



DOING BUSINESS IN THE LATIN AMERICA & CARIBBEAN REGION

*Compiled by the
International Society of
Primerus Law Firms*

2020



table of contents

ABOUT PRIMERUS 03

ARGENTINA

Badeni, Cantilo, Carricart &
Bilbao 04
Overview 05

CHILE

Magliona Abogados 07
Overview 08

COLOMBIA

Pinilla, González & Prieto
Abogados 10
Overview 11

COSTA RICA

Guardia Montes & Asociados 15
Overview 16

CUBA

Dr. Frühbeck Abogados S.L.P. 18
Overview 19

DOMINICAN REPUBLIC

Sánchez y Salegna 21
Overview 22

ECUADOR

Meythaler & Zambrano Abogados
25
Overview 26

HONDURAS

Ulloa & Asociados 29
Overview 30

MEXICO

Cacheaux Cavazos & Newton 33
Overview 34

PANAMA

Quijano & Associates 36
Overview 37

PERU

Llona & Bustamante Abogados 40
Overview 41

TRINIDAD & TOBAGO

Martin George & Co. 44
Overview 45



ABOUT PRIMERUS

Primerus is an international society of 170 top-rated, independent boutique law firms. When we formed Primerus in 1992, we set out to restore honor and dignity to the legal profession and to help rebuild the public's trust in lawyers and the judicial system by setting these high standards. Twenty five years later, our commitment to these values remains strong and our clients notice the difference in who we are and how we work.

Primerus seeks out, screens and audits our firms to make sure we have only the finest. We use all the ratings services available to us, including Martindale Hubbell, Best Lawyers, Chambers and Legal 500, to ensure the law firms we invite to join Primerus are the best in the world. And that is just the beginning. We then conduct a more extensive investigation of the firm, including attorney backgrounds, references and malpractice history checks. An independent accreditation board has the last word on admission and retention of members, resulting in a high quality standard that's applied universally to all members. Another board oversees quality assurance to more specifically define the high standards embodied within the Six Pillars and to help firms live by those standards in everyday practice. We're confident our strict guidelines ensure Primerus law firms are the world's finest. In fact, The Wall Street Journal has compared Primerus to the "Good Housekeeping Seal of Approval" for law firms.

We search the world for the best law firms so you don't have to. But our work doesn't end there. We bring these firms together into a close-knit society to work together for you. Located in nearly 50 countries around the world and 47 U.S. States, with more joining every day, our firms are poised to serve as your global legal team, working together to meet your needs seamlessly and efficiently. The combined resources and expertise of this global team is never more than a phone call away.

The following guide is intended to be a helpful tool for clients and companies who are exploring, plan on, or currently provide legal services in the Asia Pacific region. Assembled by some of the world's finest law firms, this guide will prove valuable in addressing many frequently asked questions within the region.

2020 LAW FIRM LOCATIONS



Business Consulting
 Institutional Advice
 Complex Litigation
 Banking
 Administrative Law and Economic Regulation
 Civil and Family Law
 Constitutional Law
 Commercial Law / Agribusiness
 Mergers and Acquisitions
 Finance
 Corporate
 Media & Entertainment
 Real Estate
 Taxation
 Probate

Badeni, Cantilo, Carricart & Bilbao

ARGENTINA

Badeni, Cantilo, Carricart & Bilbao assist clients in a wide range of fields of law and provide creative and skilled legal solutions. Its members are highly trained to provide the most effective and efficient representation.

Throughout the firm's history, the attorneys at Badeni, Cantilo, Carricart & Bilbao in Buenos Aires, Argentina, have advised clients regarding the varied aspects of complex local and international business transactions as well as participating in a substantial number of lawsuits of great institutional and legal significance. Many of these cases which went on to be resolved in the Supreme Court as well as other courts of law, have gone on to become the subject of study at Argentina's prime legal institutions.

Thanks to its structure and organization, Badeni, Cantilo, Carricart & Bilbao has the necessary resources to act in a wide range of legal matters. The firm's lawyers' experience, both academic and professional, allows the Argentina law firm to provide not only legal advice to its clients but also to offer solutions to current business problems.

Badeni, Cantilo, Carricart & Bilbao Buenos Aires attorneys are bilingual; several have studied and worked abroad and are qualified to communicate fluently and efficiently with English-speaking clients and interpret their requirements correctly.



Reconquista 609
 8° piso
 Buenos Aires, C1003ABM Argentina



Mariano E. Carricart : m.carricart@bccb.com.ar



+54 011 4515 4800



www.bccb.com.ar



BADENI, CANTILO, CARRICART & BILBAO

ARGENTINA



1. Website for Company Registry search.

<https://www.argentina.gob.ar/justicia/igj>

2. Website for Foreign Investment related.

N/A

3. Website for IP related search.

Trademark – <https://www.argentina.gob.ar/inpi>

Patent – <https://www.argentina.gob.ar/inpi>

Copyright – <https://www.argentina.gob.ar/inpi>

Industrial Designs – <https://www.argentina.gob.ar/inpi>

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

Yes

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

No, but in some cases it is needed. Foreign companies could obtain a tax identification number (CDI)

6. Is there any local convention of signing of contracts?

Contracts shall be signed by the legal representatives or attorneys.

7. Any requirement of notarization / legalization of contracts?

Depending on the type of contracts. Some contracts have to be signed before a notary public.

8. Sectors where no foreign investment can be made?

Military sector. But in general foreign investments could be made. The foreign entity shall register a local vehicle to perform the investment.

9. Sectors where there is a cap on foreign investment?

No.

ARGENTINA

10. What are the rates of tax?

Corporate Tax Rate:

Income tax 35%

On Dividend:

Law 27,430 and 26893. There are different rates. An accountant shall determine the tax depending on various issues set forth under the law. But we could say 10%.

On Royalty:

N/A

On Sale of Shares in Local Company:

15% law 26893

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes

Patent Cooperation Treaty – Yes

Madrid Protocol – Trademark – No

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

Shareholder's agreements are customary. But this question is too broad.

13. Are Foreign Arbitration Awards enforceable?

Yes. It is important to check reciprocal arrangements.

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – Yes

New York Convention – Yes

Business Structuring
 Complex Business Litigation
 Computer Crime
 Consumer
 Consumer Protection
 Corporate and Transactional
 Corporate
 Data Protection
 Distribution
 Finance
 Franchise
 Government Relations
 Industrial Property
 Intellectual Property
 Internet
 Labor and Employment
 Litigation
 M&A
 Motion Picture Finance
 Motion Picture Production and Distribution
 Motion Pictures and Television
 Property
 Public Policy
 Real Estate
 Real Estate Leasing
 Software Licensing
 Tax
 Technology
 Telecommunications

Magliona Abogados

CHILE

Magliona Abogados provides legal services of excellence both to local and multinational companies.

They specialize in corporate matters, tax services, complex business litigation and finance structures, telecommunications, technology law, intellectual and industrial property and management of government relations and public policies, including, among others, corporate structuring, due diligence planning, mergers and acquisitions, financial assistance, syndicated loans, liability restructuring and leasing. They are experts in licensing and software development agreements, technological platforms, franchises, data protection, computer crimes, distribution, production and financing of film and television.

Their clients encompass a wide range of enterprises engaged in banking and finance, technology and software, leasing and insurance. They also counsel public agencies, companies in the movie industry and in other diverse fields. Their goal is to build sound and enduring relations that aid their customers in reaching their goals.



Av. Andrés Bello 2687

Piso 24

Santiago, Chile



Claudio Magliona : cmagliona@magliona.cl



+56 2 3210 0030



www.magliona.cl

MAGLIONA
— ABOGADOS —

CHILE



1. Website for Company Registry search.

https://www.conservador.cl/portal/indice_comercio

2. Website for Foreign Investment related.

<https://investchile.gob.cl/>

3. Website for IP related search.

Trademark – <https://www.inapi.cl/>

Patent – <https://www.inapi.cl/>

Copyright – <https://www.inapi.cl/>

<https://www.propiedadintelectual.gob.cl/sitio/>

Industrial Designs – <https://www.inapi.cl/>

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

Yes.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

Yes.

6. Is there any local convention of signing of contracts?

No.

7. Any requirement of notarization / legalization of contracts?

The formalities will depend on the type and nature of the contract. In Chile there are contracts that must necessarily be signed by public deed (e.g., sale of real estate) and others where a private instrument is sufficient (e.g., sale of shares of a local company). However, as a matter of evidence, in private instruments the signature of the grantors is usually authorized before a notary public.

