



VIEIRA DE ALMEIDA  
& Associados Sociedade de Advogados, R.L.

Wise Intelligence Solutions Limited  
Attn: Mr. Noel Buttiegieg Scicluna  
Aragon House Business Centre  
Dragonara Road  
St. Julians STJ 3140  
Malta

December 28<sup>th</sup>, 2015

**Ref.:** Legal Services / Note of Fees

Dear Sir,

Attached hereto please find the following documents related to the above mentioned matter:

- (a) Credit Note;
- (b) Invoice;
- (c) Note of services rendered.

Best regards,

*P. Paulo Almeida*  
Vieira de Almeida & Associados

LISBOA  
Av. Duarte Pacheco, 26  
1070-110  
Lisboa | Portugal  
Tel.: +351 21 311 3400  
Fax: +351 21 311 3406  
lisboa@vda.pt

PORTO  
Av. Boavista, 3433 - 8º  
4100-138  
Porto | Portugal  
Tel.: +351 22 616 5400  
Fax: +351 22 610 7951  
porto@vda.pt

TIMOR-LESTE  
Timor Plaza  
Rua Presidente Nicolau Lobato, Unidade 433  
Comoro, Dili | Timor-Leste  
Tel.: +670 331 1418  
Fax: +670 331 1317  
timorleste@vda.pt

[www.vda.pt](http://www.vda.pt)

NIPC 503 794 619  
Capital Social € 500.000,00  
Reg. O.A. 65/96



**VIEIRA DE ALMEIDA**  
& Associados Sociedade de Advogados, R.L.

NOTA DE CREDITO	
Original	
NCR1-00411/2015	
Data:	16.12.2015
Cliente:	12067
Contribuinte:	MT21039227

Wise Intelligence Solutions Limited

Vault 14, Level 2,  
Valleta Waterfront,  
Floriana FRN 1914  
Malta

lviv-Processado por programa certificado nº 928/DGCI

Descrição	Iva	valor	
Value referring to credit on our invoice nr FAC1-1950/2015.	0%	34 536,25 €	
Artigo do CIVA	Base	Iva	valor do IVA
Artº6 n.6 a)a contrario	34 536,25 €	0%	0,00 €

<b>Total</b>	<b>34 536,25 €</b>
--------------	--------------------

Trinta e quatro mil e quinhentos e trinta e seis euros e vinte e cinco cêntimos

Pagamento por:

Transferência bancária		Envio de cheque
Banco: Novo Banco, S.A. Centro de Empresas do Saldanha	Banco: Millennium BCP	Vieira de Almeida & Associados Sociedade de Advogados, RL Av. Duarte Pacheco, 26 1070-110 Lisboa Portugal
Agência: [REDACTED]	Agência: [REDACTED]	
Titular: [REDACTED]	Titular: [REDACTED]	
NIB: [REDACTED]	NB: [REDACTED]	
Por favor, indicar sempre o número da fatura no pagamento		

LISBOA  
Av. Duarte Pacheco, 26  
1070-110  
Lisboa | Portugal  
Tel.: +351 21 311 3400  
Fax: +351 21 311 3406  
lisboa@vda.pt

PORTO  
Av. Boavista, 3433 - 8º  
4100-138  
Porto | Portugal  
Tel.: +351 22 616 5400  
Fax: +351 22 610 7951  
porto@vda.pt

TIMOR-LESTE  
Timor Plaza  
Rua Presidente Nicolau Lobato, Unidade 433  
Comoro, Díli | Timor-Leste  
Tel.: +670 331 1418  
Fax: +670 331 1317  
timorleste@vda.pt

www.vda.pt

NIPC 503 794 61  
Capital Social € 5  
Reg. O.A. 65/96



**VIEIRA DE ALMEIDA**  
& Associados Sociedade de Advogados, R.L

<b>INVOICE</b>	
Original	
FACI-02805/2015	
Date:	16.12.2015
Due date:	15.01.2016
Client Id:	12067
VAT Id:	MT21039227

Wise Intelligence Solutions Limited

Vault 14, Level 2,  
Valleta Waterfront,  
Floriana FRN 1914  
Malta

mFNF-Processado por programa certificado nº 928/DGCI

Description	VAT	Amount
Legal services rendered on our file "Projeto Solange - (AO)".	0%	34 536,25 €
Portuguese VAT Code Article	Net Amount	VAT
Artº6 n.6 a)a contrario	34 536,25 €	0%
		Amount
		0,00 €

<b>Total</b>	<b>34 536,25 €</b>
--------------	--------------------

Thirty four thousand five hundred thirty six euros twenty five cents

Payment by:

