

Argentina S.A. Turnkey Solution Invoice

Client to provide

Company Reg. No.: 200311971N

Address to be provided

Date: Monday, September 09, 2019

Invoice No: 2014 – 10 – 003z

Professional services rendered for Argentina turnkey solution	Notes	Year 1 US\$	Year 2 US\$
Argentina shelf SA company fees (without travel)	1.	15,550	2,800
Argentina legal registered office fees for 12 months	2.	2,500	2,500
Estimated Argentina Government registration fees	3.	940	200
Argentina already approved corporate bank account fees (without travel)	4.	4,950	0
Tax and VAT registration fees, including CUIT for 2 foreign individuals	5.	2,350	0
Passive, professional nominees for 4 months	6.	8,400	0
Corporate structure changes including the bank signatory	7.	3,450	0
Project-management fees for a 4-month engagement	8.	4,400	0
Estimate of annual tax and accounting fees	9.	0	2,300
Total Healy Consultants fees	10.	42,540	0
Estimate of total Healy Consultants fees payable after 12 months	11.		7,800

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 Group PLC's fees to supply our Client Roesli S.A., an Argentina dormant clean shelf company with an already opened Santander corporate bank account, together with all Government fees paid up to date. The company was registered in 2008 and has been dormant since 2012. Historic annual accounting and tax and legal and audit obligations complete. Within 1 week after fee settlement, my team and I will email you **i)** a company registration number **ii)** a corporate bank account number **iii)** a city center business address **iv)** a tax number and **iv)** a proforma Argentina sales invoice template complying with Argentina company law;

These fees also include our time to efficiently and effectively [timely project manage](#) (click link) our Clients' engagement including **i)** time taken with our Clients to agree the optimum corporate structure, while legally minimising global taxation **ii)** devising a strategy to complete the engagement without our Client travelling **iii)** finding solutions to [challenges that occur](#) throughout the engagement.

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 week 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. In accordance with the [Argentina Companies law](#), a company in Argentina shall as from the date of its incorporation have a legal registered office in Argentina, to which all official Government communications and notices may be addressed. To comply with this statutory requirement, Healy Consultants Argentina business office will be the registered office address for your Argentina Company. Thereafter, this address will be used to receive Government correspondence including annual and quarterly tax returns. Most of our Clients wish to place Healy Consultants' address on invoices, contracts, websites and business cards;
3. This fee is an estimate of government costs payable during your Firm's engagement. For transparency purposes, all government fee payments will be supported by original receipts and invoices. Examples of government costs include **i)** reserving the company name with the Inspeccion General de Justicia [IGJ](#); **ii)** publish the new company notice in the official paper (Boletin oficial); **iii)** register with the Public Register of Commerce and **iv)** buy the special books. Following engagement completion, Healy Consultants will refund our Client any excess of funds received over actual Government costs paid;
4. Over the coming months, our Client will be appointed as the new sole bank signatory to the already approved Argentina [multi-currency corporate bank account](#) (click link). It is a time-consuming task; Healy Consultants will shelter our Client from the administrative challenges. As you can appreciate, it is a challenging task to secure change of bank signatory for a newly purchased company;

The name of the already approved corporate bank account is that of the existing ready-made company. The shelf company name can be changed including the business activity of the company. If our Clients wishes to change the shelf company name, the bank will request some new forms to be signed by the current authorized signatory and our Client, without your travel;

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At the beginning of the engagement, Healy Consultants Group PLC will negotiate with the bank to add our Client as bank signatory approval while keeping our professional, passive nominee shareholder, director and bank signatory. We will prepare a quality business plan for the bank to optimize the probability of change of signatory approval. Following completion of Argentina change of corporate structure, Healy Consultants Group PLC will complete removal of the nominee as bank signatory;

Depending on our Client's business and nationality, there is a 40% probability the banks will request beneficial owners and future bank signatories to travel to Argentina for a one-hour bank interview. Healy Consultants Group PLC will try its best to negotiate with the bank for a travel exemption. If our Client must travel to Argentina for bank account signatory change, Healy Consultants will refund our Client US\$1,250;



In accordance with [Argentina Companies Law](#), Healy Consultants Group PLC will also assist our Client to open a capital account in Argentina during the change of corporate structure process. This corporate bank account must be used to channel **i)** paid up share capital **ii)** other funds invested in Argentina and **iii)** all future earnings made in Argentina remitted abroad;