8. Sectors where no foreign investment can be made?

Chile imposes some very specific restrictions on investments in the nuclear energy, defense, shipping, real estate (country borderline and mining -hydrocarbons- sectors).

9. Sectors where there is a cap on foreign investment?

No.

CHILE

10. What are the rates of tax?

Corporate Tax Rate:

Corporate income tax is 25 % or 27 %, depending on the tax regime chosen by the company.

On Dividend:

As a general rule, these incomes are subject to additional tax at a rate of 35%.

On Royalty:

N/A

On Sale of Shares in Local Company:

Sales of shares with a high stock market presence will not be taxed to the extent that they meet the requirements established in Article 18 of the Income Law. The amounts that, eventually, would be affected by Income Tax are those that constitute the highest value, which is determined by comparing the adjusted acquisition value at the date of the sale and the sale or disposal value.

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes

Patent Cooperation Treaty – Yes

Madrid Protocol – Trademark – No

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

Prior Agreements; provision of control; Survivorship Arrangements; Right of First Refusal; Pre-emption Right; Put Options; Call Options; catch-up Clauses; Drag-Along Rights, Co-Sale Agreements; Demand Rights; piggyback Rights; restriction on the transfer of shares; agreements on the valuation of the company; non-competition agreements; agreements on the resolution of disputes and arbitration; sanctions in the event of non-compliance.

13. Are Foreign Arbitration Awards enforceable?

Yes, to the extent that there is an international treaty applicable to the arbitral award and its enforcement. Our system applies the special rules on recognition and enforcement of foreign arbitral awards contained in the Conventions and Treaties that have been ratified by Chile. If there is no treaty, it must be determined whether there is reciprocity for its enforcement. Ultimately, rules of "international regularity" are applied, such as, that the judgment does not contravene Chilean public order, that the matter does not fall under the jurisdiction of national courts, due process, among others.

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – Yes

New York Convention – Yes

Administrative
 Administrative Litigation
 Advisory on Compliance with Regulations on Personal Data Protection
 Alternative Dispute Resolution
 Arbitration
 Civil Litigation
 Commercial
 Commercial Litigation
 Computers and Software
 Construction
 Copyright
 Corporate and Transactional
 Corporate Governance
 Corporate
 Criminal
 Education
 E-Commerce
 Employment
 Energy
 Environmental
 Family
 Foreign Investment
 Housing and Urban Development
 Information Technology
 International Arbitration
 International Commercial
 International
 International Mergers and Acquisitions
 International Taxation
 Investment
 Labor and Employment
 Labor
 Litigation
 M&A
 Natural Resources
 Oil and Gas
 Outsourcing
 Project Finance
 Public Finance
 Public Utility
 Real Estate
 Tax
 Tax Planning
 Trusts and Estates
 Utility
 Zoning, Planning and Land Use

Pinilla, González & Prieto Abogados

COLOMBIA

Pinilla, Gonzalez & Prieto was founded in 1943 by attorney, Eliecer Pinilla, with the purpose of providing legal counsel to various economic sectors, advising local and international markets, under the supervision of its partners and a team of expert attorneys in each area of the law.

The firm is headed by specialist who, with a multidisciplinary approach and preparation, fully understands the needs of the market and customers, while exploring different approaches to optimize results and minimize clients' risks. The firm plays a leading role in the Colombian Real Estate sector, in which it has become the undisputed leader in the market. Nevertheless, in the last few years the firm has positioned itself as a leading firm in other areas of law such as corporate, tax and litigation law.

Pinilla, Gonzalez & Prieto is also characterized by the management of tier one clients from different sectors and by having highly specialized teams in all areas of law such as Corporate Law, Foreign Investment, Mergers and Acquisitions, Infrastructure law, Environmental Law, Public Law, Telecommunications, Litigation and Tax Law.

Last but not least, the firm's advice and counsel to its domestic and foreign clients is provided in accordance with the quality standards required worldwide, which makes it one of the most important providers of legal services in Colombia.



Av Calle 72 No. 6-30
Pisos 9 y 14
Bogotá, Colombia



Felipe Pinilla: fpinilla@pgplegal.com
Julián Felipe Rojas Rodríguez: jrojas@pgplegal.com



+57 1 210 1000



www.pgplegal.com

PINILLA
 GONZÁLEZ & PRIETO
 A B O G A D O S

COLOMBIA



1. Website for Company Registry search.

In Colombia, in order to be able to carry out any commercial activity, companies must be listed in the “Registro Unico Empresarial” (“RUES” by its Spanish acronym), which is an integrated information system governed by the Colombian Chamber of Commerce.

Regarding the RUES, it unifies the Commercial Registry and the Tender Registry (“Registro de Proponentes”), while it also provides accurate, truthful and reliable information to anyone who needs data of a company that executes commercial activities in Colombia.

For all intents and purposes, the link is: <https://www.rues.org.co/>

2. Website for Foreign Investment related.

In accordance with the provisions contained in Decree 2080 of 2000 and the External Regulatory Act DCIN-83, the registration of foreign direct investment in Colombia must be done through the Bank of the Republic. Therefore, the aforementioned Bank is the only authorized entity that can provide information of registration, reports or updates that are related to foreign investment.

However, this information will only be granted to the investor through a direct request made by its legal representative or its legal proxy.

3. Website for IP related search.

The superintendence of Industry and Commerce (“Superintendencia de Industria y Comercio”) has arranged on its website, some public databases where any interested party can consult the brands, slogans, patents, designs, commercial names and trademarks that have been submitted in Colombia, as well as any requested trademark background.

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

Yes. The parties’ identification is an essential element of any contract, so that there is no doubt of whom the contracting parties are and what are the obligations and rights of each.

Therefore, the company name is important at a formal, administrative and legal level.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

There are not provisions that require contracts to include the corporate identifying number of a company. However, in Colombia the tax ID number and even the commercial registration number are included in contracts and agreements.

COLOMBIA

5. Continued...

On the other hand, to ensure that a company is properly incorporated, the certificate of Incumbency of each company can be reviewed or the interest party can check the RUES databases.

6. Is there any local convention of signing of contracts?

The signature in Colombia is regulated in a particular way, since there are different kinds of recognized signatures. The most recognized signatures in Colombia are: (i) the handwritten signature; (ii) the scanned signature; and (iii) the Digital Signature.

Regarding the signatures referred in paragraphs (ii) and (iii) above, it is important to bear in mind the following:

- The scanned signature it is considered a type of electronic firm under Colombian law, used for reasons of simplicity, convenience and cost-effectiveness of communications.
- The digital signature it's a numerical value which is attached to a data message and which, using a known mathematical or numerical procedure, allows to determine that the message has been obtained exclusively from its creator and that it has not been modified after processing.

7. Any requirement of notarization / legalization of contracts?

All acts and contracts for the disposal and encumbrance of real estate, and in general all those for which this solemnity is required by law, must be granted by public deed before the notary's office (e.g. buying & selling contracts, donations, mortgages, incorporation of joint stock companies, among others).

8. Sectors where no foreign investment can be made?

Foreign investment can be made in all sectors of the economy with the exception of the following: (i) Processing and disposal of toxic, dangerous or radioactive waste that are not produced in Colombia; (ii) National defense and security tasks; (iii) concessionary companies of open television services (foreign investment exceeding 40% of the total share capital are forbidden); and (iv) foreign governments may not be admitted as shareholders in any activity related to Colombia hydrological resources.

9. Sectors where there is a cap on foreign investment?

Some sectors that have special conditions with respect to foreign investment are:

- The financial sector, as it must follow the legal guidelines established by the Colombian Law and, therefore, the Organic Statute of the Financial System ("Estatuto Orgánico del Sistema Financiero") contains the rules governing the financial activity, which apply to both domestic and foreign investors.

For example:

1. Foreign investors may participate in the wealth of financial institutions subject to the control and surveillance of the Financial Superintendence ("Superintendencia Financiera") only by acquiring shares, convertible bonds or social contributions of cooperative nature.
2. Registration of foreign capital investments in the financial sector can only be done prior authorization of the Financial Superintendence.
3. To acquire 10% or more of the shares subscribed of any entity subject to the surveillance of the Financial Superintendence, the aforementioned Superintendence will: (i) examine the suitability and responsibility of the persons interested in acquiring the shares; and (ii) ensure that the public welfare will be encouraged by the transfer of shares.

COLOMBIA

- 9. Continued...
- The foreign investments for the: (i) exploration and exploitation of oil and natural gas; (ii) refining, transportation and distribution projects of hydrocarbons; and (iii) for exploration, exploitation, benefit and transformation of minerals, are subject to the compliance of the rules governing such activities; and
- In accordance with the answer to section 8 above, foreign investment in television concessionaire companies may only be up to 40% of the total capital stock of the concessionaire.

