

## Kenya Turnkey Solution Invoice

Client to provide

Address to be provided

Date: Friday, May 31, 2019

Company license No.: 268868

TRN.: 100399843000003

Invoice No: 2019 – 05 – 027SE

Professional services for <a href="#">Kenya</a> turnkey solution (without travel)	Notes	Year 1 US\$	Year 2 US\$
Kenya dormant readymade <a href="#">LLC company</a> fees (without travel)	1.	9,500	1,130
Company <a href="#">secretary and legal registered office</a> fees	2.	2,200	1,410
Kenya corporate <a href="#">bank account</a> (without travel)	3.	4,950	0
Corporate structure changes including new bank signatory	4.	3,950	0
<a href="#">Project management</a> fees for a 3-month engagement	5.	3,760	0
Estimate of annual <a href="#">accounting, auditing and tax</a> fees	6.	0	2,700
<b>Total</b> Healy Consultants Group PLC fees payable this month	7.	<b>24,360</b>	0
Estimate of total Healy Consultants Group fees payable after 12 months	8.		<b>5,240</b>

**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 a dormant clean shelf company; together with Government fees paid up to date. Historic annual accounting and tax and legal and audit obligations complete. Within 3 business days after fee settlement, my team and I will email our Client **i)** a company registration number **ii)** a city center business address **iii)** a tax number and **iv)** a proforma Kenya sales invoice template complying with Kenya company law;

Following transfer of the corporate structure, our Client can legally conduct international business through the Kenyan entity; including **i)** issue sales invoices to international customers **ii)** sign customer and supplier contracts **iii)** sign a lease agreement for long term physical office and warehouse premises (if required) and **iv)** hire local employees;

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 Group PLC 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 with the [Kenya Companies Act](#), each Kenya limited liability company must appoint a company secretary, who may be a natural person or a body corporate, but the company secretary must be resident in Kenya. Healy Consultants Group PLC will act as your Kenya Company Secretary, for which our annual responsibilities include **i)** preparation and filing of the annual return; **ii)** securely maintaining company records; **iii)** liaising with the Kenya Government on behalf of our Client; **iv)** legal filing of changes of company structure; and **v)** ensuring company record compliance with local company law;

In accordance with [Kenya company law](#), an LLC shall as from the date of its incorporation have a legal registered office in Kenya, to which all official government communications and notices may be addressed. To comply with this statutory requirement, Healy Consultants Group PLC' Kenya 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 Group PLC' office address on invoices, contracts, websites and business cards;

3. Our Client will be appointed as the new sole bank signatory to the already approved clean corporate bank account without your travel. It is a time consuming task, Healy Consultants Group PLC will shelter our Client from the administrative hurdles. As you can appreciate, it is a challenging task to secure change of bank signatory for a newly purchase company.

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At the beginning of the engagement, Healy Consultants Group PLC Group PLC will negotiate with the bank to add your Firm as bank signatory 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 bank signatory approval. Following completion of Kenya change of corporate structure, Healy Consultants Group PLC Group PLC will complete removal of the nominee as bank signatory;

Depending on your Client's business and nationality, there is a 30% probability the bank will request a bank signatory to travel for a one-hour bank interview. Healy Consultants Group PLC Group PLC will try its best to negotiate with the bank for a travel exemption. If our Client must travel for to be appointed a new bank signatory, Healy Consultants Group PLC Group PLC will refund our Client US\$950;

The name of the already approved corporate bank account is that of the existing ready-made company. To maintain the corporate bank account, the shelf company name cannot be changed. Consequently, our Client must use the existing name of the shelf company for their customers. The business activity of the company is allowed to change. If our Clients wishes to change the shelf company name, the bank will request a new corporate bank account opening application under the new company name;



The banks enjoy ultimate power of approval of addition of bank signatory applications. Consequently, guaranteed success is outside of Healy Consultants Group PLC' 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;

4. Healy Consultants Group PLC Group PLC assists your Firm appoint their preferred shareholders and directors and bank signatory. This is the hardest part of the engagement. This fee covers Healy Consultants Group PLC time to assist your Firm secure the amended Certificate of incorporation and M&AA. Appointing new and resigning old shareholders and directors. Before the Kenyan 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 Group PLC will shelter our Client from this administrative burden. Realistically and so you can plan your business, our Client will be able to log into e-banking within 6 weeks from the time Healy Consultants Group PLC Group PLC completes corporate structure change;

