

Strictly Private & Confidential

February 8th 2020

To : XXXXXXXXXXXXXXXXXXXX

Address

City

Kind Attention: Mr. _____ Managing Director

Dear Sir,

Sub: Strategic and Financial Advisory Services for sale of shareholder stake/ investment in XXXXXX

We, _____ Name of Advisor _____ ("_____" and/ or "____") would refer to our discussions regarding finding an appropriate investor for _____ Name of company _____ (XXXXX).

Pursuant to these discussions, the Company has appointed Advisor to act as the Strategic and Financial Advisor to the Company with respect to the proposed Transaction ("the Engagement").

For this Engagement we herewith set out in this letter ("the Engagement Letter") the scope of our services, our remuneration structure and other terms of the Engagement. The said, if accepted shall be signed by the Authorized signatories of the Company in duplicate to form an Engagement.

- 1) **Scope of Services:** Under this Engagement Letter, we shall provide the advice and services as detailed below. We shall not be obliged to provide any other advice or services unless we expressly agree, in writing, to do so and in respect of which an additional fee may be payable.
 - a) Identifying, short-listing the potential incoming Investor(s) and reaching out to the potential incoming Investor(s) with the investment opportunity.
 - b) Work with the Company and the management team to prepare and fine-tune the business case of the Company to appropriately position it with the potential incoming Investor(s).
 - c) Assist in reviewing business plan, as may be required, investor presentations and financial models and other transaction collaterals as may be necessary.
 - d) Facilitating management meetings and discussions with the potential incoming Investor(s).
 - e) Endeavour to receive a non-binding term sheet ("Term Sheet") from potential incoming investors capturing the structure of the offer and valuation arrived at.
 - f) advising on the approach to potential investors by the Company, assessment of the Company's strategies and co-ordination of the approach;
 - g) advising on the valuation of the Company based on the information supplied to Advisor by the Company
 - h) assisting in the negotiation of the commercial terms and conditions of the

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S Ashworth



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