

Our ref: T/BRJ/o88/BTC1/17

24 Henlon Close
Luthuli Avenue
Bugolobi
P.O. Box 35263
Kampala, Uganda
t: +256 414 660 071
e: info@brj.co.ug
w: www.brj.co.ug

March 29, 2017

Mr Hannes Decraene
Finance and Contracting Coordinator
BTC Uganda
Lower Kololo Terrace
Plot 1B PO Box 40131
Kampala, Uganda

Dear Mr Decraene,

LETTER OF ENGAGEMENT –WITHHOLDING TAX ADVISORY SERVICES

1. Introduction

- 1.1 Thank you for appointing us to provide withholding tax advisory services to BTC Uganda ("BTC"). This engagement letter, together with the attachments (the "Engagement Letter"), sets out the basis upon which we will provide professional services to BTC (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 review the general and specific agreements on direct bilateral cooperation between the Republic of Uganda and the Kingdom of Belgium and prepare a brief written report advising you of its withholding tax implications in Uganda. The full scope of our work is detailed in *Schedule 1 – Responsibilities of the Tax Advisor*, of this Engagement Letter. Our obligations under this engagement will expire upon our issuance to you of our final tax advisory report.

3. Responsibilities of directors

- 3.1 The responsibility of maintaining proper tax records and issuance of tax credit certificates, including adequate disclosure of and filing tax returns is that of the management of BTC.

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@brj.co.ug

BRJ Advisory Services is a *Correspondent of Mazars*.

Mazars is a global professional services firm providing services based on quality and integrity. It draws Knowledge and skill from more than 13,000 professionals in 77 countries. Mazars is also a member of Praxity Alliance, which enables Mazars to operate in 14 additional countries with additional 14,000 professionals



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 professional services as specified in Schedule I of this Engagement Letter to **USD 1470 (United States Dollars One Thousand Four Hundred and Seventy)**.

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

Our fees for the provision of the withholding tax advisory services as specified in this engagement will be payable as follows

- 50% upon the signing of this engagement and
- 50% after submission of our final withholding tax advisory report.

We will present our 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.

We have agreed to absorb our incidental and out-of-pocket expenses such as travelling, subsistence, any special telecommunications or computing charges and any other expenses which we incur while engaged on your business, whether at your premises or elsewhere.

Please note that the timely completion of our work requires the full co-operation of your staff in the provision of records, documentation, other information and explanations relevant to the assignment. Estimates of time for completion of the tax 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.