The banks enjoy ultimate power of approval of change of bank signatories applications. Consequently, guaranteed success is outside of Healy Consultants Group PLC's control. What is inside our control is the preparation and submission of a high-quality change of bank signatory application; maximizing the likelihood of approval;

If Healy Consultants placed with the bank an initial deposit to activate the corporate bank account, the funds will remain in the corporate bank account less bank charges and Healy Consultants will recover the full amount from our Client;

It is important our Client is aware Healy Consultants Group PLC will only change the bank signatory after 100% of our Client due diligence documentation is received by courier. Only after the sole bank signatory is legally changed to our Client, can you remit funds into the corporate bank account. I recommend you read [this web page](#) to familiarize yourself with the detailed corporate restructuring process and timeframe, including **i)** changing bank signatory **ii)** shareholders and directors and **iii)** company name and business activity;

Depending on our Client's business and nationality, there is a 25% probability the banks will request a bank signatory to travel for a one-hour bank interview. Healy Consultants Group PLC will try its best to negotiate with the bank for a travel exemption. If our Client must travel for corporate bank account opening, Healy Consultants Group PLC will refund our Client US\$950;



If our Client is not comfortable only with a Argentina corporate bank account, Healy Consultants can additionally open [an international corporate bank account](#) outside of Argentina for an additional fee. 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

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services. Example of our global banking partners include HSBC , Standard Chartered Bank, Citibank, Barclays, Standard bank, ANZ bank, VTB bank, UBS, Credit Suisse;

The banks enjoy 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.

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 8 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts, invoices or lease agreements;

5. In accordance with Argentina law, each entity must register for corporate tax and VAT at the [Administracion General](#). Because our shelf company is dormant since 2012, we may need to registered for tax and VAT with [Administracion General Usually](#), it takes 3 weeks to secure VAT registration numbers;

All the directors and shareholders of an Argentina company are required to obtain a Fiscal code and a tax identification number (CUIT). Healy Consultants fees for each application amounts to US\$750 per person;

6. In accordance with the [Argentina Companies Law](#), all Argentina companies must have at least **i)** 1 shareholder and **ii)** 2 directors of which majority needs to be resident in Argentina. If required, Healy Consultants Group PLC will be pleased to provide our Clients with a full package of passive professional nominee services (3 nominees) for four months until the corporate structure is successfully changed. Our fee is US\$8,400 for this service. Appointment of Healy Consultants Group PLC's professional, passive [nominee shareholders](#) and [directors](#) and bank signatory enables our Client to **i)** sales invoice customers within six weeks and **ii)** sign contracts and lease premises;

Our fee to only provide a country [resident director](#) (click link) is US\$8,400 per nominee per annum. Our fee to be both nominee director (2 resident required) and shareholder amounts to US\$25,200 per annum. Being the sole shareholders and sole director of a Client's company exposes Healy Consultants to reputation, litigation and financial risk

7. This fee is Healy Consultants professional fee to assist our Client change **i)** the company name and business activity and **ii)** the directors and company shareholders. It is a time consuming task, Healy Consultants will shelter our Client from the administrative challenges. Depending on our Client's business and the efficiency of the Government, this process can take up to 3 months from submission of a complete quality change of corporate structure application. This is the hardest part of the engagement;

This fee also covers Healy Consultants Group PLC professional fee to assist our Clients secure the amended company profile. This includes our fee to draft applications to the [Argentinian Office of Corporations](#) and [Public Register of Commerce of the City Of Buenos Aires](#) to **i)** seek approval for share purchase **ii)** change company name **iii)** change business activity and **iv)** change director and company shareholder. All of the changes made will be reflected on the amended company profile. Appointing new and resigning old shareholders and directors is a complex, lengthy process; exacerbated by inefficient Government Departments;

Immediately after the change of corporate structure, our Client can legally conduct business in Argentina, including **i)** issue sales invoices to local customers **ii)** sign customer and supplier contracts **iii)** sign a lease agreement for long term physical office and warehouse premises **iv)** and hire local and expatriate

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employees including secure employment visa approval. Healy Consultants Group PLC will inform our Client if some business activities require additional Government approvals and licenses;

