



BRJ Advisory Services  
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Our Ref: C/BRJ/036/AUL2/16

March 16, 2016

The Directors  
Aramex Uganda Limited  
Yusuf Lule Road  
21, Course View Towers  
P.O.Box 27170  
Kampala, Uganda.

Dear Sirs,

#### **ENGAGEMENT LETTER - COMPANY SECRETARIAL SERVICES FOR 2016**

Thank you for engaging us to provide Company Secretarial Services to Aramex Uganda Limited. Mr. Robert Busuulwa will be your main point of contact and will have primary responsibility for this engagement. This engagement letter, the attached schedule of services, together with our terms of business set out the basis upon which we will act.

#### **1. Routine Secretarial Services**

We will carry out the following secretarial activities as detailed below;

- 1.1. Prepare minutes of the Board Meeting, where applicable, and or resolutions thereto for the approval of the Financial Statements and the Directors' Report,
- 1.2. Prepare the notice, proxies and minutes of the Annual General Meeting (AGM),
- 1.3. Prepare the required documentation for Change of Directors and file the relevant documentation at the Uganda Registration Services Bureau ('URSB'),
- 1.4. Complete and file the Annual Return Form for the company and advise the company the latest date by which the Return must be filed at USRB,
- 1.5. Obtain a certified document from USRB that shows the current shareholders and directors of the company as and when requested by the Company
- 1.6. Custody and administration of the use of the company seal, preparation of resolutions for ratification by the Board of Directors
- 1.7. Preparation and filing of any minutes of the Board of Directors meetings dealing with matters pertaining to opening of bank account, issuing of share certificates, appointment of auditors etc,
- 1.8. Act as Company Secretary to Aramex Uganda Limited.

#### **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;

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

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

2.3. Maintaining Statutory Registers including Register of Members, Directors, Secretary as required by law.

### **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. Advice on payment of dividends, preparation of dividend notices and resolutions thereof,

3.2. Preparation of resolutions in respect of changes in capital, shareholders, and name of the company,

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

3.4. Preparation of resolutions in respect of bank arrangements and completion of the requisite forms,

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

### **4. Professional Fees**

Our fees will be an annual retainer of **USD 1,000 (One Thousand United States Dollars)** covering the routine secretarial services enumerated above for year ending December 31, 2016.

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 year ending December 31, 2016.

Our attached business terms require that we bill for our fees for the year ending **December 31, 2016** in full in December 2016. We will present our invoice, which will be due for payment on submission.

### **5. Confidentiality**

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.