Bank transfer to		Bank check to
Bank: Novo Banco, S.A. Centro de Empresas do Saldanha Branch: Praça Marquês de Pombal, nº 3 - 1º Piso 1250-161 Lisboa - Portugal Account name: <span style="background-color: black; color: black;">XXXXXXXXXX</span> IBAN: <span style="background-color: black; color: black;">XXXXXXXXXX</span> SWIFT: <span style="background-color: black; color: black;">XXXXXXXXXX</span>	Bank: Millennium BCP Branch: 5 de Outubro - Lisboa - Portugal Account name: Vieira de Almeida & Associados IBAN: <span style="background-color: black; color: black;">XXXXXXXXXX</span> SWIFT: <span style="background-color: black; color: black;">XXXXXXXXXX</span>	Vieira de Almeida & Associados Sociedade de Advogados, RL Av. Duarte Pacheco, 26 1070-110 Lisboa Portugal
Please quote our invoice number when making payments		

**LISBOA**  
Av. Duarte Pacheco, 26  
1070-110  
Lisboa | Portugal  
Tel.: +351 21 311 3400  
Fax: +351 21 311 3406  
lisboa@vda.pt

**PORTO**  
Av. Boavista, 3433 - 8º  
4100-138  
Porto | Portugal  
Tel.: +351 22 616 5400  
Fax: +351 22 610 7951  
porto@vda.pt

**TIMOR-LESTE**  
Timor Plaza  
Rua Presidente Nicolau Lobato, Unidade 433  
Comoro, Dili | Timor-Leste  
Tel.: +670 331 1418  
Fax: +670 331 1317  
timorleste@vda.pt

[www.vda.pt](http://www.vda.pt)

NIPC 503 794 615  
Capital Social € 50  
Reg. O.A. 65/96

<i>Report:</i>	<b>2015.05377</b>		
<i>Client:</i>	<b>12067</b>	<b>Wise Intelligence Solutions Limited</b>	
<i>Dossier:</i>	<b>12067.0001</b>	<b>Projeto Solange - (AO)</b>	
<i>Period:</i>	<b>10.08.2015 a 22.09.2015</b>		
		<i>Fees:</i>	<b>183:30</b>
		<i>Disbursements:</i>	<b>34 536,25</b>
		<i>Expenses incurred:</i>	<b>0,00</b>

<i>Date</i>	<i>Services rendered</i>	<i>Lawyer</i>	<i>Duration</i>
10.08.2015	Analysis of documents, meeting with public law.	FQ	2:00
11.08.2015	Meetings relating to the preparation of the presentation of Project Solange. Analysis of the documents and study of the issue.	FQ	1:45
13.08.2015	Analysis of documentation on subsidiaries.	SAB	1:45
14.08.2015	Analysis of proposal to restructuring Sonangol Group companies. Preparing internal memo on petroleum statutory and contractual implications.	RLA	5:45
	Analysis of (i) memo on proposed restructuring of business and (ii) company's activities and applicable statutes.	SAB	4:15
	Meeting of preparation for the presentation of Projecto Solange. Analysis of the documents and study of the issue in question.	FQ	5:30
	Analysis of the relevant legislation in order to verify potential restrictions on the transfer of participations of the companies owned by the target company.	SLS	5:30
16.08.2015	Analysis of the proposal (restructuring of the target company) to be presented, definition of the public law issues.	RMC	3:00
17.08.2015	Participation in an external meeting to discuss the options of restructuring the target company.	PTC	2:00
	Analysis of tax implications of the proposed new structure.	JLH	2:00
	Meeting with Ms. I. Loureiro regarding proposal to restructuring Sonangol Group companies at client Lisbon offices.	RLA	1:30
	Analysis of the Public Law issues (continuation).	RMC	3:30
	Study of issue regarding the labour implications resulting from the restructuring project. Analysis and study of various applicable diplomas.	BMA	4:00
	Analysis of (i) memo on proposed restructuring of business and (ii) company's activities and applicable statutes.	SAB	7:15
	Meeting relating to the preparation of the presentation.	FQ	1:15
	Preparation of the presentation.	FQ	6:45
	Analysis of the relevant legislation in order to verify potential restrictions on the transfer of participations of the companies owned by the target company.	SLS	4:30
18.08.2015	Drafting of memo regarding tax implications of the proposed new structure.	JLH	3:30

