



Healy Consultants



DR Congo Free Zone Company Invoice

Client to provide

Company Reg. No.: 921530

Address to be provided

Date: Thursday, July 20, 2017

Invoice No: 2017 – 10 – 003p

| Professional services for DR Congo FZ LLC (without travel) | Notes | Year 1 US\$ | Year 2 US\$ |
|---|-------|---------------|--------------|
| DR Congo FZ LLC formation fees (without travel) | 1. | 14,040 | 5,630 |
| Assistance to secure free zone space | 2. | 1,950 | 0 |
| Estimated DR Congo Government registration fees | 3. | 890 | 200 |
| DR Congo corporate bank account opening fees (without travel) | 4. | 3,950 | 0 |
| Project management fees for a 5 months engagement | 5. | 3,950 | 0 |
| Tax and VAT registration fees | 6. | 250 | 0 |
| Estimate of annual accounting and tax fees | 7. | 0 | 2,300 |
| Total Healy Consultants fees payable this month | 8. | 25,030 | 0 |
| Estimate of total Healy Consultants fees payable after 12 months | 9. | | 8,130 |

Note: this invoice needs to be tailored for each Client. The above services and fees represent the average requirements of our Clients. I recommend you carefully read the notes within the attached draft invoices to confirm and understand all services required by your Firm, eliminating the risk of unwanted fee surprises during the engagement;

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Notes to invoice above

1. Healy Consultants' fees to efficiently and effectively project manage Client's DR Congo engagement within [5 months \(click link\)](#), including **i)** choosing the optimum regulatory license for our Client's business activities **ii)** reserving the free zone company name **iii)** liaising with lawyers and accountants and **iv)** submitting a quality company incorporation application to the [Guichet Unique de la Création d'Entreprises](#);

All [engagement fees](#) (click link) are agreed and paid up front and agree to the fees published on our country web pages. Consequently, there are no hidden fees or surprises or ambushes throughout the engagement. All engagement deadlines are agreed up front in the form of [a detailed project plan](#), mapping out deliverables by week throughout the engagement term;



Every second day during the engagement, we email our Client a [detailed email engagement status update](#). Our Client is immediately informed of engagement problems together with solutions. Your dedicated engagement manager is reachable by phone, skype, live chat and email and will communicate in your preferred language;

2. Healy Consultants will be happy to assist your Firm find a suitable warehouse or industrial space in any of the DR Congo free zones. Our one-time fee for the same amounts to US\$1,950. The rental fees will be payable directly to the Free Zone Authority
3. This fee is an estimate of government costs payable during your Firm's engagement. All government fee payments will be supported by original receipts and invoices. Examples of government costs include **i)** registering the company bylaws; **ii)** obtaining the RCCM number; **iii)** registering the free zone company for tax with the [Direction Générale des Impôts](#). Following engagement completion, Healy Consultants will refund our Client any excess of funds received over actual Government costs paid;

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4. Healy Consultants will be pleased to open a Congo corporate bank account without travel. It is a time consuming task, Healy Consultants will shelter our Client from the administrative challenges. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed free zone company, when shareholders and directors and bank signatories reside overseas. Healy Consultants will prepare a business plan for the bank to optimize the probability of corporate bank account approval. Depending on our Client business and nationality, there is a 20% probability the banks will request a bank signatory to travel for a one-hour bank interview. Healy Consultants will try its best to negotiate with the bank for a travel exemption. If our Client must travel to Congo for corporate bank account opening, Healy Consultants will refund our Client US\$950;

If our Client is not comfortable with only a Congo corporate bank account, Healy Consultants will be pleased to open [an international corporate bank account](#) (click link) outside of Congo. Examples include New York, Germany, Liechtenstein, Austria, Bulgaria, South Africa, Australia, London, South America or Dubai. All banks will be top tier banks in these countries with excellent internet banking services. Example of our global banking partners include HSBC, Standard Chartered Bank, Citibank, Barclays, Standard bank, ANZ bank, Ecobank, UBS, Credit Suisse;

The banks enjoys ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants' control. What is inside our control is the preparation and submission of a high quality bank application that maximizes the likelihood of approval. To date, we enjoy a 100% approval record because of [our global banking relationships](#) and determination.

Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Clients should expect the bank account approval period to take up to 4 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts or lease agreement;



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5. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
 - a. thoroughly research and plan DR Congo business set up for our Client;
 - b. devising strategies to **i)** minimise the total engagement period **ii)** complete the engagement without our Client travelling **iii)** avoid the need for a specific regulatory license;
 - c. agreeing the optimum corporate structure with our Client;
 - d. submitting a high-quality free zone company change of corporate structure application to the [Direction Générale des Impôts](#);
 - e. choosing the optimum regulatory license for our Client's business activities (if required);
 - f. injecting the paid up share capital on our Client's behalf (if required);
 - g. collating and supervising the legalisation and attestation and translation of Client documents;
 - h. weekly detailed engagement [status updates](#) to our Client and weekly Friday conference calls;
 - i. payment of retainer fees to multiple local lawyers and accountants;
 - j. ensuring our Client complies with local regulations and legally owns and controls the new entity;
 - k. ascertain the specific accounting, tax, legal and compliance considerations;
 - l. finding solutions to [challenges that occur](#) throughout the engagement;
 - m. determining the local and international tax obligations of the business entity, including corporate income tax, payroll taxes, withholding tax and sales taxes;
6. In accordance with [DR Congo's Indirect Taxation Act](#), each entity must register for corporate tax and VAT at the [Direction Générale des Impôts](#);
7. For an active trading free zone company, these [accounting and tax \(click link\)](#) fees are an estimate of Healy Consultants fees to efficiently and effectively discharge your annual free zone company accounting and tax obligations. Following receipt of a set of draft accounting numbers from your free zone company, Healy Consultants will more accurately advise accounting and tax fees. For a dormant free zone company, Healy Consultants fees are only US\$950;



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8. All fees quoted in this invoice correspond to fees quoted on Healy Consultants' [website](#). Please review this invoice carefully to identify errors. During the rush of a business day, it is possible Healy Consultants inadvertently made fee calculation errors, typing errors or omitted services or omitted historic fee payments from Clients. In the unfortunate event you identify invoice errors, please revert to me directly re the same. I apologize in advance if I or my staff made invoice errors;
9. Assuming our Clients' re-engage Healy Consultants in year 2, this fee is an estimate of the fees payable next year, 12 months after the date of free zone company registration;
10. The fees quoted in this invoice are a prediction of the fees required to efficiently and effectively complete this engagement in a timely manner. If during the engagement Healy Consultants realizes that the project is more complex than anticipated, requiring a large additional investment of time, my Firm will revert to request additional fees. If Healy Consultants completes the engagement faster than expected and more easily than expected, Healy Consultants is happy to refund some fees to our Client;
11. If required, Healy Consultants will be pleased to assist your Firm draft a feasibility study and an environmental impact study. Before confirming approval for registration of the free zone company in the applicable zone, the Zone authorities may require our Client to provide **i)** a feasibility study and **ii)** an environmental impact study (EIS) for their manufacturing investment project. To complete the same, Healy Consultants will **i)** prepare a quality business plan to secure confirmation of interest from multiple zones and thereafter **ii)** prepare and submit a quality feasibility study and EIS to our Client's preferred zone. After review of the documents, the zone authority will also confirm business setup capital including **i)** exact type of foreign certificate required **ii)** paid-up capital required to secure the same **iii)** manufacturing permits and licenses to be secured;
12. Depending on the specific nature of the business of our Client, the FTZ authority and the DR Congo Government can require our Client to obtain a manufacturing license before our Client is legally allowed to commence manufacturing operations. If needed, Healy Consultants will be happy to assist our Client to **i)** prepare and collate all the required due diligence documents, **ii)** obtain and prepare all the required application forms and **iii)** submit a quality manufacturing license application with the relevant authority. Additional fees will apply for these services;

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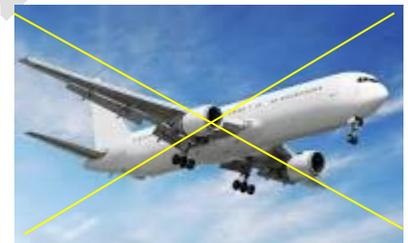


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13. In accordance with [DR Congo Companies Act](#), each free zone company must have at least one individual country representative ordinarily resident in DR Congo. If required, Healy Consultants will be pleased to provide your firm with a professional nominee legal representative in DR Congo. Our fee amounts to US\$6,600 per annum;
14. In accordance with [DR Congo Companies Act](#), the issued share capital of US\$200,000 must be deposited to the free zone company bank account before incorporation. To optimize engagement efficiency and minimize delays, Healy Consultants is happy to deposit these funds on behalf of our Clients;
15. Healy Consultants will be pleased to provide our Client nominee services for their DR Congo free zone company. Our fee for offering nominee legal representative service is US\$9,000. Additionally, if our Client requires nominee shareholder and director [services \(click link\)](#), Healy Consultants will be pleased to assist. Our fee for professional, passive nominee corporate [shareholder](#) amounts to US\$2,100 per annum. Our fee to be both nominee director and shareholder amounts to US\$6,600 per annum. Being the sole shareholders and sole director of a Client's company exposes Healy Consultants to reputation, litigation and financial risk;
16. If our Client and Healy Consultants properly plan this engagement, our Clients' will **not** have to travel during this engagement. Healy Consultants will efficiently and effectively and aggressively complete free zone company registration and corporate bank account opening in a timely manner without our Client presence. Instead, our Client will need to **i)** sign and get documents legalized in the embassy in their country of origin and **ii)** courier the originals to Healy Consultants office;
17. If required, Healy Consultants will be pleased to assist your Firm obtain [business visa](#) approvals. Our fee is US\$3,950 for the first employee, US\$2,950 for the second employee, US\$1,950 per employee thereafter. Our employee visa fees includes preparation of a quality visa application and submitting to the correct Government immigration officers. The Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants' control. What is inside our control is the preparation and submission of a high quality immigration visa application that maximizes the likelihood of visa approval;



