



TM|PARTNERS



Fiscal Representation Non-resident Companies



About TMPARTNERS

TMPARTNERS provides fiscal, accountancy and mortgage advice for both national and international clients. Our team is proactive, innovative and fully committed to our clients' individual needs. Should you wish to know more about any of the above services, please contact us at info@tmpartners.eu or +351 289 585 929.

About Fiscal representation

Portuguese law regarding tax evasion and money laundering decrees that all non-resident companies owning a property in Portugal, must appoint a fiscal representative resident in Portugal. On appointment the fiscal representative will handle the company's tax affairs for the Portuguese Revenue. All official correspondence relating to your tax affairs in Portugal will be addressed to us. We will then process the notifications accordingly, saving you time and trouble, also avoiding unnecessary fines incurred through delay or failure to respond.

Some of the main fiscal representative responsibilities are:

- Inform the client of the tax obligations required by the Portuguese Revenue;
- Present all the fiscal declarations on behalf of the client;
- Keep on record all the relevant tax information relating to the client;
- Proceed with the payment of the taxes, having previously received the necessary funds from the client;
- Whenever a company is sold, the fiscal representative will issue a tax statement, declaring what the tax liabilities at completion date will be.
- Re-domicile the company if any change in the jurisdiction where the company is registered has to be reported to the Portuguese Revenue by the fiscal representative.

Appointing TMPARTNERS as fiscal representative basically means that we will act as the company's representative in respect of its tax affairs with the Portuguese Revenue and will ensure that it is tax compliant in Portugal.

Please note that the Portuguese government enacted several laws to penalize companies based in more favourable tax jurisdictions "Tax Havens". To discourage tax evasion and in 2004 they produced a list of 83 countries deemed to be tax heaven, please see these countries listed on last page ("Appendix C").



Appointment Process

Appointing TMPARTNERS as your fiscal representative is relatively straight forward and should you wish to do so, we shall require the following documentation:

1. Copy of Passport
2. Copy of utility bill
3. "Fiscal representation form"
4. "Appointment letter", issued by the Offshore Management Company
5. Copy of the certificate of incorporation or re-domiciliation
6. Copy of the company's Portuguese tax card (RNPC)

Documents in 3 and 4 must be completed, dated and bear an original signature. The documentation mentioned in 5 and 6 will be requested from your lawyer.

The appointment of TMPARTNERS as fiscal representative will only be effective after payment of the annual fee, according to the price plan attached. Please refer to page 7 for payment instructions.

All documentation should then be sent by post to:

TMPARTNERS
Quinta da Correeira, Lote 43, 1-C
8200-356 Albufeira
Portugal

Finally, please note that the fiscal representation is only terminated by appointment of a substitute representative and by revocation of the existing power. It is not terminated when the company is sold since a tax inspection can occur anytime within the subsequent four years.



Fiscal Representation form

Company Name: _____

Jurisdiction: _____

Offshore Management Company: _____

Contacts from Beneficial Owner _____

Mr. / Mrs. / Miss. / Other Title: _____

Surname: _____ First Name(s): _____

Main Residential address: _____

Postal Code: _____ City: _____ Country: _____

Country of Tax Residence: _____

Home Tel. N°: _____ Mobile N°: _____

Fax N°: _____ Email: _____

Property address in Portugal: _____

Through whom did you contact us: _____

To whom should we send the fiscal number confirmation slip: _____

Lawyer / Name: _____

Address: _____

Tel: _____ E-mail: _____

Property Management company (if applicable) / Name: _____

Address: _____

Tel: _____ E-mail: _____

I shall ask the Offshore Management Company to issue a formal letter to appoint Tiago Machado Partners Lda (trading as TMPARTNERS) as the company's Fiscal Representative in Portugal.

I confirm I have read and understood TMPARTNERS' terms and conditions and I agree to accept them.

Date

Signature



TMPARTNERS Terms and Conditions

TMPARTNERS will:

1. Maintain clients' confidentiality in relation to their tax affairs.
2. Proceed with the payment of the taxes, having previously received the necessary funds from the Client/Company.
3. Keep the Client informed about his company relationship with the tax/fiscal department, as well as, inform the Client of any notifications received at TMPARTNERS registered office from the Portuguese Revenue.
4. Present all the fiscal declarations which the company is obliged to present under the terms of the Portuguese Law.
5. Provide the Portuguese Revenue with all the information requested, under the terms which were communicated to the representative.
6. Charge an annual fee for the fiscal representation service, reviewed yearly according to the inflation rate and/or tax obligations.

The Client/Company will:

7. Provide TMPARTNERS with all the necessary information to complete the tax declarations (e.g. rental income).
8. Provide TMPARTNERS with details of all individuals or companies with whom any important legal or fiscal relations were made.
9. Provide prompt answers to queries TMPARTNERS may have in order to fulfill this contract as well as provide all relevant details required to implement the powers given.
10. Provide TMPARTNERS with the necessary funds to allow the tax payments to be made on time, as well as the fines which are caused by the Client, created with or without negligence.
11. Notify TMPARTNERS immediately, in writing, of any alterations whatsoever to any of the personal and contact details, such as, change of permanent address, as well as any alterations relating to his/her legal representation in Portugal and to the property.
12. Provide TMPARTNERS with the necessary funds to provide you with our services.
13. Advise TMPARTNERS of any share transfer, at least thirty days before completion, in order to determine what the tax liabilities will be as at completion date.