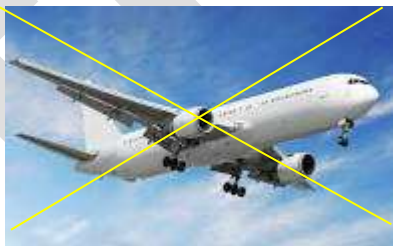
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5. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
- a. thoroughly research and plan Kenya shelf company purchase and licensing for our Client;
  - b. devising strategies to **i)** minimise the total engagement period **ii)** complete the engagement without our Client travelling **iii)** avoid the need for a Kenyan [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 [Business Licensing Agency](#) (BLA);
  - e. submitting a high-quality licensing application to the Kenyan Government;
  - f. injecting the paid up share capital on our Client's behalf (if required);
  - g. collating and supervising the legalisation and attestation and translation our Client's 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. For an active trading company, these [accounting and tax](#) fees are an estimate of Healy Consultants Group PLC' fees to efficiently and effectively discharge your annual company accounting, auditing and tax obligations. Following receipt of a set of draft accounting numbers from your company, Healy Consultants Group PLC will more accurately advise accounting and tax fees. For a dormant company, Healy Consultants Group PLC' fees are only US\$950;
7. All fees quoted in this invoice correspond to fees quoted [on Healy Consultants Group PLC' website](#). Please review this invoice carefully to identify errors. During the rush of the business day, it is possible that Healy Consultants Group PLC 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;
8. Assuming our Clients re-engage Healy Consultants Group PLC in year 2, this fee is an estimate of the fees payable next year, 12 months after the date of company registration;





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9. 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 Group PLC 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 Group PLC completes the engagement faster and more easily than expected, Healy Consultants Group PLC is happy to refund some fees to our Client;
10. Engage Healy Consultants Group PLC 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;
11. In accordance with Kenyan [Companies Act Chapter 486](#), there is no minimal issued share capital required for Kenyan LLCs;
12. If our Client and Healy Consultants Group PLC properly plan this engagement, our Clients will not have to travel to complete the project. Healy Consultants Group PLC will efficiently, effectively and aggressively complete company re-structuring and corporate bank account change in a timely manner without our Client's presence. Instead, our Client will need to **i)** sign the necessary documents and have these legalized in the embassy in their country of origin and **ii)** courier the originals to Healy Consultants Group PLC's office;
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13. Depending on our Client's business and nationality, the Kenya Government may require a special regulatory license to carry on your business in the country. Healy Consultants Group PLC 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;
14. If our Client requires nominee shareholder and director [services \(click link\)](#), Healy Consultants Group PLC 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 Group PLC to reputation, litigation and financial risk;
15. If required, Healy Consultants Group PLC will be pleased to assist your firm to secure employee [visa](#) approvals. Our fee is US\$4,950 for the first employee, US\$3,950 for the second employee, US\$2,950 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 Group PLC's 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;
16. Some of our Clients request Healy Consultants Group PLC 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 Group PLC;

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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 Group PLC can complete monthly Government reporting for a monthly fee of US\$890. Healy Consultants Group PLC 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. 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 Group PLC help to clarify your local and international annual tax reporting obligations;
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 atestation fees. Either our Client or Healy Consultants Group PLC can complete this administrative task;

As always, Healy Consultants Group PLC 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' engage Healy Consultants Group PLC to [recruit \(click link\)](#) local employees. We have a lot of experience in this area and we are quite skilled at securing quality candidates for our Clients';
21. 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;
22. As stipulated on our [business website](#) and in section 3 of our engagement letter, Healy Consultants Group PLC will only commence the engagement following i) settlement of our fees and ii) completion and signing of our legal engagement letter;
23. Healy Consultants Group PLC will only project manage share transfer your shelf company after 75% of [due diligence documentation](#) is received by email. Healy Consultants Group PLC 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 Group PLC may revert to our Client to ask for more up to date [due diligence documentation](#);

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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 Kenya corporate structure.

Best regards,

*Aidan Healy*

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Aidan Healy

[Business owner](#)

Healy Consultants Group PLC

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