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18. Monthly and quarterly Government tax obligations include **i)** monthly payroll reporting and **ii)** monthly VAT and corporation tax return filing. If you need our help, Healy Consultants can complete monthly Government reporting for a monthly fee of US\$860. Healy Consultants monthly support will include **i)** receive in dropbox the monthly invoices from our client **ii)** label monthly bank statement transactions **iii)** preparation and submission of VAT returns and **iv)** monitor monthly profit levels to minimize annual tax **v)** submission of monthly employee payroll reporting;
19. Some of our Clients engage Healy Consultants to [recruit](#) local employees. We have a lot of experience in this area and we are quite skilled at securing quality candidates for our Clients;
20. Some of our Clients request Healy Consultants to provide temporary shared [office space](#) for 6 months until their preferred business premises is found. If your Firm requires this service, our one-time fee is US\$950. Monthly rental thereafter is paid directly to the landlord, independently of Healy Consultants;
21. Some of our Clients require an immediate DR Congo solution. With this strategy, within a day Healy Consultants can supply our Client **i)** an existing dormant DR Congo company number and **ii)** an already approved DR Congo corporate bank account number and **iii)** a business address. Turnkey solutions are attractive to those entrepreneurs who wish to immediately close a country deal, sign a contract or invoice a customer;
22. Engage Healy Consultants to [project manage \(click link\)](#) the set up of your business in every country on the planet. We are the best in the [world \(click link\)](#) at what we do and we are a one-stop-shop for [the A to Z \(click link\)](#) of every country engagement;
23. During the engagement, shareholders and directors documents may need to be translated into the local language before the Government and Bank approves free zone company registration and corporate bank account opening respectively. Consequently, our Client should budget for possible additional translation and embassy atestation fees. Either our Client or Healy Consultants can complete this administrative task;



As always, Healy Consultants will negotiate with all third parties to eliminate or reduce additional engagement costs. For transparency purposes, all third party fee payments will be supported by original receipts and invoices. Examples of possible third party payments include **i)** embassy fees **ii)** notary public costs **iii)** official translator fees;

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24. To assist our Clients to minimize foreign exchange costs, we offer the payment in SG\$, Euro, Pounds or US\$. Kindly let me know in which currency your Firm prefers to settle our fees and I will send an updated invoice, thank you;
25. Engage Healy Consultants to [project manage \(click link\)](#) the set up of your business in every country on the planet. We are the best in the [world \(click link\)](#) at what we do and we are a one-stop-shop for [the A to Z \(click link\)](#) of every country engagement;
26. As stipulated on our [business website](#) and in section 3 of our engagement letter, Healy Consultants will only commence the engagement following **i)** settlement of our fees and **ii)** completion and signing of our legal engagement letter;
27. Healy Consultants will only incorporate your free zone company after 75% of [due diligence documentation](#) is received by email. Healy Consultants will only open a corporate bank account after 100% of the Client's original due diligence documentation is received by courier;
28. To efficiently and effectively complete your engagement in a timely manner, we recommend your Firm transfers these funds to Healy Consultants' corporate bank account. Thereafter, our Incorporation and Banking Team will aggressively advance your engagement, providing your Firm daily feedback as to engagement status. I would be grateful if you email us the bank transfer advice slip to enable my Accounting Department to accurately and timely identify bank receipts;
29. It is important our Clients are aware of their personal and corporate tax obligations in their country of residence and domicile and they will fulfill those obligations annually. Let us know if you need Healy Consultants help to clarify your local and international annual tax reporting obligations;
30. Some of our Clients' prefer to pay Healy Consultants fees by [instalments \(click link\)](#);

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Thank you for your business and we look forward to working closely with you over the coming weeks as we engineer your DR Congo free zone corporate structure.

Best regards,

Aidan Healy

Aidan Healy
Managing Director
Healy Consultants Group

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