10. What are the rates of tax?

Corporate Tax Rate: 32% FY 2020, 31% for FY 2021 and 30% from FY 2022 onwards.

On Dividend: Taxation on dividends, as follows:

- Resident individuals: Rate up to 10% income tax for dividends originated in profits taxed at a corporate level, and the corporate income tax rate (32%) for dividends originated in profits not taxed at a corporate level;
- Non-resident individuals: Rate of 10% income tax for dividends originated in profits taxed at a corporate level, and the corporate income tax rate for dividends originated in profits that were not taxed at a corporate level;
- Resident entities: Rate of 7,5% withholding tax, applied as the resident individual or non-resident investor as ultimate beneficial owner;
- Non-resident entities: Rate of 10% Income Tax for dividends originated in profits taxed at a corporate level and the corporate income tax rate for dividends originated in profits that were not taxed at a corporate level.

On Royalty:

20% withholding in payments to non - resident beneficiaries. 10% withholding in payments to non- resident beneficiaries located in jurisdictions with in force DTA. 3.5% withholding in payments to resident beneficiaries.

On Sale of Shares in Local Company:

Rate of 10% or general rate (32%) depending on whether the Shares are held for more than two years.

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes.

Patent Cooperation Treaty – Yes.

Madrid Protocol – Trademark – Yes.

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

Shareholders' agreements are arrangements between the partners of a company, by which it is intended to regulate the shareholders relations and to establish effective instruments to prevent situations that are detrimental to the associates and the company.

Some safeguards that have to be considered are:

- Identify those scenarios in which a voting agreement can be reached in order to limit the decision-making power of the majority shareholder and avoid the approval of operations that may affect the economic interests of the minority shareholders.
- Determine the mechanisms to resolve those circumstances in which, due to a dispute between shareholders, the company's business may be paralyzed.
- Establish the procedure in which the execution of the shareholder agreements must be performed.

COLOMBIA

12. Continued...

- File the Shareholder's Agreement in the company management's office, to turn it binding and enforceable.
- File a lawsuit before the Superintendence of Companies or before the Civil Circuit Judges of Colombia, if any discussion arises about enforceability, performance and breach of Shareholder's agreement.
- File a lawsuit before the Civil Circuit Judges of Colombia, if any discussion arises about enforceability, performance and breach of JV's agreement.

13. Are Foreign Arbitration Awards enforceable?

Foreign Arbitration Awards are enforceable according to Act 39 of 1990 and Act 1563 of 2012. In order to obtain the recognition and enforcement of the Award, the party must file a lawsuit before the Supreme Court of Justice ("Corte Suprema de Justicia" hereinafter referred as "CSJ"). The counterparty may furnish proof of any of the provisions set to refuse the recognition and enforceability of the award, in Act 1563, 2012.

The CSJ will issue a final and binding judicial decision which can't be challenged, and the matter is to be considered claim preclusion.

Additionally, if the arbitration award is considered binding and enforceable, the party may claim the execution of the award before Colombian judicial authorities.

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – No.

New York Convention – Yes. Colombia signed the New York Convention on July 19th of the year 1977 and it was adopted by our legislation by Act 39 of 1990.

Administrative
Arbitration
Bankruptcy
Business Formation
Business
Civil Practice
Commercial
Commercial Transactions
Condominium Association
Construction
Construction Litigation
Cooperative Housing Association
Corporate and Transactional
Corporate Formation
Corporate
Creditors Rights in Bankruptcy
Creditors Rights
Employment
Employment Litigation
Homeowners Association
Insurance
Labor and Employment
Litigation
M&A
Mediation
Real Estate
Regulatory
Transportation
Travel and Tourism
Trusts and Estates

Guardia Montes & Asociados

COSTA RICA

Guardia, Montes & Asociados is a law firm with broad experience in providing its clients with specialized legal services, in a skilled and efficient manner.

The Costa Rica lawyer professionals serve small, medium and large companies, as well as independent entrepreneurs. The Costa Rica law firm is small enough to listen to their clients, but large enough to handle their cases and any complex situation that may arise. Performing commercial transactions has always seemed simple, but protecting the rights and establishing commercial rules is actually an art. The lawyer professionals with Guardia, Montes & Asociados have a broad experience in this type of advice and an extensive knowledge of legal protection issues.

The Costa Rica law firm's commitment to deliver their services based on the highest ethical principles is at the foundation of their relationships. The firm's unique results based approach, responsiveness and cost benefit efficiency combined with their extensive range of services, sets Guardia, Montes & Asociados apart from other law firms, evidenced in their portfolio of longstanding clients and relationships. On achieving results for clients these relationships are established through thoughtfully applied principles such as: trust, openness, total transparency, efficiency, and integrity.

Honesty, responsibility and commitment guide their beliefs in the following: individualized service, search for excellence, internal transparency, commitment, and teamwork.

The legal matters of each client are in the hands of a qualified lawyer with extensive experience in providing legal advice. The firm's mission is to: provide the highest quality legal services to companies and individual clients, provide close personal attention to each of their clients so they can understand their legal needs, provide the best solution for their clients, and provide clients with the best value and leave them with a positive experience.



Ofiplaza del este, edificio C, 2nd floor
P.O. 7-3410-1000
San José, Costa Rica



Luis A. Montes : lmontes@guardiamontes.com



+506 2280 1718



www.guardiamontes.com

GUARDIAMONTES & ASOCIADOS

COSTA RICA



1. Website for Company Registry search.

www.guardiamontes.com

2. Website for Foreign Investment related.

www.guardiamontes.com

3. Website for IP related search.

Trademark – www.guardiamontes.com

Patent – N/A

Copyright – www.guardiamontes.com

Industrial Designs – N/A

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

Yes

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

Yes, it is 3-101-645558.

6. Is there any local convention of signing of contracts?

N/A

7. Any requirement of notarization / legalization of contracts?

Signatures of signees have to be legalized by an Attorney or a Public Notary

8. Sectors where no foreign investment can be made?

None.

9. Sectors where there is a cap on foreign investment?

None.

COSTA RICA

Guardia Montes &
Asociados

COSTA RICA

10. What are the rates of tax?

Corporate Tax Rate: between 10% to 30%

On Dividend: 15%

On Royalty: 13%

On Sale of Shares in Local Company: 13%

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes

Patent Cooperation Treaty – N/A

Madrid Protocol – Trademark – Yes

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

The complete application of the Commerce Code and all related written Laws: It is important make this document through a Costa Rican Attorney with practice in Commercial Law. The level of knowledge of the Professional will help the parties to solve future problems. The company has to be Costa Rican one or both parties has to accept the Costa Rican Jurisdiction for future conflicts.

13. Are Foreign Arbitration Awards enforceable?

Yes, but only if both parties accept to use our jurisdiction or it is agreed by contract.

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – Yes

New York Convention – Yes

15. Other Helpful Information?

In all taxes are applicable the Transfer Taxes international regulations.

COSTA RICA

Guardia Montes &
Asociados

Bankruptcy
 Business
 Civil
 Collections
 Commercial
 Construction
 Contracts
 Corporate and Transactional
 Corporate
 Employment
 Establish Business
 Finance
 General Practice
 International Arbitration
 International
 Investment
 Labor and Employment
 Leases and Leasing
 Litigation
 M&A
 Mortgage
 Private Client
 Property
 Real Estate
 Tax
 Trusts and Estates
 Wills
 Zoning, Planning and Land Use

Dr. Frühbeck Abogados S.L.P.

CUBA

The firm's desire to guarantee their clients excellent representation and advising as an international law firm demands a highly qualified team of international skilled lawyers and tax accountants.

They serve their clients in their native language and are also specialized in the jurisdiction and the system of taxation of their home countries. This enables them to develop tailor-made problem solving for every requirement.

Furthermore their membership in several networks allows them to access additional highly qualified lawyers quickly and directly. This enables them to offer their clients the in demand advice throughout the world, because they are able to make contact with local experts.

Dr. Frühbeck Abogados has differed from other firms since its formation. The term "international", which is a problem or a challenge for some, is the central focus of their business philosophy and has been for more than 50 years. They take pride in their successes and continue not only preserving, but improving the quality of their advice and range of services they offer.



