

SWISS FINANCIAL SERVICES COMPANY

MONEY TRANSFER

FOR SALE

AG00189

23 JANUARY 2020

Fact Sheet - Company and other deliverables	
Name	To be disclosed¹ (premium name)
Domain address	To be disclosed (premium domain)
Price (all inclusive)	EUR 425,000 (no transfer or brokerage fees)²
Payment terms	Payment terms are cash and carry. The name of the purchaser must be the same as the person or entity transferring the purchase price. The purchaser does not have to be the intended shareholder(s), i.e., can designate the shareholders after the purchase.
Payment terms	EUR 100,000 down payment, with the remaining balance due on closing in about 3 weeks.
Legality of transfer	Our subsidiary company is the owner/seller. The company is not a 'shell' and is free and clear to transfer ownership without restriction.
Ongoing relationship	Note—we do not sell the company and then disappear. SAMF and our group provide accounting, financial and compliance audits, specialised consulting and more on an ongoing basis. We hope to be your partner for years to come.
Activities/uses	Electronic money transfer ³ , cryptocurrency exchange ⁴ and other financial services.
Foreign owners/shareholders	Allowed ⁵
Type of company	Swiss public limited company (Swiss AG)
Main Swiss telephone number	Yes
Domicile	Zug, Switzerland⁶
Year of incorporation	2018
Revenues	0
Debt, lawsuits, taxes owed	None (comes with guarantee)
Type of shares	Registered ⁷ (shareholders are never published publicly in Switzerland)

¹ Name change in process. We will change name at our cost upon request, but if we do, we retain ownership of the old and the domain name.

² 7.7% Swiss sales tax (VAT) will be charged on top of purchase price *for Swiss purchasers*.

³ For money transfer exchange, the company will need to have a secure platform (if using a platform model).

⁴ For a cryptocurrency exchange, the company will need to have a secure platform (if using a platform model), legal opinion (we will intro lawyer, cost is about 5K) and risk-control framework (we will provide intro, cost about 5K), AML Compliance manual (we can assist, as needed) one to two full-time employees in Switzerland. A meeting with the SRO to discuss and approve business model/AML procedures might be required.

⁵ There is no regulatory approval required for change in shareholders.

⁶ As evidenced by numerous independent studies and ratings, the Canton of Zug is arguably the best Canton in Switzerland for conducting business. Formalities and bureaucracy are kept to a minimum, the tax rates are amongst the lowest in Switzerland, no capital gains tax and the Zug authorities have an excellent reputation when it comes to dealing with matters quickly and efficiently.

⁷ All shares are now registered in Switzerland as per new legislation that came into force on 1 November 2019.

Company number	CHE-xxx-xxx-xxx
Warranty	Comes with guarantee against lawsuits, debts and liabilities
Bank Account	Bank account assistance included with sale for one bank account. We can also assist with opening additional bank accounts. Typical time frame of about 2 weeks for shareholder approval and bank account activation. ⁸
Change of ownership process	There is NO official regulatory approval is required for a change in ownership in Switzerland. Rather, a notification is required. Thus, the transfer of ownership to the new shareholders is very fast and simple and can be completed in less than one (1) week. (See Schedule A for more information) ⁹
Swiss resident director	The Company is staffed with the required Swiss resident director who will stay on and serve at pleasure of the new shareholder(s) after the change of ownership. The director's nominee fee is paid for the first full year. Additional directors from jurisdictions inside or outside Switzerland can be added to the board as well.
Compliance officer	The Company is also staffed with an experienced Swiss AML compliance officer who will stay on and serve at pleasure of the new shareholder(s) after the change of ownership. The compliance officer's nominee fee is paid for the first full year.
Website	The company has a website included with the sale, which can be found at genevapay.com. Purchaser can keep the existing website, make changes to it, or our webmaster will design a completely new website at no additional cost. ¹⁰
License/Authorizations	The Company shall have an active Certificate of Membership via an SRO officially approved by the Swiss Financial Market Supervisory Authority (FINMA) for the supervision of financial intermediaries. ¹¹
Included with Sale	<p>Costs paid in advance for the first year:</p> <ul style="list-style-type: none"> • The required Swiss resident director is already in place and their nominee fee paid in advance for a year¹² • The required Swiss resident AML compliance officer is already in place and their nominee fee paid in advance for a year¹³ • License setup fees were paid. • The registered office address, paid in advance for a year.

⁸ Banks typically want to meet the ultimate beneficial shareholder(s) (“UBO”) to understand the business model. If a meeting is required it typically only takes about 1 hour. Most banks will want to know that there is a local manager other than the nominee director and AML officer to run the Company’s day to day operations.

⁹ We will make the required notification to the regulator at no additional cost to the Purchaser. We will need shareholder KYC documents, a risk-control framework (we will provide a model) and AML compliance manual (we can assist, as needed) and for crypto or money transfer, or some other circumstances, a legal opinion. If purchaser is a company, we will need the Articles of Inc. and a recent certificate of incorporation and info on each of the UBOs, etc. A brief meeting with the SRO to discuss and approve business model may be required.

¹⁰ Included in Seller’s deliverables, the website will be designed to Client’s specifications and Seller shall pay domain and hosting the site for one year. SAMF cannot guarantee that the text of the website provided will be in compliance with the Swiss regulatory bodies or GDPR requirements or other standards. It is your responsibility to review, edit and approve all text on Company’s website. The website is for informational purposes only and is not an exchange platform.

