



Healy Consultants



Luxembourg SPF (SARL) Invoice

Client to provide
Address to be provided
Date: Thursday, May 12, 2016

Company Reg. No.: 921530
Invoice No: 2016 – 001 – 017p

Professional services for Luxembourg SPF (SARL) (without travel)	Notes	Year 1 €	Year 2 €
Luxembourg company formation fees (without travel)	1.	10,600	0
Legal registered office fees	2.	3,710	3,710
Capital tax payable to Luxembourg Government	3.	1,070	1,070
International corporate bank account (without travel)	4.	2,950	0
Tax registration fees	5.	950	0
Assistance to secure SPF status	6.	6,000	0
Estimate of annual tax and accounting fees	7.	0	2,300
Total Healy Consultants fees payable this month	8.	25,280	0
Estimate of total Healy Consultants fees payable after 12 months	9.		7,080

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 below 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 complete Luxembourg SPF company registration within [3 weeks](#) by **i)** choosing the optimum regulatory license for our Client's business activities **ii)** reserving a company name with the [Chamber of Commerce](#) **iii)** settling our accountants' and lawyers' fees and **iv)** preparing a high quality company incorporation application for [the Chamber of Commerce](#);

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, 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, Healy Consultants will email our Client a [detailed 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 [Luxembourg Company Law 1915](#), each SARL shall as from the date of its incorporation have a legal registered office in Luxembourg, to which all official government communications and notices may be addressed. To comply with this statutory requirement, Healy Consultants' Luxembourg office will be the registered office address for your company. Thereafter, this address will be used to receive Government correspondence including **i)** the annual tax return, **ii)** notice of the annual return; and **iii)** notice of government audits. Most of our Clients wish to place Healy Consultants [Luxembourg office address \(click link\)](#) on invoices, contracts, websites and business cards;
3. This fee is an estimate of Government costs to complete your Firm's engagement. All Government fee payments will be supported by original receipts and invoices. Examples of Government costs include include **i)** registering the company at the Register of Commerce and Companies; **ii)** paying the fixed specific registration fee to the Land Registration and Estates Department; **iii)** paying the stamp duty for the business permit, if required; and **iv)** obtaining a LuxTrust certificate. 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 Luxembourg corporate bank account without our Client travel. It is a time consuming task, and Healy Consultants will shelter our Client from the associated administrative challenges. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed company when shareholders, 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's 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 Luxembourg for corporate bank account opening, Healy Consultants will refund our Client €950;

If our Client is not comfortable with only a Luxembourg corporate bank account, Healy Consultants will be pleased to open [an international corporate bank account](#) (click link) outside of Luxembourg. 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, 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. 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. In accordance with Luxembourg law, each entity must register for tax at the [Land Registration and Estates Department](#). An SPF company will be liable to pay an annual subscription tax at a rate of 0.25% and VAT registration is not needed. Healy Consultants will be happy to assist your firm with tax registration for a one time fee of €950;
6. Healy Consultants to assist our Client to secure the license required for the company to become a family wealth management fund (societe de participation financiere or “SPF”). This type of company cannot have **i)** corporate shareholders **ii)** commercial activities (only investment holding) and **iii)** cannot participate to the management of its Luxembourg or foreign subsidiaries;
7. For an active trading company, these [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 €950. Accounts must be prepared according to Luxembourg GAAP;
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 the business day, it is possible that 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 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 and more easily than expected, Healy Consultants is happy to refund some fees to our Client;



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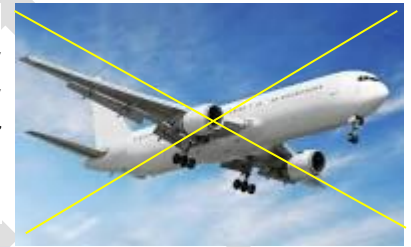


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11. Engage Healy Consultants to [project manage](#) business set up in every country on the planet. We are the best in the [world](#) at what we do, timely completing [the A to Z](#) of every country engagement;
12. In accordance [Luxembourg Company Law 1915](#), the minimum share capital of a SARL company is €12,394.68, which must be deposited in a bank account prior to incorporation;
13. 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 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;
14. If required, Healy Consultants will be pleased to assist your firm to secure employee [visa](#) approvals. Our fee is €2,950 for the first employee, €1,950 for the second employee, €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;
15. In order to obtain a business permit, which is required in order to conduct business within Luxembourg, each Luxembourg SARL must have at least one individual director resident in Luxembourg and responsible for managing the company. If required, Healy Consultants can provide you a professional passive nominee director for an annual fee of €11,850 per nominee. As an SPF company is not permitted to conduct business, a business permit is not required;
16. If our Client requires nominee [services \(click link\)](#), Healy Consultants will be pleased to assist. Our annual fee for corporate nominee director or shareholder amounts to €2,800. Our annual fee for a non-resident individual nominee director or individual shareholder amounts to €4,600. Our annual fee for a Luxembourg resident nominee director or shareholder amounts to €11,850;
17. If your Firm requires an office space in Luxembourg, Healy Consultants will be pleased to assist. Our one-time fee for this service amounts to €950. The monthly rent thereafter will be paid independently and directly to the landlord by our Client. An estimate of such a rental for a space of 10 sq. m. for one employee is €2,100 per month;



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18. Depending on our Client's business and nationality, the Luxembourg 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;
19. 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 attestation 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;
20. Some of our Clients' require an [immediate country solution](#). With this strategy, within a day Healy Consultants can supply our Client **i)** an existing dormant Luxembourg company number and **ii)** an already approved Luxembourg 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;
21. 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;
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](#);



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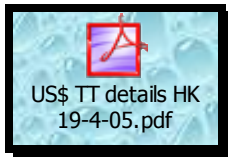


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25. To assist our Clients to minimize foreign exchange costs, we offer the payment in SG\$, Euro, Pounds or US\$. Kindly let me know in which currency your Firm prefers to settle our fees and I will send an updated invoice, thank you;
26. Some of our 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';
27. 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:



[Double click on the attachment included here!](#)

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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 Luxembourg corporate structure.

Best regards

Aidan Healy

Aidan Healy

[Business Owner](#)

Healy Consultants Group

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