5ta. Ave No.4002 esq. 40.
Playa Miramar
Havana, Cuba



Maria Elena Pubillones Marin: habana@fruhbeck.com



+537 204 5126



www.fruhbeck.com

Dr. Frühbeck
Abogados

CUBA



1. Website for Company Registry search.

<https://registronacional.com/cuba/empresas.htm>

2. Website for Foreign Investment related.

<https://www.mincex.gob.cu>

<https://www.zedmariel.com>

3. Website for IP related search.

Trademark – <https://www.ocpi.cu>

Patent – <https://www.ocpi.cu>

Copyright – <https://www.wipo.int/directory> OR <https://www.ministeriodecultura.gob.cu>

Industrial Designs – <https://www.ocpi.cu>

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

Yes, it is a requirement.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

Yes, it is a requirement.

6. Is there any local convention of signing of contracts?

For International Sales Contracts, the following legislation applies:

1. Commercial Code of the Republic of Cuba.

2. Decree Law 304 "On Economic Contracting" of 12/17/2012.

3. Decree 310 "On the types of contracts" of 12/17/2012.

7. Any requirement of notarization / legalization of contracts?

For International Sales Contracts. No

For contracts for the establishment of forms of foreign investment. Yes

8. Sectors where no foreign investment can be made?

Public health services, public education, armed forced institutions, except their business system.

9. Sectors where there is a cap on foreign investment?

There are no limits.

CUBA

10. What are the rates of tax?

Corporate Tax Rate: General Rate 35%

If natural resources are exploited in the business up to 50%.

In foreign investment contracts, exemption on reinvested profit and in the first 8 years.

In investments in the ZED Mariel 12% and exemption in the first 10 years.

On Dividend: 4%

On Royalty: 15%

On Sale of Shares in Local Company: 4%

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes. Since 20.02.1997.

Patent Cooperation Treaty – Yes. Since 16.07.1996.

Madrid Protocol – Trademark – Yes. Since 26.12.1995.

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

They are determined by the parties to the agreement.

13. Are Foreign Arbitration Awards enforceable?

Yes. The Civil, Administrative and Labor Procedure Law requires the prior recognition of the Economic Chamber of the Supreme Court (exequatur)

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – Yes. Since 30.11.1965.

New York Convention – New York Convention Yes. Since 30.03.1975.

15. Other Helpful Information?

In all taxes are applicable the Transfer Taxes international regulations.

Administrative
 Appellate Practice
 Arbitration
 Business
 Civil Litigation
 Commercial
 Contracts
 Corporate and Transactional
 Corporate
 Employment
 Environmental
 Finance
 Foreign Investment
 Intellectual Property
 Labor and Employment
 Labor
 M&A
 Regulatory
 Tax
 Telecommunications, Media and Technology

Sánchez y Salegna

DOMINICAN REPUBLIC

Sanchez & Salegna is a law firm based in Santo Domingo, Dominican Republic. The firm provides services to businesses, both national and multinational, who operate in the Dominican Republic.

Sánchez & Salegna was established in 2015 and was formed by Salegna Abogados (founded in 2006 by Angelina Salegna Bacó), incorporating Amado Sánchez de Camps as a partner to the firm.

The firm offers legal services, mainly in the field of commercial and corporate law. Their goal is to provide efficient, quality legal services. The firm's motto is "looking after your interests with responsibility and effectiveness".

Sanchez & Salegna is known for understanding each one of their clients' businesses. The firm works as an extension of your own team. They serve, collaborate and are committed to their clients, who are their only priority.

To achieve their goal, they give their team of lawyers challenging yet interesting work, in an environment suited to develop their full potential. The firm's team is enthusiastic, committed, responsible, bold and approachable – day in, day out.

Finally, Sánchez & Salegna complies with and respects the provisions of the US Foreign Corrupt Practices Act as well as the UK Bribery Act 2010.



Lope de Vega No.29
 Novocentro Tower, Suite 605, Ensanche Naco
 Santo Domingo, Dominican Republic 10119



Amado Sánchez: asanchez@sys.do



+1 809 542 2424



www.sys.do

Sánchez y Salegna

DOMINICAN REPUBLIC



1. Website for Company Registry search.

Chamber of Commerce and Production of Santo Domingo

2. Website for Foreign Investment related.

Dominican Republic Export and Investment Centre

3. Website for IP related search.

Trademark – National Industrial Property Office (ONAPI)

Patent – National Industrial Property Office (ONAPI)

Copyright – State Copyright Office (ONDA)

Industrial Designs – National Industrial Property Office (ONAPI)

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

The company's corporate name must be included in contracts.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

If the company operates in the Dominican Republic, it is essential to include the National Taxpayers Registry (RNC) Number in contracts.

6. Is there any local convention of signing of contracts?

It is essential to describe with accuracy the name and the position of the representative of the firm.

7. Any requirement of notarization / legalization of contracts?

For specific contracts (sales of real estate, stocks, motor vehicles), it is obligatory to legalize contracts. In others, it is convenient (promissory notes, dispute settlements).

8. Sectors where no foreign investment can be made?

Article 5 of Law 16-95, on Foreign Investment, states that foreign investment is not allowed in the following lines:

- Removals and wastes of toxic, hazardous, or radioactive waste not produced in the country.
- Activities that affect the public health and balance of the country's environment, per the rules governing this effect; and
- Production of materials and equipment directly related to national defense and security, unless explicitly authorized by the Executive.

Where Foreign Investment affects an ecosystem in its area of influence, the investor must submit a project with provisions that recover any ecological damage that may be caused.

DOMINICAN REPUBLIC

9. Sectors where there is a cap on foreign investment?

In principle, there is not any special cap on any sector for foreign investment. Nevertheless, according to Article 5, paragraph III of Law 16-95, on Foreign Investment, foreign investment could be limited by the laws and regulations governing each area of the national economy. For instance, in the telecommunications sector, the law establishes that licensees need to be Dominican companies. But all the investors or shareholders of these companies could be foreigners.

10. What are the rates of tax?

Corporate Tax Rate:

- 1) IVA: 18%.
- 2) Income Tax: 27%.
- 3) Capital Gain Tax: 27%.
- 4) Selective Consumption Tax: The fees payable depend on the goods or services to which it applies. Alcohol products, alcoholic beverages, and beers are 10%. Tobacco products are 20%. Telecommunication services are 10%. Insurance services, in general, is 16%. The issuing of checks and wire transfers pay 0.0015% for the value of each check paid and the electronic transfers made.
- 5) Real Estate Income Tax (IPI): 1% applied to the total amount in excess of the of real estate assets. The payment is made each year.

On Dividend:

Withhold of 10% of the amount paid or credited of dividends on account or otherwise distributing Dominican source profits to natural, legal or resident or non-resident entities.

On Royalty:

Withhold of 27% of the payment, includes publicity, royalties, interest (from overseas banks is 10%), etc.

On Sale of Shares in Local Company:

The buyer needs to withhold 1% of the price of the sale of shares charged to the Capital Gain Tax.

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes, since December 24, 1997.

Patent Cooperation Treaty – Yes, since May 28, 2007.

Madrid Protocol – Trademark – No.

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

- Require a majority of shareholders for specific vital matters.
- Define the form of future capital contributions to the business and how they affect property rights.
- Create procedures to follow when there is a tie-up in the vote and shareholders.
- Establish procedures for resolving disputes among shareholders in the event of litigation.

13. Are Foreign Arbitration Awards enforceable?

Yes. Law 544 14 on Private International Law provides for a relatively simple exequatur procedure.

DOMINICAN REPUBLIC

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – Yes.

New York Convention – Yes, since July 10, 2002.

15. Other Helpful Information?

Dominican law has as its primary source the French codes of the early nineteenth century, which were adopted in their Original language during the Haitian occupation (1822-1844) and then translated into Spanish and adopted in 1884.

Currently, the Dominican legal system is in evolution, and the Dominican Republic have been making significant regulatory progress as a result of the various international trade agreements that have been signed, as well as due to trade obligations with the World Trade Organization.

With the signing of DR-CAFTA, the Dominican Republic was obliged to enact laws of an economic nature, which guarantee the regulation of the markets.

Administrative
 Alternative Dispute Resolution
 Antitrust and Trade Regulation
 Arbitration
 Banking
 Civil
 Civil Litigation
 Commercial
 Constitutional
 Consulting with Corporate Clients
 Corporate
 Criminal
 Customs
 E-Commerce
 Energy
 Family
 Intellectual Property
 International
 Labor and Employment
 Labor
 Litigation
 M&A
 Mediation
 Migration
 Property
 Public Procurement and Privatization
 Real Estate
 Regulatory
 Tax
 Unfair Competition
 Unfair Trade

Meythaler & Zambrano

Abogados

ECUADOR

For the benefit of our clients, we have about 30 specialized legal professionals in all branches, with offices in the main cities of Ecuador: Quito and Guayaquil, belonging to a wide network of correspondents in America, Asia and Europe. This, in order to provide comprehensive advice according to the present, which allows us to provide our clients with a huge competitive advantage.

