

Our Ref: C/BRJ/009/ECL1/17

April 12, 2017

The Directors
Equator Catering Limited
28 Bandali Rise
Bugolobi
Kampala
Uganda.

Dear Sirs,

LETTER OF ENGAGEMENT - COMPANY SECRETARIAL SERVICES - 2017

We refer to our appointment to provide company secretarial services to Equator Catering Limited. This engagement letter, together with the attachments (the 'Engagement'), sets out the basis upon which we are to provide professional services to Equator Catering Limited (the 'Engagement') and below is a summary of the scope of our work, our fees and the terms of the engagement.

1. Scope of Services

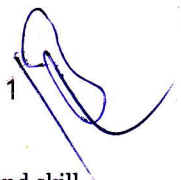
- 1.1. We will carry out the following secretarial activities as detailed below;
- 1.2. Prepare minutes of the Board Meeting, where applicable, and or resolutions thereto for the approval of the Financial Statements and the Directors' Report,
- 1.3. Prepare the notice, proxies and minutes of the Annual General Meeting (AGM),
- 1.4. Attend the AGM and take minutes therefrom, send for review by the Chairman and circulate the same to all directors and or shareholders,
- 1.5. Complete and file the Annual Return Form for the company,
- 1.6. Act as Company Secretary to Equator Catering Limited.

2. Other Secretarial Services

- 2.1 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;
- 2.2 Advice on payment of dividends, preparation of dividend notices and resolutions thereof,

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- 2.2 Advice on payment of dividends, preparation of dividend notices and resolutions thereof,
- 2.3 Preparation of resolutions in respect of changes in capital, shareholders, directors and name of the company,
- 2.4 Processing share transfers and allotments and issue of share certificates including advice on various implications such as Stamp Duty,
- 2.5 Preparation of resolutions in respect of bank arrangements and completion of the requisite forms,
- 2.6 Custody and administration of the use of the company seal, preparation of resolutions for ratification by the Board of Directors,
- 2.7 Company advice on capitalisation, restructuring, and other reorganisations.

3. Professional Fees

- 3.1 Our fees for filing the December 2017 return will be **UGX 250,000 (Uganda Shillings Two Hundred Fifty Thousand)** and covers the services enumerated in paragraph 1.
- 3.2 Our fees are exclusive of VAT which is presently 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.
- 3.3 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.
- 3.4 Our business terms require that we bill for our annual retainer fee at the commencement of our engagement.
- 3.5 An invoice for the annual retainer fee will be issued at the commencement of our engagement letter for the routine secretarial work.
- 3.6 Our fees are in general payable within 14 days of the invoice date.

4. Confidentiality

- 4.1 Any documentation or advice provided to you should not be made available or copied to any other third party without our prior consent. In the event, we neither make any representations, nor shall we have any liability, including claims for damages of any nature to any third parties or to your other advisors to whom it may be shown or into whose hands it may come.

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