¹¹ The Certificate of Membership is contractually guaranteed by Seller. The Certificate of Membership is expected to be obtained in about 4 weeks and all license/membership fees will be paid up for one full year by Seller.

¹² The fee paid by Seller is an annual responsibility fee for accepting an appointment and does not include administration work or time, which shall typically be billed at between CHF 175 to 250 per hour, as and if required by Client.

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	<ul style="list-style-type: none"> • Swiss main telephone phone number, email addresses • Website with SSL certificate and hosting is included, and paid up for one year • The accountant and financial and compliance auditors are in place • If requested, we will change the company name at our expense
Registered address	Registered office address costs were paid in advance by SAMF for one year.
Ongoing yearly fixed/base costs	Switzerland is the lowest legitimate jurisdiction for ongoing costs. Most first-year base running costs are all paid in advance (or shall be on delivery).
Estimated Closing timeline	Immediate ¹⁴ (See Schedule A for more information)
Corporate documents	In good order

¹⁴ The transfer of ownership is made upon execution of the Purchase and Sale agreement by both parties, and receipt of the purchase price by SAMF.

The Takeover Process (Schedule A)

Change in Ownership Process

In Switzerland, there is no regulatory approval required for changes of ownership, so the takeover procedure is very fast and simple. The change of ownership takes place simply by the execution of the agreement, once the purchase price is received.

Immediately upon receipt of the purchase price, we inform the nominee director and AML compliance officer of the change in ownership, and the directors begin to take direction from the new shareholder(s) from that moment forward. We also prepare a new shareholder list which is signed by the directors (the shareholder list is an internal document and is not made public).

The Purchaser

The purchaser can be either a company or an individual, and the purchaser does not necessarily have to be the same as the new shareholders (the purchaser simply designates to us who the new shareholders are). The purchaser can also be a foreign person or company. Whomever the purchaser is, the wire just needs to originate from a bank account in the same name.

The Shareholder

The shareholder(s) can be either a company or an individual, the shareholder can also be a foreign person or company. If a company, we need to know the real persons behind the company (UBOs). The shareholders should be 'clean' meaning no serious felonies or regulatory actions against them.

The Directors

The directors and compliance officer are nominees who serve at the pleasure of the shareholders. They do not have to be bank signatories, but typically are, and can be trusted to carry out the shareholder's lawful orders and to make payments, etc. The bank account signatories will be chosen by the shareholders, so it is entirely up to the new ownership.

The Agreement

If you're ready to proceed we will prepare the purchase agreement. Please make sure all your questions have been answered regarding the company prior to requesting an agreement.

For the agreement, we'll need the following information:

- 1.Name of purchaser (individual or company)
- 2.Registered address
- 3.Phone number
- 4.Email address
- 5.Company number (if purchaser is a company)
- 6.Name and title of signor (if purchaser is a company)
- 7.Passport of the ultimate beneficial shareholders.
- 8.Proof of funds

Once we have this information, we can prepare the agreement within one business day.

Key Features of a Swiss Financial Services Company	
Privacy	Shareholders remain anonymous.
Trust services possible	Yes
Scope	Broadest scope of license in comparison to equivalent license in other jurisdictions including but limited to the EU, UK, US, Australia and New Zealand
Foreign ownership	Allowed ¹⁵
Foreign directors	Allowed
Foreign customers	Allowed ¹⁶
Number of customers	No limit on number of customers.
Low on-going costs	The on-going base operational and compliance related costs are less than those for a regulated firm in other jurisdictions including but limited to the UK, US, Australia, New Zealand, Malta and all other EU countries.
Prestige	Highly prestigious public profile—Switzerland arguably enjoys the highest reputation in the world for financial services.
Credibility	A Swiss financial services company provides the highest level of credibility attainable.

SCHEDULE D				
Corporate Tax in Switzerland - Comparison between Cantons¹⁷				
(% of net income)				
Canton¹⁸	Capital City	Canton & Municipality	Confederation	Total
Basel-Stadt	Basel	22.17	7.7	29.87
Bern	Bern	21.64	7.7	29.34
Fribourg	Fribourg	19.86	7.7	27.56
Geneva	Geneva	24.16	7.7	31.86
Jura	Delémont	20.66	7.7	28.36

¹⁵ Purchaser should ensure that there are no current, historical or threatened investigations, sanctions or other actions by any securities regulatory body nor any felony criminal charges or convictions, nor any negative information on the Internet, nor any politically exposed persons (PEP) status involving any of the intended shareholders or directors of the Company. PEPs are possible but will take longer for bank compliance.

¹⁶ Switzerland generally allows cross-border customer acquisition for financial services. Generally, financial services companies around the world are required to adhere to the applicable rules and licensing requirements of the country where they conduct business. Strictly speaking, operating in foreign jurisdictions without a license issued by that jurisdiction limits customer acquisition in such jurisdiction to unsolicited customers, referrals or persons already known to the company (already done business or friends, family, acquaintances, etc.), or not at all.

¹⁷ As of 2016, and adjusted in 2018 for reduced VAT

¹⁸ Most popular Cantons

Luzern	Luzern	12.32	7.7	20.02
Neuchâtel	Neuchâtel	15.61	7.7	23.31
Ticino	Bellinzona	20.67	7.7	28.37
Vaud	Lausanne	22.09	7.7	27.89
Zug	Zug	14.6	7.7	22.30
Zürich	Zürich	21.15	7.7	28.85