The breadth of professional resources at our disposal translates into professional, comprehensive, effective and top quality care, which are part of the policy we profess, which is summarized in: efficient communication with the client; strict adherence to the Law and ethics; and, the effective defense of the individual and corporate rights of our clients.

Throughout our proven track record, we have advised clients of great international and national prestige who have placed their trust in us. Likewise, we are part of the most renowned and relevant professional circles, lending our quota both in Ecuador and abroad.



Av. December 6, 2816 and Paúl Rivet
 Josueth González Building, 10th Floor
 Quito, Pichincha, Ecuador



José Meythaler: jmeythaler@lmzabogados.com



+593 2 223 2720



www.meythalerzambranoabogados.com

**MEYTHALER &
 ZAMBRANO**
 ABOGADOS

ECUADOR



1. Website for Company Registry search.
<https://www.supercias.gob.ec/portalscv/>

2. Website for Foreign Investment related.
<https://www.bce.fin.ec/index.php/component/k2/item/298-inversi%C3%B3n-extranjera-directa>

3. Website for IP related search.
Trademark – Does not apply. In person.
Patent – Does not apply. In person.
Copyright – Does not apply. In person.
Industrial Designs – Does not apply. In person.

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?
Yes.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?
Yes. Companies in Ecuador uses the RUC, as the number identity. In Contracts is how parties can be identified.

6. Is there any local convention of signing of contracts?
No. But this matter is regulated by the Civil and Commercial code.

7. Any requirement of notarization / legalization of contracts?
Notarization not applicable. However, certain matters relating to land, power of attorney or when a public authority is involved require registration and corresponding public deed.

8. Sectors where no foreign investment can be made?
100% foreign investment is generally permitted and common in Ecuador. However, no investment can be made in what is strictly reserved by law for the exclusive economic benefit of the Ecuadorian State or forbidden activities by Law.

9. Sectors where there is a cap on foreign investment?
No limits to foreign investment, except as already mentioned.

ECUADOR

10. What are the rates of tax?

Corporate Tax Rate:

25% on assessable profits. However, tax rate can be of 28% in case the Company doesn't want to reveal information of the shareholders. Article 37 LEY DE REGIMEN TRIBUTARIO INTERNO, LRTI: "Taxable income obtained by companies incorporated in Ecuador, as well as by branches of foreign companies domiciled in the country and permanent establishments of foreign companies not domiciled in the country, will apply the 25% rate on their tax base"

On Dividend:

In Ecuador tax rate for dividends, corresponds to 40% of the total income. Dividends paid to a resident are taxed at a rate of 13% and for non-resident at a tax rate of 25%, from the 40% of the total income.

On Royalty:

Royalty is taxable in Ecuador. Up to 20% can be paid as royalties. Also, tax rate is 25% (as other payments) and royalty income received are chargeable to Profits Tax. Article 26 # 16, "REGLAMENTO PARA APLICACION LEY DE REGIMEN TRIBUTARIO INTERNO, LRTI". For those countries / territories with a Comprehensive Double Taxation Agreement / Arrangement with Ecuador are exempted from this tax. If royalty income is sent abroad, another tax apply, ISD for 5% of the amount.

On Sale of Shares in Local Company:

The profits received by companies domiciled or not in Ecuador and natural Ecuadorian or foreign persons, resident or not in the country, arising from the direct or indirect disposal of shares, participations, other capital rights or other rights that allow exploration, exploitation, concession or the like; of companies domiciled or permanent establishments in Ecuador, will be subject, at the time of disposal, to a single income tax with progressive rate, in accordance with the following table:

From up to% total

0 - 20,000	0%
20001 - 40000	2%
40001 - 80000	4%
80001 - 160000	6%
160001 - 320000	8%
320001 onwards	10%

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes

Patent Cooperation Treaty – Yes

Madrid Protocol – Trademark – No

ECUADOR

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

Make sure the agreements comply with the local laws in Ecuador. Also in the event that the agreement is neither enforced by the Ecuadorian Law nor subject to the jurisdiction of Ecuador, it is advisable to insert an arbitration clause for arbitration in any country which is a party to the New York Convention to ensure that the same can be enforced in Ecuador. Be advised by MEYTHALER & ZAMBRANO.

13. Are Foreign Arbitration Awards enforceable?

Yes they are. As Ecuador is a partie of the "1958 New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards".

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – Yes, ratified in 1954. Protocol I and II in 1979. Protocol III signed but not ratified.

New York Convention – Yes, signed on December 17 of 1958 and ratified on January 3 of 1962.

ECUADOR

Meythaler & Zambrano
Abogados

Administrative
Alternative Dispute Resolution
Appellate Practice
Business
Civil
Corporate and Transactional
Corporate
Energy
Environmental
International
Labor and Employment
Litigation
Notary Public Services
Outside Business Counsel

Ulloa & Asociados

HONDURAS

Ulloa & Asociados is geared to meet the needs of the corporate world, with specialized professionals focused on labor, business, environmental and tax, both administrative offices and judicial issues and consists of the following areas: Consulting, Compliance Management, Litigation and Notaries.

MISSION

Ulloa & Asociados is a team of responsible and competent professionals in the corporate and legal areas of law. They offer solutions to their clients based on efficient compliance with the Law.

VIEW

At Ulloa & Asociados, the firm wants to continue to be a leading legal services firm in the national field with international recognition and interest in growing incorporating related and integral services with their corporate clients, achieving it through a teamwork, planned and organized, that responds to the needs and requirements of the client, and through multidisciplinary teams. Providing a quality, competent and reliable service that contributes to the growth of Honduras.

QUALITY POLITICS

Ulloa & Asociados, firm dedicated to the provision of legal, corporate services in the areas of Advisory, Compliance, Management, Litigation, Notary, Registry and Resource Management, is committed permanently, in an accurate and diligent, to meet the needs of the client and relevant stakeholders, with competent professionals dedicated to compliance with the applicable legal requirements, identification of risks and opportunities; for the development of adequate solutions, through the continuous improvement of our Quality Management System.



Edif. Centro Morazán, Torre 1, #1217/18 Blvd.
Morazán, frente al Centro Comercial El Dorado
Tegucigalpa, Honduras



Marielena Ulloa: marielena.ulloa@ulloayasociados.com



+504 2221 3422



www.ulloayasociados.com



HONDURAS



1. Website for Company Registry search.

The Chamber of Commerce and Industry of Cortes provides its users with the option of consulting their documents electronically through the CCIC website: www.ccichonduras.org, in the Commercial Registry section, where both companies, citizens and Public administrations have at their disposal sufficient accredited information about the companies with which they intend to contract, their legal and economic situation, monitoring of their documents, receipt of digital payment and the respective calculation of registration fees.

2. Website for Foreign Investment related.

The National Investment Council (CNI) is a public entity created with the purpose of providing legal services to facilitate, accelerate and protect private, national and foreign investment, promoting the facilitation of procedures, offering relevant information on the legal framework, providing economic-financial advice and accompanying investors in investment processes.

3. Website for IP related search.

All legal aspects concerning Intellectual Property are processed through the General Directorate of Intellectual Property of Honduras (DIGEPIH), which is an entity aimed at fulfilling the constitutional mandate to administer the protection and legal protection of Intellectual Property Rights and the time to comply with the different treaties and conventions contracted at the international level. In accordance with the world trend in the field of Intellectual Property, the Honduran State fosters the environment of legal security through the General Directorate of Intellectual Property, which is technically assisted by the World Intellectual Property Organization (WIPO), and acts in accordance with the cooperation agreements signed by Honduras with the World Trade Organization, WTO and the Free Trade Agreement with the United States (DR-CAFTA).

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

It is not legally required that the corporate name of the company appear in the contracts, however, it is a requirement that the legal company name or business name appears, this to prove the element of consent required to form all contracts.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

The Law does not require a corporate identity to be established in contracts that in our country is known as Matricula or registry. However, it is common practice for contracts to identify the contracting company based on its registration, volume, and registration number that was assigned to it in the Commercial Registry.

6. Is there any local convention of signing of contracts?

Currently Honduras does not have local conventions on contracts, however it is part of international agreements on contracts such as the United Nations Convention on Contracts for the International Sale of Goods, and the United Nations Convention on the Use of Electronic Communications in Contracts. International, among others.

