

Iraqi branch office registration

Client to provide

Address to be provided

Company license No.: 268868

Invoice No: 2022 – 01 – 019

Date: Monday, April 04, 2022

| Professional services for Iraq Branch (without travel) | Notes | 2022 US\$ | 2023 US\$ |
|--|-------|---------------|---------------|
| Iraqi branch office formation fees (without travel) | 1. | 16,500 | 8,000 |
| Assistance to locate office premises – one time fee | 2. | 1,200 | 0 |
| Estimated Iraq Government registration fees | 3. | 3,500 | 2,500 |
| Tax and VAT registration fees | 4. | 925 | 0 |
| Appointment of local accountant & lawyer one-time fees | 5. | 900 | 0 |
| Project management fees | 6. | 3,950 | 0 |
| Iraq corporate bank account opening fees (without travel) | 7. | 4,950 | 0 |
| Estimate of annual accounting & audit & tax fees | 8. | 0 | 4,950 |
| Total Healy Consultants Group PLC fees payable this month | 9. | 31,925 | 0 |
| Estimate of total Healy Consultants Group PLC fees payable after 12 months | 10. | | 15,450 |

Note: The above services and fees represent the average requirements of our Clients. I recommend you carefully read all notes 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 fees to efficiently and timely complete Iraq branch registration within [twelve weeks \(click link\)](#) by **i)** choosing the optimum regulatory license and type of entity for our Client's business activities **ii)** agreeing the optimum corporate structure for the Iraqi branch, including the appointment of a branch manager, local CPA and local attorney **iii)** securing Government pre-approval for the proposed branch registration and **iv)** settling our accountant and lawyer fees and **v)** submitting a high quality branch registration application for the [Baghdad 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 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. Before branch registration is complete, the Iraqi Government must review and approve a lease agreement for office premises. This one-time fee includes the time taken to **i)** secure a Iraqi virtual office address **ii)** negotiate the best lease terms and rental on behalf of our Client. The monthly rental fees will be paid directly to the landlord. Independently of Healy Consultants Group PLC. An estimate of virtual office address monthly fees of US\$3,600 in Basra or US\$4,200 in Baghdad. These virtual offices cannot house any employees and only utilised for the purposes of branch registration. If our Client wishes to house staff in an office, a physical office space must be leased. My Firm will help your Firm find physical office premises. Additional fees apply;
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)** reservation of the branch name with [Baghdad Chamber of Commerce](#) **ii)** filing a registration application at the companies registry **iii)** obtaining the manager's tax clearance and **iv)** obtaining the branch registration certificate from the companies registry at the [Ministry of Trade](#). Following engagement completion, Healy Consultants Group PLC will refund our Client any excess funds received over actual Government costs paid.
4. In accordance with Iraqi Tax Law, Healy Consultants Group will assist your Iraqi branch register the foreign branch for corporate tax and VAT at the [General Commission of Tax](#) (GCT).
5. In accordance with Iraqi Company Law and during the branch registration process, each Iraqi entity must appoint a local [legal advisor](#) and local chartered accountant. As always, Healy Consultants Group PLC will aggressively and skillfully negotiate with the Iraqi Government to secure a waiver from this statutory requirement. If the Iraqi Government insists on the appointment of local lawyers and accountants, our one-time fee of US\$1,200 applies, to appoint quality professionals;

Independent of Healy Consultants Group PLC, the monthly lawyers and accountants fee thereafter is payable directly to the appointees. Our estimate of monthly fees is US\$1,000 per month per appointment, thus a total of US\$24,000 per annum for both appointees. If our Client's Iraqi entity is dormant for the first 6 months from registration, Healy Consultants Group local lawyer and chartered accountant monthly fees will be waived. If our Client requires accounting or legal support after the entity becomes active, Healy Consultants Group in-house Accounting and Tax Department will project manage the same. Additional fees will apply.

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6. Over the coming months and without bank signatory travel, Healy Consultants Group PLC will secure multi-currency corporate bank account numbers for our Client's Iraqi branch. From the moment a complete quality corporate bank account opening application is submitted to the Iraqi banks, it will take on average two months to secure corporate bank approval. While in most cases we can secure corporate bank account numbers without our Client's travel to the bank branch, some Iraqi banks may demand **i)** appointment of a local or resident bank signatory or **ii)** the foreign branch manager to travel to the bank branch. When travel is unavoidable, we refund US\$950 to our Client. In addition, should the Iraqi bank demand the foreign bank signatory secure an Iraqi work permit/employment visa, Healy Consultants Group will temporarily appoint a professional, passive nominee Iraqi manager as sole bank signatory, until our Client's preferred employee secures the Iraqi employment visa. Additional fees will apply for this service.

Iraqi multi-currency corporate bank account opening is the most challenging part of the engagement. Consequently, we apply our [guaranteed bank account approval or your Money Back](#) policy. To maximise the probability of successful multi-currency corporate bank account approvals Healy Consultants Group PLC will:

- ✓ prepare a quality business plan, including expected inflow and outflow of funds for the first 12 months;
- ✓ contact multiple banks to secure their written confirmation, welcoming a formal application from our Client's business;
- ✓ weekly negotiate and aggressively follow up with the bank relationship managers to ensure a timely corporate bank account approval;

To minimise engagement surprises and align all parties' expectations, I recommend you read [this web page](#).

7. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
- ✓ thoroughly research and plan Iraq business set up for our Clients specific business.
 - ✓ devise strategies to **i)** minimise total engagement period and **ii)** complete the engagement without travel.
 - ✓ collate and supervise the legalisation and attestation and translation of Client documents.
 - ✓ weekly detailed engagement [status updates](#) to our Client and weekly Friday conference calls.
 - ✓ ensure our Client complies with local regulations and legally owns and controls the new entity.
 - ✓ ascertain the specific accounting, tax, legal and compliance considerations.
 - ✓ find solutions to [challenges that occur](#) throughout the engagement.
 - ✓ determine the local and international tax obligations of the new entity, including corporate income tax, payroll taxes, withholding tax and sales taxes.
8. For an active trading entity, these [accounting, audit and tax](#) fees are an estimate of Healy Consultants Group PLC fees to efficiently and effectively discharge your annual branch accounting, audit and tax obligations. Following receipt of a set of draft accounting numbers from your branch, Healy Consultants Group PLC will more accurately advise accounting and tax fees. For a dormant branch office, Healy Consultants Group PLC fees are only US\$2,300.

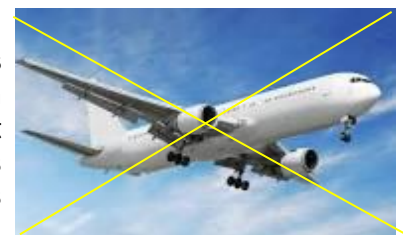


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9. All fees quoted in this invoice correspond to fees quoted on Healy Consultants Group PLC's [website](#). Please review this invoice carefully to identify errors. During the rush of a business day, it is possible Healy Consultants Group PLC inadvertently 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.
10. 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 branch office registration.
11. 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 than expected and more easily than expected, Healy Consultants Group PLC is happy to refund some fees to our Client.
12. There is no fund remittance (nor paid up share capital) requirements for branch registration in Iraq. However, the parent company must be at least 2 years old and must supply the latest audited financial statements to the Iraqi authorities.
13. If required, Healy Consultants Group PLC will be pleased to assist our Client secure employee [visa](#) approvals. Our fee is US\$4,950 for the first employee, US\$3,950 per employee thereafter. It will take 4 to 8 weeks to secure the same. Our employee visa fees include 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.
14. Each entity must appoint a manager or director who is resident in Iraq. If required, and until our Client has secured a work and residence permit in Iraq, Healy Consultants Group will be happy to supply our Client with a professional, passive nominee Iraqi branch manager for 12 months. The passive nominee will be neither involved in our Client's daily business activities nor corporate bank accounts, but will be merely an appointee to comply with Iraqi law. Our annual nominee fee is US\$10,600 for a low-risk Client. These fees include the nominee's monthly remuneration, social security contribution and direct withholding taxes.

Alternatively, should our Client require a semi-active nominee, Healy Consultants Group PLC will be pleased to supply our Client a menu of passive [nominee branch managers](#) for a one-time finder fee of US\$4,950. Our fee includes **i)** appointing a quality nominee that can supply our Client detailed due diligence **ii)** aggressively and skilfully negotiating the monthly/annual branch manager fee **iii)** crafting a nominee agreement that protects our Client's foreign investment in Iraq and **iv)** preparing a detailed comparison table, comparing and contrasting multiple nominees for our Client's selection. Depending on the passive nominee selected, our Client should budget to pay annual nominee fees ranging from US\$12,000 to US\$30,000. For transparency purposes, this annual fee is payable directly to the Iraqi nominee by our Client, independent of Healy Consultants PLC.

15. If our Client and Healy Consultants Group PLC properly plan this engagement, our Client will not have to travel during this engagement. Healy Consultants Group PLC will efficiently and effectively and aggressively complete branch 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 Group PLC office.



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16. Monthly, quarterly and mid-year Government tax obligations include **i)** payroll reporting and **ii)** monthly and quarterly 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\$1,000. Healy Consultants Group PLC monthly support will include **i)** receiving in Dropbox the monthly invoices from our client **ii)** labelling monthly bank statement transactions **iii)** preparation and submission of VAT returns and **iv)** monitoring monthly profit levels to minimise annual tax **v)** submission of monthly employee payroll reporting.
17. Depending on our Client's business and nationality, the Iraqi 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. However, the Government enjoys ultimate power of approval of branch registrations and business licenses.
18. During the engagement, shareholders and General Manager documents must be translated into Arabic and attested both by the Iraqi embassy in country of residence and the Ministry of Foreign Affairs in Iraq, before the Government and Bank approve branch registration and corporate bank account opening respectively. Consequently, our Client must 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.

19. It is important our Clients are aware of their personal and corporate tax obligations in their country of residence and domicile; and they will fulfil those obligations annually. Let us know if you need Healy Consultants Group PLC help to clarify your local and international annual tax reporting obligations.
20. During the course of your engagement, multiple couriers will be sent to **i)** Governments and banks **ii)** lawyers and accountants and **iii)** to you. Average total engagement courier fees approximate US\$150 and it is fair and reasonable we ask our multi-national Clients for these third-party costs. As always, courier fee payments will be supported by original receipts and invoices. Following engagement completion, Healy Consultants Group PLC will refund our Client any excess of funds received over actual courier costs paid during the engagement. Thanking you for your understanding.
21. Engage Healy Consultants Group PLC 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 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 incorporate your branch office 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](#).
25. Some of our Clients engage Healy Consultants 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.

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26. 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.

Thank you for your business and we look forward to working closely with you over the coming weeks as we [project manage \(click link\)](#) your Iraq business set up.

Best regards,

Aidan Healy

Aidan Healy

[Business owner](#)

Healy Consultants Group PLC

Address: Karada Kharidge Rd, Baghdad, Iraq

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