methodologies and technologies, is likely to adopt a degree of specialisation in a particular technologies and its application to solutions. Is starting to develop project management and client relationship skills and developing a commercial awareness.	\$1,474.43	£916.68	£358.69	£916.68

Level G	Consultant	Compilation of project deliverables & advanced development.	Will have 2 to 3 years of experience. Will have developed an appreciation of client needs and requirements and will use this understanding to design small to medium sized databases. Able to produce code quickly to an advanced standard.	\$1,290.12	£763.90	£293.47	£763.90
Level H	Consultant	Develops deliverables.	At this level people will have between 1 and two years experience and are able to produce code to specification, and to standard. The role is developing individual deliverables, each of which forms part of a set of deliverables.	\$1,105.82	£638.90	£228.26	£638.90
Level I	Graduate	Will not be chargeable for the first three months while undergoing training, thereafter will assist in basic development in support of consultants.	The basic entry level; graduate recruits will be numerate, and will have degrees and postgraduate qualifications in mathematics, business studies, engineering, computer science or operations research. They will undergo intensive training.	\$921.52	£555.56	£163.04	£555.56

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Annex 2

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GRADE REFERENCE	TITLE	ROLE SUMMARY	TECHNICAL SKILLS	CLIENT MANAGEMENT & PROJECT CONTRIBUTION	BUSINESS PLANNING & STRATEGY CONTRIBUTION	PEOPLE MANAGEMENT, LEADERSHIP & GUIDANCE
LEVELS A to C: INFLUENCERS OF MARKET/CLIENT PERCEPTIONS						
LEVEL A	MD	Overall leadership of the Consulting business	The top job accountable for business the consulting	Strategic Engagement with software vendors and major clients	Leads the development of business strategy, providing direction to the Consulting business overall	Creates and communicates vision; establishes direction business of the
+	Managing Principal	Strategic development of the business, sustaining revenues & directing key relationships.	Strategically-focused roles concerned with the development of the business as a whole and enhancing its reputation in the market.	Able to engage and advise software vendors on all aspects of product design and functionality, able to architect complete solutions. Will influence technical strategy. Will be a sector expert.	Accountable for developing strategies for the generation of new consulting revenues for a major service line within the Consulting business; making decisions about future investment for developing the organisation's offering. As a member of the top team, shares in the formulation of the business strategy and long-term plans of the consulting business.	Provides direction to a major service line, aligning people to the strategy, objectives and purpose of the service line.
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+	Principal	Client business generation, practice area leadership & relationship management.	These roles will be accountable for the direction and development of large and/or complex client relationships in which they will hold the clients confidence. They will promote the organisation's offering, and will be successful in securing and delivering engagements.	Able to engage and advise software vendors on all aspects of product design and functionality, able to architect complete solutions. Will influence technical strategy. Will be a sector expert.	Will help to build the overall business plan, and will make a contribution to the development of the organisation's strategic offering. Likely to be responsible for the business plan for a practice area.	Leaders in creative thinking, may head a practice area or an area of specialist technical expertise, ensuring sharing of knowledge throughout the business.
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LEVELS D to F: SOLUTIONS & PROJECT DELIVERY						
PROJECT DIRECTION & KEY CLIENT RELATIONSHIP LEADERSHIP						

