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SQUIRE PATTON BOGGS

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CONFIDENTIAL

July 1, 2017

His Excellency Philemon Yang
Prime Minister of Cameroon
Republic of Cameroon
Yaoundé, Cameroon

Re: ***Engagement of Squire Patton Boggs (US) LLP***

Your Excellency:

The engagement between the Government of the Republic of Cameroon (the "Government") and Squire Patton Boggs (US) LLP ("SPB") terminated by its terms on December 31, 2016. SPB appreciates the opportunity to continue its representation of the Government and I have the honor to submit this engagement letter for your consideration and approval. We highly regard this representation and are grateful for your expression of confidence.

A written engagement agreement is required or recommended by the law of professional ethics in the jurisdictions in which SPB practices law. The engagement agreement between us consists of this letter and the enclosed Standard Terms and Conditions of Engagement Applicable Worldwide ("Standard Terms"). The engagement agreement is designed to address our responsibilities to each other and to outline for you certain important matters that are best established early as we from an attorney-client relationship with you in this matter.

The engagement agreement responds to requirements in the rules of professional ethics and is intended to achieve a better understanding between us. It is governed by the law of the District of Columbia of the US. We request that you review this agreement carefully. By proceeding with this engagement you will be indicating to us that you have done so. It is important that you review and understand the terms of our relationship, such as the section on "Conflicts of Interest." For many of our clients from nations other than the US, the section on "Conflicts of Interest" makes our agreement on conflicts similar if not identical to the ethics rules for lawyers in your country.

Fees for our work shall be in the form of a fixed quarterly retainer of US$100,000.00 inclusive of out-of-pocket expenses (the "Retainer"), the first quarterly payment (covering the period July-September 2017) due upon signature of this engagement agreement. Larger expenses including required travel outside the Washington, DC region and other pre-approved expenses will be billed separately. Please wire payments to the following account:

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Squire Patton Boggs (US) LLP
US Bank, USA
[redacted]
Bank Account #: [redacted]
Attention: Robert S. Kapla

We have agreed that this engagement shall run from July 1, 2017 through December 31, 2017. During this period we will execute the scope of work we have discussed with Prof. Fabien Nkot of your office. Joseph Brand and Ambassador Frank Wisner will assist me on this engagement. We may be supported by other lawyers and professionals at SPB, most especially Stacy Swanson.

Please confirm your acceptance of this engagement by countersigning the enclosed copy and returning it to me. If you do not agree with one or more of the provisions of the engagement agreement, please contact me so that we can try to address your concerns. Of course, if you have any questions or concerns regarding the foregoing, please contact me. You should also feel free to consult with independent counsel before signing. Throughout our relationship, we want you to be satisfied with the professional services that we perform on your behalf. Accordingly, we encourage you to contact us just as soon as you have any questions or concerns regarding our services or our fees.

Your Excellency, thank you once again for the opportunity to be of service to the Government and through it to the people of Cameroon.

Respectfully,

Squire Patton Boggs (US) LLP

Robert S. Kapla
Partner

Letter and Standard Terms Accepted,
Including section on "Conflicts of Interest"

OFFICE OF THE PRIME MINISTER OF
THE REPUBLIC OF CAMEROON

By: M. GHOGOMU Paul MINGO
Director of the Cabinet
Office of the Prime Minister

Enclosure

010-8511-8728/1/AMERICAS