

Our ref: T/BRJ/012/ESC1/18

March 29, 2018

Mr. Phillip Betts  
Banunule Primary School  
P.O. Box 28295  
Kampala, Uganda

Dear Mr. Betts

**LETTER OF ENGAGEMENT – PROVISION OF COMPANY ADVISORY SERVICES IN THE  
MATTER OF DISSOLVING BANUNULE PRIMARY SCHOOL**

**1. Introduction**

- 1.1** Thank you for appointing us to provide you with advisory and company secretarial services in the matter of the dissolution of Banunule Primary School ('the School' or 'the Company'). This engagement letter, together with the attachments (the "Engagement Letter"), sets out the basis upon which we will provide the advisory and company secretarial services to you (the "Engagement").

This engagement supersedes any previous proposals, correspondence and understandings, whether written or oral and will stay in force unless terminated by a subsequent agreement or understanding in writing.

**2. Our responsibilities**

- 2.1** We will be responsible for the dissolution and deregistration of the School at the registry of companies and Uganda Revenue Authority respectively. We will not deal with any other advisory or company secretarial work unless you specifically ask us to do so and we agree under a separate letter of engagement.

**3. Your responsibilities**

- 3.1.** The School bears the responsibility of providing us with the necessary information, including adequate disclosure.

**4. Personnel**

- 4.1** Robert Busuulwa will be responsible for the conduct of this Engagement on our behalf. Our contact details are as follows;

Contact Person: Mr Robert Busuulwa  
Direct telephone: +256 782 604 832  
Email address: [robert.busuulwa@mazars.ug](mailto:robert.busuulwa@mazars.ug)

**5. Fees**

- 5.1** Our fees are calculated and have been agreed in accordance with Schedule III attached.



### Schedule III – Our Fees

Our fees are based on the degree of responsibility and skill involved and the time required to complete the assignment, plus expenses.

We have agreed to fix our fees for the advisory and company secretarial services as specified in Schedule I of this Engagement Letter as follows;

- Our fees for the dissolution of Banunule Primary School at the Registry of Companies will be **USD 2,550 (Two Thousand Five Hundred Fifty United States Dollars);**
- Our fees for the TIN de-registration at Uganda Revenue Authority will be **USD 300 (Three Hundred United States Dollars);**
- Our fees for routine company secretarial services for the years 2016 and 2017 will be **USD 1,200 (One Thousand Two-Hundred United States Dollars).**

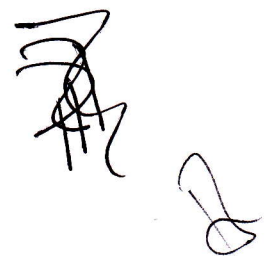
Our fees are exclusive of VAT, which is currently charged at 18%.

Our business terms require that we bill for 50% of our professional fees at the inception of our engagement, with 50% of the balance being paid up upon the successful de-registration of the company and issuance of our advisory report.

We will present our requests for payment and or invoices, which will be due for payment on submission.

We will notify you immediately of any circumstances which we encounter which could significantly affect our fees.

The timely completion of the advisory and company secretarial work requires your full co-operation in the provision of records, documentation, other information and explanations relevant to the work. Estimates of time for completion of the work are given on the assumption that we receive this co-operation. We may charge additional fees and expenses which result from delays in providing this co-operation.

Handwritten signature and initials in the bottom right corner of the page.