+ LEVEL D	Senior Consultant	Client relationship management and delivery of solutions	Acknowledged experts in architecting advanced solutions to the most challenging assignments, at this level jobholders are able to effectively apply a fully-developed set of consulting, commercial and technical skills. Alternatively the jobholder may have profound & expert knowledge in a specialised area, contributing technical solutions within wider consulting engagements. Jobs at this level will also have client relationship responsibilities, and would be expected to be involved proactively in early stage discussions with clients about potential solutions.	Able to conceive technical solutions. Experienced with data modelling techniques. Capable of advising on technology selection. Will have experience in industry sectors.	Scopes, resources and manages complex projects with many diverse strands. Would be expected to contribute new ideas and approaches to the development of solutions. With broad client management and project management responsibilities, jobholders will frequently be seen as a key point of contact for existing clients.	Contributes to the wider strategic thinking in the development of practice area offerings. May manage a sub-practice area. Plans projects, assessing needs, allocating resources and balancing priorities. Prepares client plans and annual client budgets.	Will have a high profile within the business, and a reference point for knowledge or expertise in a specific area, expected to add to the intellectual capital of the business. Senior managers, with a coaching and developmental role.
			SOLUTIONS DEVELOPMENT & DELIVERY				
+ LEVEL E	Consultant	Solutions/project delivery, project planning and management	Jobholders at this level are accountable for developing and delivering solutions for all but the most complex projects or for contributing to the development of solutions in larger & more complex projects. This is the level at which consultants are expected to draw on a combination of technical excellence, emerging client skills, increasing commercial/risk awareness & rounded professional experience to produce commercially viable client solutions & recommendations. Able to respond to clients request for help with solution ideas.	Capable of quality assessment. Able to work from high level specs to produce either low level specs or code. Able to test complex programmes. Able to write test specs. Good understanding of modelling techniques. Knowledge of an extensive range of vendor products.	Builds a recommended solution to a complex set of issues. Has the intellectual capacity to look behind the problem/information as presented, initiating broad creative discussions and new thinking. May require help on guidance on structuring the presentation of the solution & may not conclude on more difficult issues. Involved in making major presentations, but frequently with senior level support. Client relationship management is likely to revolve around managing aspects of the relationship that relate to specific deliverables.	Assists in the planning and management of large and complex projects. Plans and manages medium-sized projects, assessing needs and allocating resources. Monitoring charging & billing against negotiated fees. Performs or assists the preparation of client plans and annual client budgets.	Typically, this would be the first level of people management, involving day-to-day management of project teams. Jobholders at this level will have developed people management skills, (whereas at lower levels the need is typically for supervisory skills).
			SOLUTIONS DEVELOPMENT & DELIVERY				
+ LEVEL F	Consultant	Project delivery, management & planning	The level at which the emphasis changes from the preparation of the project deliverables to the development of solutions (the transition to the full consulting role). While proficient in a range of methodologies and technologies, is likely to adopt a degree of specialisation in a particular technologies and its application to solutions. Is starting to develop project management and client relationship skills and developing a commercial awareness.	Will be MCSD or MCSE or Oracle certified. Competent with end user reporting and analytic tools. Capable of applying VB knowledge to any object model. High level of competence with VB and VBA. High level of competence with multi-dimensional technology. High level of competence with SQL and relational principles.	Takes responsibility for delivering smaller discrete pieces of work on time & within budget. At this level jobholders will have developed a sufficiently sound understanding of client issues and of the range of options/solutions available to prepare credible draft presentation materials for approval by senior colleagues. Will assist in the management & delivery of larger projects.	Assists senior managers with project planning & scoping, identifying resourcing needs. Ensures the timely performance of work within project modules.	Allocates work and assists in management of the project team, providing guidance to researchers and analysts. Works within project plan guidelines, discussing possible problems & conflicts with senior colleagues. Seeks guidance periodically on appropriate methods of executing the plan.
			SOLUTIONS DEVELOPMENT & DELIVERY				

		LEVELS G to I: DEVELOPMENT					
			DEVELOPMENT				
+	LEVEL G	Consultant	Will have 2 to 3 years of experience. Will have developed an appreciation of client needs and requirements and will use this understanding to design small to medium sized databases. Able to produce code quickly to an advanced standard.	Will have passed 3 certified exams. Able to design small to medium sized databases. Knowledgeable about Windows architecture. Knowledgeable about .NET architecture and capabilities. Aware of BI technologies available and their capabilities. Expert with SQL and relational principles, expert with multi-dimensional technology, expert with BI query technologies and products. Competent at system testing.	Prepares the basic deliverables, working with a developing appreciation of the possible solutions & overall project objectives. Will add own interpretative comment, observations and recommendations (to the results of the work performed by self and other more junior colleagues). Will perform research and analysis that requires selective judgement based on a full understanding of the range of appropriate methodologies. Competent to respond to day-to-day client queries.	In association with manager, ensures that project work of team is delivered on time within project parameters. Starting to provide input to the project planning process. Considers the wider client deliverables when planning work.	Works under general guidance but is expected to think through the underlying issues. Works within a detailed project plan. May assist in the supervision of more junior staff validating their work.
-	LEVEL H	Consultant	At this level people will have between 1 and two years experience and are able to produce code to specification, and to develop individual deliverables, each of which forms part of a set of deliverables.	Will have passed at least 1 certified exam. Competent at unit testing. Can use end user reporting and analytic tools. Can use multi-dimensional technology. Can use SQL language and relational principles. Can use HTML and web based development. Can use Visual Basic, Excel, Excel VBA, Access, Access Basic. Can use C#. Knowledgeable of coding standards.	Research & analysis at this level is likely to be related to more structured and complete pieces of work than at the level below and will require a developing understanding of the organisation's methodologies. Starting to build on experience, jobholders may be drafting factual reports and other documents based on a clearer understanding of the project issues.	Manages own work stream taking responsibility for ensuring that work is performed and delivered, on time.	While still subject to supervision, work is performed under more general guidance.
+	LEVEL I	Graduate Trainee	The basic entry level; graduate recruits will be numerate, and will have qualifications in mathematics, business studies, engineering, computer science or operations research. They will undergo intensive training in	Developing skills in SQL Server, SSIS, Analysis Services, Reporting Services and SharePoint	Performs basic research and data collection and may produce closely specified reports and client documents, usually based on clear precedents. Limited exposure to clients.	May be involved in project administration.	Undergoing initial training, subject to close supervision working under clear instruction.