<i>Date</i>	<i>Services rendered</i>	<i>Lawyer</i>	<i>Duration</i>
	Analysis of proposal for restructuring of Sonangol Group companies. Internal meeting to discuss same.	RLA	2:15
	Revision of the presentation relating to the proposal of the restructuring of the target company. Analysis of the legal regime of merger according to the Portuguese Commercial Companies Code and State Enterprise Law.	PTC	6:00
	Finalising the work above mentioned regarding the study of the issue relating to the labour implications arising from the restructuring project. Drafting of the presentation (part relating to the labour issues). Internal meetings to discuss the matter.	BMA	6:00
	Meeting with Paulo Costa, Frederico Quintela, Raul Cerveira e outros regarding proposal for Sonangol restructuring. Preparing presentation to client.	RLA	4:45
	Analysis of (i) memo on proposed restructuring of business and (ii) company's activities and applicable statutes. Drafting information on same.	SAB	5:30
	Analysis of documentation provided by the Client on the new organizational and business structure for the company.	FFS	2:30
	Analysis of restrictions and limitations that may impact on the transfer of the company's non-core business activities related with financial services. Drafting internal note on same to be included on the memorandum with the proposed restructuring of company's business. Reviewing said memorandum and relevant laws and regulations for such purpose.	FFS	4:00
	Preparation of the presentation.	FQ	5:45
	Analysis of the proposal and legal framework of the restructuring of Sonangol. Revision of the comments on tax implications arising from the proposals presented on restructuring.	SFA	3:15
	Analysis of the relevant legislation in order to verify potential restrictions on the transfer of participations of the companies owned by the target company.	SLS	3:00
<b>19.08.2015</b>	Revision of the presentation (continuation) of the proposal of restructuring of the Target Company. Analysis of the governing law of the Sovereign Fund.	PTC	4:30
	Internal meeting to discuss the matter and finalize drafting of the part relating to labour.	BMA	1:15
	Final revision of the presentation on the model for restructuring of the Target Group, concerning Public Law.	RMC	2:30
	Analysis of (i) memo on proposed restructuring of business and (ii) company's activities and applicable statutes. Drafting information on same.	SAB	3:30
	Meeting and preparation of the presentation.	FQ	4:45
	Preparation and revision of the terms of the presentation.	FQ	1:30
<b>20.08.2015</b>	Drafting of memo further detailing the TAX IMPLICATIONS OF THE PROPOSED NEW STRUCTURE	JLH	2:00
	Participation in meeting with M. Silva and I. Loureiro to explain the presentation regarding the restructuring of the Target Group.	PTC	3:00

<i>Date</i>	<i>Services rendered</i>	<i>Lawyer</i>	<i>Duration</i>
	Meeting with Mario Silva and Isabel Loureiro regarding proposal for Sonangol restructuring. Presentation to client. at Client Lisbon offices.	RLA	2:45
	Drafting of detailed Memo regarding labour implications arising from the Project. Analysis of the applicable legislation.	BMA	2:30
	Drafting and revising list and summary of the relevant statutes applicable to the subsidiaries' activities.	SAB	2:15
	Preparation of the presentation of Project Solange.	FQ	1:45
	Preparing list of the relevant statutes re transfer of participations of the target Company.	SLS	1:30
<b>21.08.2015</b>	Revision of the presentation relating to the restructuring of the Target Company taking into account the clients comments. Analysis of the executive summary prepared by the Client.	PTC	9:00
	Analysis of Processo legislativo necessário à implementação do projeto	RMC	1:00
	Preparing list of relevant legislation related with financial services business.	FFS	0:30
	Preparation of the presentation of Project Solange.	FQ	5:45
	Preparation of the presentation of Project Solange.	FQ	5:15
<b>22.08.2015</b>	Message sent relating to the intervention of the National Assembly of the demerger of the target company. Analysis of the relevant legislation.	PTC	0:15
<b>26.08.2015</b>	Meeting with I. Santos and M. Silva regarding Sonangol restructuring at London hotel	RLA	2:00
<b>02.09.2015</b>	Type of entities for allocation of shares of the Target Company relating to core and non core companies with the purpose to limit to the minimum, the existing supervisory powers, oversight and inspection and maximise the "privatisation" of management.	RMC	4:45
	Meeting with Mário Silva to review the presentation relating to Project Solange.	PTC	1:00
<b>03.09.2015</b>	Change to the presentation relating to Project Solange and drafting of message to M. Silva sending the changed presentation	PTC	1:30
	Study of the issues referred previously (continuation). Drafting of the presentation, including the conclusions.	RMC	3:15
<b>04.09.2015</b>	Conclusion of the presentation.	RMC	2:45
<b>16.09.2015</b>	Meeting with M. Silva and I. Loureiro to discuss the following stage of the project.	PTC	0:30
	Meeting w/ Isabel Santos and Alexandre Gamito to discuss creation of "Comissão de Avaliação e Análise para Aumento da Eficiência do Sector Petrolífero".	RLA	1:30
<b>18.09.2015</b>	Meeting with Raul Cerveira, Paulo Costa, Frederico Quintela, Marília Frias and Maria Araujo. regarding legislative changes to implement Sonangol restructuring. Amending draft Presidential Decree creating "Comissão de Avaliação e Análise para Aumento da Eficiência do Sector Petrolífero".	RLA	2:00

*Total* 183:30