HONDURAS

7. Any requirement of notarization / legalization of contracts?

Yes, there are provisions regarding the notarization of contracts established in article 1575 of the Civil Code, which quotes requirements that must be included in a public document:

1. Acts and contracts that have as their object the creation, transmission, modification or extinction of real rights over real estate.
2. The leases of these same assets for three (3) or more years, if they involves third parties.
3. The marital capitulations.
4. The transfer, repudiation and renunciation of the hereditary rights or those of the conjugal society, if any. The repudiation or renunciation of hereditary rights may also be made by means of a written document presented before a competent judge.
5. The power to contract marriage, the general for lawsuits and the special ones that must appear in court, except as provided in the Organic Law of Courts; the power to administer assets, and any other that has as its object an act drawn up or that must be drawn up in a public deed, or is to harm a third party.
6. The transfer of shares or rights from an act recorded in a public deed.

The other contracts in which the amount of the benefits of one (1) or the two (2) contractors exceed two hundred (L. 200.00) Lempiras must also be recorded in writing, even if it is private.

8. Sectors where no foreign investment can be made?

According to the Law for the Promotion and Protection of Investment in its article 3, the following sectors are excluded from foreign investment:

1. Dispositions and wastes from toxic, dangerous or radioactive wastes;
2. Activities that affect public health.
3. Industry and small-scale commerce in accordance with the provisions of article 337 of the Constitution of the Republic and
4. Manufacture, import, distribution and sale of arms, ammunition and similar articles in accordance with the provisions of article 292 of the Constitution of the Republic.

9. Sectors where there is a cap on foreign investment?

There are no limitations for foreign investment, beyond the sectors that are excluded by law, such as the manufacture and import of weapons and small-scale trade that are for the exclusive use of Hondurans; On the other hand, what exists are various incentives for foreign investment, such as special regimes that allow foreign investors to benefit from tax benefits. Likewise, in the free zone, operations and activities can be carried out to: introduce, remove, store, manipulate, pack, display, pack, unpack, buy, sell, exchange, manufacture, mix, transform, refine, distill, assemble, cut, benefit and generally operate all kinds of merchandise, products and raw materials, packaging and other commercial effects.

10. What are the rates of tax?

In Honduras, taxes are divided into fiscal, municipal and customs.

HONDURAS

11. Is your Country a signatory to the following International Treaties related to IP?

Honduras is part of the Berne Convention and has the Copyright and Related Rights Law, where it is not obliged to register the work, since its protection is granted by the Berne Convention from the moment of its creation provided that the Works are original and are embodied in a material medium or support, because ideas are not protected but the original way in which those ideas are expressed. Honduras is also part of the Patent Cooperation Treaty and includes in its patent registration application forms where it is determined as a national phase PCT application. Honduras is not part of the Madrid Protocol.

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

The JV agreements are not regulated in Honduras law, but can be done. In order for them to have legal certainty, it is recommended to incorporate them into the conditions in the bylaws. This incorporation in the statutes is more effects of for third parties, an agreement signed between the shareholders has legal force.

13. Are Foreign Arbitration Awards enforceable?

Arbitral awards made abroad, as well as those considered international under this law, will be executed in Honduras in accordance with the treaties, pacts or conventions that are in force in the Republic. The recognition and execution of the arbitration award will be requested before the Supreme Court of Justice. The party requesting recognition and enforcement must present the award and the arbitration agreement, duly legalized and translated into Spanish, where appropriate. The recognition and execution of a foreign arbitration award will be carried out in accordance with the provisions of the treaties, pacts or conventions in force in the Republic; in the absence of any in force, the following rules will apply:

1. The recognition and execution of a foreign arbitration award may only be denied, at the request of the interested party, in any of the following cases:
 - a. That one of the parties to the arbitration agreement was affected by some incapacity.
 - b. That the agreement is not valid under the law to which the parties have submitted it or, if nothing has been indicated in this regard, under the law of the country in which the award has been issued;
 - c. That the party against which the award is invoked has not been duly notified of the appointment of an arbitrator or of the arbitration proceedings or has been unable, for any other reason, to assert their rights;
 - d. That the award refers to a controversy not provided for in the arbitration agreement or contains decisions that exceed the terms of the arbitration agreement. However, if the provisions of the award that refer to the issues submitted to arbitration can be separated from those that are not, the former may be recognized and executed;
 - e. That the composition of the arbitral tribunal or the arbitration procedure have not been adjusted to the agreement concluded between the parties or, in the absence of such agreement, that they have not been adjusted to the law of the country where the arbitration was carried out;
 - f. That the award is not yet binding on the parties or has been annulled or suspended by a court whose law was applied to make the award.
2. The Supreme Court of Justice, ex officio, may deny recognition or execution when it proves that according to the laws of the republic the object of the controversy is not subject to arbitration or the award is contrary to international public order.

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – Yes.

New York Convention – Yes.

Administrative
 Agricultural
 Alternative Dispute Resolution
 Antitrust and Trade Regulation
 Banking
 Bankruptcy
 Business
 Civil
 Commercial Real Estate
 Corporate and Transactional
 Corporate
 Criminal
 Customs
 Employment
 Energy
 Environmental
 Family
 Finance
 Foreign Investment
 Immigration
 Insurance
 Intellectual Property
 International Arbitration
 International Dispute Resolution
 International
 International Litigation
 International Trade
 Investment
 Labor and Employment
 Labor
 Litigation
 M&A
 Real Estate
 Securities
 Tax
 Tax Litigation

Cacheaux Cavazos & Newton

MEXICO

CCN is an international law firm with offices throughout Mexico. At CCN they are dedicated to serving clients engaged in business transactions within the NAFTA region and throughout Latin America.

The firm is comprised of both Mexico-licensed and U.S.-licensed attorneys who work in an integrated, bilingual environment. CCN represents U.S. and other foreign investors doing business in Mexico, as well as Mexican and other international investors doing business in the U.S.

Cacheaux Cavazos & Newton has offices in Ciudad Juárez, Guadalajara, Matamoros, Mexico City, Queretaro, Reynosa, San Pedro Garza Garcia, and Tijuana.



Avenida Tecamachalco No. 14-502
 Colonia Lomas de Chapultepec
 Mexico City, Mexico, C.P. 11010



Felipe Chapula: fchapula@ccn-law.com.mx



+52 55 5093 9700



www.ccn-law.com



CACHEAUX CAVAZOS & NEWTON
 ATTORNEYS | ABOGADOS

MEXICO



1. Website for Company Registry search.

All legal entities are registered before the Public Registry of Commerce, which is not available for online consultation or searches. Only Notary Publics may access the online system to apply for recording of new entries:

<https://rpc.economia.gob.mx/>

A formal application is required to obtain a certified records history from the Public Registry of Commerce.

An alternative to search information online is the Business Entities Publications website; however, such is limited to business entities only and does not cover all information available in the Public Registry of Commerce files. The website is: <https://psm.economia.gob.mx/PSM/index2.jsf>

2. Website for Foreign Investment related.

The National Registry of Foreign Investment has an FAQ website:

<https://rnie.economia.gob.mx/RNIE/faces/preguntas.xhtml>

3. Website for IP related search.

Trademark – <http://marcanet.impi.gob.mx/marcanet/vistas/common/home.cgi>

Patent – <https://sigas.impi.gob.mx/newSIGA/content/common/principal.jsf>

Copyright – No search website available.

Industrial Designs – <https://sigas.impi.gob.mx/newSIGA/content/common/principal.jsf>

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

Yes. Standard practice is to reference the full corporate name and the notarized document containing powers of attorney of the person signing on behalf of the company.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

No, except when the law mandates notarization of the contract.

6. Is there any local convention of signing of contracts?

Depending on the type of agreement, the law may require that such be signed in writing, with or without witnesses, and in some cases may mandate that it be executed before a Notary Public. When no such requirements apply, the parties are free to determine the means of execution. Standard practice, and our recommendation, is to sign in writing using hand signature.

MEXICO

7. Any requirement of notarization / legalization of contracts?

Yes, for certain contracts notarization is mandatory for the contract to become effective. In Mexico, a Notary Public is a licensed attorney with authority as legal expert, in addition to his authorization to witnessing facts. For example, real property purchase agreements must be signed before a Notary and recorded before the Public Registry of Property before they can be opposed to third parties.

8. Sectors where no foreign investment can be made?

The Foreign Investment Law and ancillary legislation provide that certain activities are restricted to being carried out by the national government (e.g. oil drilling), while others are reserved for Mexican nationals (e.g. land transportation services).

9. Sectors where there is a cap on foreign investment?

Yes, some activities are capped (insurance or bond companies, for example, have a 49% limit on foreign ownership).

