

Our ref: AC/B2P/005/2017

May 25, 2017

Ms Erica Brandt
Program Manager - Uganda
Bridges To Prosperity
7 Binayomba Road
Venture Labs Building
Bugolobi, Kampala

Dear Erica,

LETTER OF ENGAGEMENT – GENERAL TAX ADVISORY SERVICES

Thank you for engaging us to provide Bridges To Prosperity ("B2P") with tax advisory services. Mr. Robert Busuulwa will be your main point of contact and will have primary responsibility for this assignment. This engagement letter, the attached schedule of services together with our standard terms and conditions set out the basis on which we act.

WHO WE ARE ACTING FOR

We are acting for Bridges To Prosperity ("The Company") only. Where you would like us to act for anyone else such as the directors, we will issue a separate engagement letter to them.

PERIOD OF ENGAGEMENT

This Engagement Letter will remain in force for, in the first instance, 1 year (One Year), and will be fully effective until varied or replaced by written agreement between us. Each party may give notice in writing of termination to the other, which notice will be delivered by either email, fax and/or a reputable courier service, indicating the reasons for termination such as a breach of the contract terms or non-remedy of written complaints within a reasonable time frame.

SCOPE OF SERVICES

We have listed below the work which you have instructed us to carry out, the detail of which is contained in the attached *Schedule B- Scope of Services* to this engagement letter. These state your and our responsibilities in relation to the work to be carried out.

If we agree to carry out additional services for you, we will provide you with a new or amended engagement letter. Only the services which are listed in the attached Schedule of Services are included within the scope of our instructions. If there is additional work that you wish us to carry out which is not listed in the schedules, please let us know and we will discuss with you whether they can be included in the scope of our work.

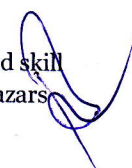
PROFESSIONAL FEES

Details regarding our professional fees are included in *Schedule D – Our Fees* attached.

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

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Schedule D – Our Fees

Our quarterly professional fees for the above-mentioned services will be **USD 300 (United States Dollars Three Hundred only)**.

Our professional fees are exclusive of VAT at the applicable rate, 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. Disbursements carry VAT.

We will bill for our first quarterly fees on the signing of our engagement letter and we kindly ask that our invoices are settled promptly and in any case not later than 14 days of their issue.

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