



BRJ Advisory Services
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Our Ref: C/BRJ/103/DECAL1/17

December 1, 2017

The Directors
Diversey Eastern and Central Africa Limited
Thinka Road/Outering Junction
P.O.BOX 41939-00100
Nairobi, GPO
Kenya

Dear Sirs,

ENGAGEMENT LETTER - COMPANY SECRETARIAL SERVICES FOR 2012 - 2017

Thank you for engaging us to provide Company Secretarial Services to Diversey Eastern and Central Africa Limited. Mr. Robert Busuulwa will be your main point of contact and will have primary responsibility for this assignment. This engagement letter and the attached schedule of services set out the basis on which we act.

1. Routine Secretarial Services

- 1.1. We will act as the Company Secretary and sign off on the audited financial statements of the Company for the years 2012 to 2017;
- 1.2. Custody and maintenance of the Register of Directors and Secretaries, Minute Book and other statutory documents;
- 1.3. Convening and attending Annual General Meetings and completion and filing Annual Returns with the Registrar of Companies;
- 1.4. The use of our office as the registered office of the Company and the place where the statutory books are kept;
- 1.5. Applying for an exemption from filing of accounts or the filing of accounts depending on where the company has been registered;
- 1.6. Preparing and filing of the company's board resolutions at the URSB;
- 1.7. Custody and administration of the use of the company seal, preparation of resolutions for ratification by the board of directors;

1.8. Advice on payment of dividends, preparation of dividend notices and resolutions thereof; and

1.9. Processing share transfers and allotments and issue of share certificates including advice on various implications such as Stamp Duty.

2. Secretarial Records

We will also undertake a review of the company's secretarial records at the Uganda Registration Services Bureau in Kampala. This review or investigation will include;

2.1. Preparation, completion and filing of any outstanding Annual Returns,

2.2. Preparation and filing of any minutes of the Board of Directors meeting dealing with matters pertaining to opening of bank account, issuing of share certificates, appointment of auditors etc,

2.3. Preparation and filing of any other returns of particulars required to be filed with the Registrar of Companies.

3. Other Secretarial Services

Should you require any additional company secretarial work, not covered in the above two paragraphs, we will be pleased to discuss its scope and remuneration. This additional work may include, but not limited to such matters as;

3.1. Company advice on capitalisation, restructuring, and other reorganisations.

4. Professional Fees

Our fees will be an annual retainer of **USD 1,200 (One Thousand Two Hundred United States Dollars)** covering the routine secretarial services enumerated above for period ending December 31, 2017.

Our fees are exclusive of VAT which is presently charged at 18%. Whilst we anticipate minimal extra costs to be borne by us, we would also charge any disbursements incurred primarily for local travel, stationery and other incidentals, at cost.

We will present to you, for payment, the Registrar of Companies' charges for filing the returns, resolutions, notices etc. Where we do pay these costs however, we will recover them as disbursements. Disbursements are not liable to VAT.

The annual fee for routine Company Secretarial Services is subject to review from time to time but would not be reviewed before the company's period ending December 31, 2017.

Our business terms require that we bill for our fees for the period ending **December 31, 2017** in full on commencement of this engagement. We will present our invoice, which will be due for payment on submission.