10. What are the rates of tax?

Corporate Tax Rate - The Mexican Income Tax Law establishes that companies must apply a general rate of 30% to their annual tax income (gross income minus authorized deductions, employees' profit sharing and tax losses).

On Dividend - Mexico applies a tax based on a 10% withholding on dividends distributed by the Mexican entity.

On Royalty - Payments made abroad for technical assistance, know-how, the use of models, plans, formulas and similar technology transfers, including the use of commercial, industrial or scientific information of equipment are subject to a 25% income tax withholding tax rate.

On sale of shares in local Company - The sale of shares of Mexican entities are subject to a 25% income tax rate on the total transaction amount or may opt to pay 35% on the profit if the nonresident has a legal representative in Mexico. Although, the rates may be reduced under the terms of an applicable tax treaty from which Mexico is part.

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes.

Patent Cooperation Treaty – Yes.

Madrid Protocol – Trademark – Yes.

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

There is no general rule. It is important to review and determine such on a case by case basis, as the risks and recommendations may greatly vary.

13. Are Foreign Arbitration Awards enforceable?

Yes. However, they must be reviewed and approved by a Mexican Court.

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – No.

New York Convention – Yes.

MEXICO

Cacheaux Cavazos &
Newton

Admiralty
 Alternative Dispute Resolution
 Banking
 Business
 Commercial
 Commercial Real Estate
 Corporate and Transactional
 Corporate
 Entertainment
 Finance
 Immigration
 Intellectual Property
 International Arbitration
 International
 International Trade
 Internet
 Litigation
 Maritime
 Media
 Real Estate
 Resorts and Leisure
 Securities
 Trusts and Estates

Quijano & Associates

PANAMA

In 1959, Quijano & Associates was established in the Republic of Panama in order to serve a worldwide clientele requiring advice and assistance in maritime and offshore matters. Two years later, this desire to serve clients led to the firm becoming the first-ever Panamanian law firm to have a European office when it opened for business in Switzerland.

Today, Quijano & Associates is a truly international law firm, having additional offices in the British Virgin Islands, Seychelles, Belize and close associations with premier firms all around the world. The firm remains at the forefront of maritime and offshore legal practice, but have increased its expertise to encompass a diverse range of other areas. Quijano & Associates continues to enhance the quality of its service by actively listening to clients, keeping fully abreast of global business developments and constantly seeking ways to incorporate the latest technology.

Fundamentally, the firm's success is built on the professional integrity and strong relationships of its lawyers and support personnel, all of whom are dedicated to excellence and enjoy working together as a team for the ultimate benefit of its clients.



Bloc Office Hub, Fifth Floor
 Santa Maria Business District
 Panama City, Panama



Julio A. Quijano Berbey: quijano@quijano.com



+507 269 2641



www.quijano.com



PANAMA



1. Website for Company Registry search.

The website of the Public Registry of Panama provides a comprehensive and useful database of companies registered in Panama. However, it is always recommended to verify this information with the assistance of local counsel for the search results to be as accurate as possible.

2. Website for Foreign Investment related.

The government of Panama has no website in connection to Foreign Investment. However, the website of the General Directorate of Multinational Corporation Headquarters of the Ministry of Commerce and Industries does have a database of corporations bearing Multinational Corporation headquarters license in Panama.

3. Website for IP related search.

Trademark – The website of the Panamanian Trademark and Patent Office of the General Directorate of Registration of Industrial Property (DIGERPI) provides a useful database of trademarks registered in Panama. However, it is always recommended to verify this information with the assistance of local counsel for the search results to be as accurate as possible.

Patent – The website of the Panamanian Trademark and Patent Office of the General Directorate of Registration of Industrial Property (DIGERPI) provides a useful database of patent registered in Panama. However, it is always recommended to verify this information with the assistance of local counsel for the search results to be as accurate as possible.

Copyright – The website of the Panamanian Trademark and Patent Office of the General Directorate of Registration of Industrial Property (DIGERPI) provides a useful database of copyrights registered in Panama. However, it is always recommended to verify this information with the assistance of local counsel for the search results to be as accurate as possible.

Industrial Designs – The website of the Panamanian Trademark and Patent Office of the General Directorate of Registration of Industrial Property (DIGERPI) provides a useful database of Industrial designs registered in Panama. However, it is always recommended to verify this information with the assistance of local counsel for the search results to be as accurate as possible.

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

Yes. Pursuant to general statutory provisions of the Panama Civil Code, the parties of the contract must be duly identified.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

As mentioned above. The parties must be duly identified by describing the company registration number at the moment of drafting the contracts.

PANAMA

6. Is there any local convention of signing of contracts?

No. General statutory provisions of the Panama Civil Code apply.

7. Any requirement of notarization / legalization of contracts?

Yes. According to Article 856 of Panama Judicial Code, the signature of the parties on private documents must be either authenticated by Public Notary or recognized before the Judge.

8. Sectors where no foreign investment can be made?

Retail sale, media and certain professions reserved for Panamanian citizens.

9. Sectors where there is a cap on foreign investment?

N/A

10. What are the rates of tax?

Corporate Tax Rate - 25% over net income

On Dividend - 10% over net income and 5% on profit arising from foreign sources.

On Royalty - Royalties paid abroad are subject to withholding tax at the applicable income tax rate over 50% of the amount paid.

On sale of shares in local Company - 5% over the price of the transaction

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes. Panama is state member of the Berne Convention on Copyrights since 1996.

Patent Cooperation Treaty – Yes. Panama is state member of the Patent Cooperation Patent since 2012.

Madrid Protocol – Trademark – No. Panama is not a member of Madrid Protocol.

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

Any Joint Venture or Shareholder`s agreement must include the following terms and conditions for to become enforceable in the event of breach of contract:

- Obligations of the parties
- Term of the contract
- Law and jurisdiction clause/ Governing Law
- Termination clause
- Compensation and liability clause
- Agreement must be drafted in Spanish as the official language in Panama.

PANAMA

Quijano & Associates

PANAMA

13. Are Foreign Arbitration Awards enforceable?

Yes. According to provisions of the Panama Judicial Code and Panama Arbitration Law, foreign arbitration awards are enforceable through a recognition of foreign awards process at the Supreme Court of Justice of Panama.

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – No.

New York Convention – Yes. Panama is state member of the New York Convention on the recognition and enforcement of foreign arbitral awards since 1983.

15. Other Helpful Information?

Currently, as result of the Coronavirus outbreak the Panamanian government is working on a new tax regime for the establishment of multinational companies that provide services related to manufacturing.

PANAMA

Quijano & Associates

Administrative
Advertising
Agribusiness
Alternative Dispute Resolution
Arbitration
Banking
Bankruptcy
Capital Markets
Civil
Commercial
Company
Competition
Consumer Protection
Copyright
Corporate and Transactional
Corporate Governance
Corporate
Customs
Energy
Entertainment
Environmental
Finance
Fisheries
Foreign Investment
Foreign Trade Sanctions
Hospitality
Industrial Property
Insurance
Intellectual Property
Labor
M&A
Migration
Mining
Oil and Gas
Pension Fund Investments
Privatization
Tax
Telecommunications
Unfair Competition

Llona & Bustamante Abogados

PERÚ

Llona & Bustamante Abogados was founded in 1963 by Alvaro Llona Bernal and Manuel Bustamante Olivares. At the core of their professional practice are the firm's uncompromising ethical principles, which in turn have made them known for their operational excellence and the proficiency of their members.

Thus, the different Law areas that they serve focus on the corporate needs of the national and foreign companies that form part of their client portfolio.

With over half a century of experience, the Firm distinguishes itself for its efficient management owing to the professional standing of its founding members and the proficiency of its senior partners, a good number of whom have developed personally and professionally in the Firm and share the same temperament that distinguishes us.

Today, Llona & Bustamante Abogados's team is formed by lawyers with graduate and master's degrees from the most prestigious universities of the country and abroad, some of whom have been professors in different Law and Economics Schools.

The firm's comprehensive and global vision of Law enables them to offer creative solutions for all the legal needs of their clients, even when they are abroad, as the firm is connected with law firms worldwide through their strategic association with World Link for Law.



