

Our ref: T/BRJ/027/18

May 3, 2018

The Director
MSFCH - Support Unit Kampala
Plot 80 Hanlon Road,
Nsambya, P.O.Box 31282,
Kampala, Uganda

Dear Sir,

LETTER OF ENGAGEMENT – TAX ADVISORY SERVICES

1. Introduction

- 1.1** Thank you for appointing us to provide you with tax advisory services to Médecins Sans Frontières, MSFCH ("the company"). This engagement letter, together with the attachments (the "Engagement Letter"), sets out the basis upon which we will provide professional services to the company (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** Our role will be to provide tax support services to the Company in regards to the PAYE and Withholding tax liabilities raised by URA for the period March 2015 to September 2017 as detailed in Schedule I attached. Our duties and responsibilities shall be limited to the matters expressly referred to in that schedule.

3. Responsibilities of directors

- 3.1** The responsibility of providing all the necessary documents and information required and at the right time for the proper management of MSFCH. The responsibility of maintaining proper accounting records and preparing financial statements, including adequate disclosure is that of the management of the Company.

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

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 professional services as specified in Schedule I of this Engagement Letter as follows;

- Tax Consultancy Services will be fixed at **USD 1,250 (United States Dollars One Thousand Two Hundred Fifty)**.

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

Our business terms require that we will bill for **100%** of fees on signing of the engagement.

We will also charge a small fee for incidental and out-of-pocket expenses such as travelling, subsistence, filing charges at the company registry, any special telecommunications or computing charges and any other expenses of which we incur while engaged on your business whether at your premises or elsewhere.

Our fees for any subsequent tax advisory services will be revised and communicated to you in writing.

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

We reserve the right to charge 2% of the fees charged per month in case they outstanding without prior communication of the delay.

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