Before the Argentina bank approves our Clients' preferred bank signatory, the bank in-house Legal and Compliance Department will request additional Know Your Customer documents. Change of corporate structure and of bank signatory is a time-consuming task, but Healy Consultants Group PLC will shelter our Client from this administrative burden;

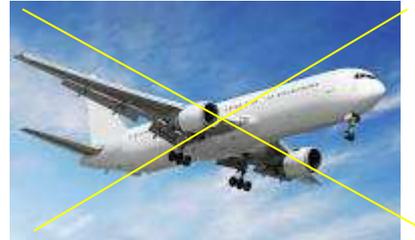
Realistically and so our Client can plan their business, our Client will be able to log into e-banking within 8 weeks from the time Healy Consultants Group PLC completes corporate structure change, as outlined on this [web page \(click link\)](#);

8. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
 - a. thoroughly research and plan Argentina shelf company purchase 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 Argentina [national shareholder](#) and **iv)** avoid the need for a specific regulatory license;
 - c. agreeing the optimum corporate structure with our Client;
 - d. submitting a high-quality company change of corporate structure application to the [Public Register of Commerce of the City Of Buenos Aires](#);
 - e. choosing the optimum regulatory license for our Client 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
9. For an active trading company, these annual [accounting and tax](#) fees are an estimate of Healy Consultants fees to efficiently and effectively discharge your annual company accounting and tax obligations. Following receipt of a set of draft accounting numbers from your company, Healy Consultants will more accurately advise accounting and tax fees. For a dormant company, Healy Consultants fees are only US\$950;
10. All fees quoted in this invoice correspond to fees quoted on Healy Consultants' [business website](#). Please review this invoice carefully to identify errors. During the rush of the business day, it is possible Healy Consultants inadvertently made fee calculation errors, typing errors or omitted services. 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;



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11. 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 company registration;
12. 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 and more easily than expected, Healy Consultants is happy to refund some fees to our Client;
13. In accordance with Argentina Company Law, at least 25% of the share capital must be deposited to the company bank account during company incorporation, the remaining over the next 2 to 5 years. Therefore our Client will not need to deposit any additional paid up share capital. That said, if the paid up share capital is deposited in the existing corporate bank account, our Client will need to refund this to the seller;
14. If our Client and Healy Consultants properly plan this engagement, our Clients' will **not** have to travel. Healy Consultants will efficiently and effectively and aggressively complete 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;
15. Depending on our Client's business and nationality, the Argentinian Government may require a special regulatory license to carry on your business in the country. Healy Consultants will assist our Client secure license approval; there may be additional engagement fees. However, the Government enjoys ultimate power of approval of company registrations and business licenses;
16. If required, Healy Consultants will be pleased to assist your firm to secure employee [visa](#) approvals. Our fee is US\$5,950 for the first employee, US\$4,950 for the second employee, US\$3,950 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;
17. Monthly, quarterly and mid-year Government tax obligations include monthly and quarterly payroll reporting, VAT and corporation tax return filing. If you need our help, Healy Consultants can complete monthly Government reporting for a monthly fee of US\$660. 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)** submission of monthly employee payroll reporting;
18. During the engagement, shareholders and directors documents may need to be translated into the local language before the Government and Bank approves 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

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receipts and invoices. Examples of possible third party payments include **i)** embassy fees **ii)** notary public costs **iii)** official translator fees;

19. 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;
20. 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;
21. 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;
22. 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;
23. Healy Consultants will only incorporate your 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;
24. During the annual renewal engagement with our Client, our in-house [Legal and Compliance Department \(click link\)](#) reviews the quality and completeness of our Client file. Consequently, Healy Consultants may revert to our Client to ask for more up to date [due diligence documentation](#);
25. It is important our Clients' are aware of their personal and corporate tax obligations in their country of residence and domicile. Let us know if you need Healy Consultants help to clarify your local and international annual tax reporting obligations;
26. To assist our Clients minimize Forex costs, we offer the payment in SG\$, Euro, Pound or US\$. Kindly let me know in which currency your Firm prefers settling our fees and I will send an updated invoice, thank you;
27. Some of our Clients' prefer to pay Healy Consultants fees by [instalments \(click link\)](#);

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

Best regards

Aidan Healy

Aidan Healy

[Business owner](#)

Healy Consultants Group

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