This agreement will be in force until December 31st, and shall be automatically renewed for subsequent periods of one year from January 1st to December 31st.



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Appointment Letter

TMPARTNERS
Quinta da Correeira, Lote 43, 1-C
8200-356 Albufeira
Portugal

Date:

Dear Sirs,

Re.: (Offshore Company's Name)

We hereby appoint **Tiago Machado Partners Lda, NIPC 508521505**, as our fiscal representative in Portugal and authorize them to sign any documents necessary for their registration as representatives with the appropriate tax department.

Yours faithfully

For

(Offshore Company's Name)

For and on behalf of the Directors



Price Plans for 2008

	Price/Euros / VAT included
Fiscal Representation:	
Annual fee for fiscal representation	320
Individual Income Tax (IRC)	
IRC filing fee per year	180
Capital Gains	
Tax compliance with regards to Capital Gains	subject to quotation
Others Services	
Tax Consultancy fee per hour (minimum half hour)	90
Administration/secretarial fees per hour	50
Travelling for extraordinary reasons (per KM)	0,5
Telephone call for extraordinary reasons - national / international	0,35/0,75 min.
Email for extraordinary reasons	see secretarial fee
Administer tax notifications & inspections	80

Payment Instructions

- 1) By bank transfer, accepting transfer charges to your account to ensure funds are received without deduction to:

Bank: Banco BPI

Acc. No.: 44080470.000.001

Acc. Holder: Tiago Machado Partners, Lda

IBAN: PT50 0010 0000 4080 4700 0011 3

SWIFT: BBPIPTPL

Bank address: Via Dorsal, Edif. Verde Mar, Bl 1, Loja B, 8365-149 Armação de Pêra - Portugal

Please make sure your name is properly indicated in your instructions, otherwise it will not be possible to associate the amount credited to our bank account with this matter.

- 2) By a cheque drawn on a Portuguese Bank account, made payable to Tiago Machado Partners Lda and sent to our office address. However, for cheques drawn on a non Portuguese bank account please add 35 Euros to cover for bank clearance charges.

Our Contacts

Address: Quinta da Correia, Lote 43, 1-C, 8200-356 Albufeira, Portugal

Tel: +351 289 585 929

Fax: +351 289 585 980

Email: tax@tmpartners.eu



Appendix C

"Black-Listed" Jurisdictions

List of countries, territories and regions, considered by the Portuguese Law as being "Tax Havens" and subject tax penalties, is as follows:

- | | | |
|---|---|--|
| 1) Andorra | 29) Guiana | 56) Panama |
| 2) Anguilla | 30) Honduras | 57) Pitcairn Island |
| 3) Antigua e Barbuda | 31) Hong Kong | 58) French Polynesia |
| 4) Netherlands Antilles | 32) Jamaica | 59) Puerto Rico |
| 5) Aruba | 33) Jordan | 60) Qatar |
| 6) Ascension | 34) Queshm Island | 61) Salomon Islands |
| 7) Bahamas | 35) Kiribati | 62) American Samoa |
| 8) Bahrain | 36) Koweit | 63) Ocidental Samoa |
| 9) Barbados | 37) Labuan | 64) Saint Helena Island |
| 10) Belize | 38) Lebanon | 65) Saint Lucia |
| 11) Bermudas Islands | 39) Liberia | 66) Saint Kitts and Nevis |
| 12) Bolivia | 40) Liechtenstein | 67) San Marino |
| 13) Brunei | 41) Luxemburg, only regarding holding societies figured in the 31st of July 1929 legislation and in the Grand-Ducal decision of 17th of December 1938 | 68) Saint Pierre and Miquelon Island |
| 14) Channel islands (Alderney, Guernsey, Jersey, Great Stark, Herm, Little Sark, Brechou, Jethou e Lihou) | 42) Maldivas | 69) San Vicent and Grenadines |
| 15) Cayman Islands | 43) Island of Man | 70) Seychelles |
| 16) Cocos o Keeling Islands | 44) Northern Marianas Islands | 71) Swaziland |
| 17) Cyprus | 45) Marshall Islands | 72) Ilhas Svalbard (archipelago Spitsbergen and Bjornoya island) |
| 18) Cook Islands | 46) Mauritius | 73) Tokelau Island |
| 19) Costa Rica | 47) Monaco | 74) Tonga |
| 20) Djibouti | 48) Monserrate | 75) Trinidad and Tobago |
| 21) Dominica | 49) Nauru | 76) Tristan da Cunha Island |
| 22) United Arab Emirates | 50) Christmas island | 77) Turks and Caicos Island |
| 23) Falkland or Malvinas Islands | 51) Island of Niue | 78) Tuvalu Island |
| 24) Fiji Islands | 52) Norfolk Island | 79) Uruguay |
| 25) Gambia | 53) Sultanate of Oman | 80) Vanuatu Republic |
| 26) Grenada | 54) Pacific Islands (not mentioned on this list) | 81) British Virgin Islands |
| 27) Gibraltar | 55) Palau Islands | 82) USA Virgin Islands |
| 28) Island of Guam | | 83) Yemen Arab Republic |

There are still some favourable tax jurisdictions available in which to base your company, which are not included on this list and therefore not subject to tax penalties. Some examples are: Delaware; Oklahoma; and Malta.