Francisco Masías 370 piso 7
Lima, 27 Perú



Juan Prado Bustamante: jprado@ellb.com.pe



+511 418 4860



www.ellb.com.pe

LLONA & BUSTAMANTE
ABOGADOS

PERÚ



1. Website for Company Registry search.

<https://www.sunarp.gob.pe/index.asp>

2. Website for Foreign Investment related.

<https://www.proinversion.gob.pe/modulos/LAN/landing.aspx?are=o&pfl=1&lan=10&tit=institucional-popup>

3. Website for IP related search.

Trademark – <https://www.indecopi.gob.pe/indecopi>

Patent – <https://www.indecopi.gob.pe/indecopi>

Copyright – <https://www.indecopi.gob.pe/indecopi>

Industrial Designs – <https://www.indecopi.gob.pe/indecopi>

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

The parties in a contract shall incorporate the company name and the identification of the person duly empowered to act on its behalf.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

The parties shall indicate the company identity number and registration information regarding the company and its representatives signing the contract on its behalf.

6. Is there any local convention of signing of contracts?

In general terms, Peruvian law determines that the parties are free to determine formality of the contact unless said formality is determined by law. For instance, Peruvian law requires a special formality for the transfer, lease of registered property or goods, such as real estate property and vehicles. Said transfers shall be made under a public deed granted through a Public Notary and some of them registered before the corresponding public registry.

7. Any requirement of notarization / legalization of contracts?

Peruvian Law does not require any notarization of contracts. Nevertheless, some contracts are certified by a public notary in order to have a certainty of the date of its existence.

8. Sectors where no foreign investment can be made?

No restrictions except for the one mentioned below.

PERÚ

8. Continued...

As per established in article 71 of the Peruvian Constitution, said property right has the same conditions for Peruvians or foreigners, whether they are persons or corporate entities. However, within a distance of fifty kilometers from the borders, foreigners may not acquire or possess under any title, directly or indirectly, mines, lands, woods, water, fuel, or energy sources, whether individually or in partnership, under penalty of losing that so acquired right to the State. The sole exception involves cases of public need expressly determined by executive decree and approved by the Cabinet, in accordance with the law.

9. Sectors where there is a cap on foreign investment?

Law N° 28278 – Television and Broadcasting Law- which establishes that only natural persons of Peruvian nationality or legal entities constituted and domiciled in Peru may be holders of authorizations and licenses. This law also establishes a limitation in the participation of foreigners in legal persons holding authorizations and licenses up to forty percent (40%) of the total participations or shares of the paid-in capital of the broadcasting company, and they must also be holders or hold participation or shares in companies of broadcasting in their countries of origin.

Law 29785 – Law of the right to prior consultation with indigenous or native peoples - which established that the execution of certain investment projects may be subject to prior consultation with indigenous or native peoples of the place where said projects are located. However, consultation does not imply a veto right on the project.

10. What are the rates of tax?

Corporate Tax Rate -In general terms, companies doing business in Peru are levied with the Income tax with the rate of 29.5% calculated over the annual net taxable revenue. In the case of agricultural and agroindustry activities the tax rate is 15% in application of the special agricultural and agroindustry temporary tax regime.

Peruvian Income Tax, is applicable to legal entities domiciled in Peru over the income obtained in the fulfilment of its business activities, in and out of the Peruvian territory (worldwide source of income system).

Notwithstanding Peruvian Income tax contemplates four types of tax regimes (Special Income Tax, Unique Simplified Regime and the Micro and Small Business Regime, all of them based on the amount of annual income, sales and assets and oriented to small entities and the General Income Tax for all other types of entities).

On Dividend - The distribution of dividends or any other form of distribution of profits, made by legal entities are levied with a rate of 5% when the distribution is made to natural persons or non-domiciled legal entities.

The indicated retention must be made on the date of adoption of the distribution agreement, or when the dividends and other forms of distributed profits are made available, in cash or in kind, whichever occurs first.

On Royalty - Royalties for patents, trademarks, designs, models, plans, processes, secret formulas, copyrights, as well as the right of use of software paid by a Peruvian domiciled person or entity and/or used economically in the Peruvian territory is levied with income tax at the rate of 30%.

PERÚ

10. Continued...

On sale of shares in local Company -The sale of shares by a non-domiciled person or entity is levied with income tax at the rate of 30% over the capital gain obtained in the sale of the share participation (sale price minus purchase price). In this regards a capital investment certificate shall be obtained from the local tax authorities before any payment for the sale of shares is received. Nevertheless, capital gains in the transfer of shares in the floor of the exchange for listed companies in the stock exchange are levied with 5% income tax, unless the stock is considered as a constant quotation stock in the market, and said transaction represents a transfer of shares lesser than 10% of the paid-in capital of the issuer, where this transaction will be considered as tax exempt.

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes.

Patent Cooperation Treaty – Yes.

Madrid Protocol – No.

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

In order to enforce a Shareholders' Agreement, said agreement between partners or between them and third parties should be properly communicated to the company and registered in the company's stock ledger. However, in case of any contradiction arises between any provision of these agreements and the articles of incorporation or the bylaws, the latter shall prevail, independently of the relation that the agreement might establish between those who signed it.

13. Are Foreign Arbitration Awards enforceable?

Yes. According to article 5° pf Legislative Decree N° 1071- Peruvian Arbitration Law, an arbitration will be considered "international" when any of the following circumstances occur:

- a. if the parties have domiciles in different states;
- b. if the place of the arbitration determined in the arbitration agreement or in accordance with it is located outside the state in which the parties are domiciled; and
- c. if the parties are domiciled in Peru and: (i) the place of performance of a substantial part of the obligations is located outside Peru or (ii) the place which the dispute has a closer connection with is located outside of Peru.

Likewise, article 749° of the Peruvian Civil Procedure Code and followings articles establish the procedure to recognize foreign court decisions and foreign arbitration awards.

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – Yes.

New York Convention – Yes.

Administrative
Adoptions
Breach of Contract
Business Formation
Business
Business Litigation
Child Custody
Child Support
Citizenship
Civil Appeals Litigation
Civil Litigation
Commercial
Commercial Litigation
Constitutional
Contracts
Divorce
Employment Visas
Family
Immigration
Inheritance
Insurance Defense
Judicial Review
Labor and Employment
Litigation
Probate
Property
Property Management
Public
Real Estate
Trusts and Estates
Wills

Martin George & Co.

TRINIDAD & TOBAGO

Martin George & Co. has been in existence for more than 22 years and during this time they have established themselves as an effective, results-oriented, client-focused and success driven firm which has represented from the smallest individual to the largest corporations and has done so with a quiet, discreet efficiency and in a courteous, prompt and reliable manner which their clients have grown to trust and respect.

Most of their business comes from referrals from clients whom they have worked for and it is their constant commitment to continue to strive and live up to the quality and standards which clients from all over have come to expect of them. The firm is currently comprised of three Senior Attorneys two Legal Assistants and their Executive and Professional support staff including a personal Assistant, Executive Assistant and Administrative support staff and law Clerks and their Independent Support Team includes -: Title Search Clerks, Bailiffs, Justices of the Peace, Private Investigators, Valuers, Surveyors and Process Servers. Martin George & Co. offers a seamless, full service operation to their clients and because of their smaller size, they are able to offer a flexibility, responsiveness and personalized service which is appreciated and endorsed by their loyal and faithful clientele.



#43 Dundonald Street
Corner of Gordon & Dundonald Streets
Port Of Spain, Trinidad, Trinidad and Tobago



Martin George: attorney1@martingeorge.net



868.624.7257



www.martingeorge.net



MARTIN GEORGE
& COMPANY
ATTORNEYS-AT-LAW

TRINIDAD & TOBAGO



1. Website for Company Registry search.

<https://rgd.legalaffairs.gov.tt/>

2. Website for Foreign Investment related.

<http://www.investt.co.tt/>

3. Website for IP related search.

Trademark – <http://ipo.gov.tt/>

Patent – <http://ipo.gov.tt/>

Copyright – <http://ipo.gov.tt/>

Industrial Designs – <http://ipo.gov.tt/>

4. Is there a necessity for incorporating the corporate name of the Company in Contracts?

Yes.

5. Is there a necessity for incorporating the corporate identity number of the Company in contracts?

No.

6. Is there any local convention of signing of contracts?

Trinidad and Tobago's practice dictates that written contracts are to involve two or more parties who must be in agreement, this is to say, all parties must reach a consensus on specific matters (consensus ad idem) and their signatures should be affixed to the contract.

7. Any requirement of notarization / legalization of contracts?

Yes. Please also see below for additional information on Foreign Labour Contracts;

Pursuant to the Foreign Labour Contracts Act 88:11 Section 7, legalization is a necessity for Foreign Labour Contract.

Please see the Foreign Labour Contracts Act Chapter 88:11 Section 7 listed below:

Every contract which under the authority of this Act is entered into between any employer and any other person for the performance of any work as a labourer in a foreign country shall be in writing, and shall contain—

- (a) a statement of the description and nature of the work or service to be performed or rendered thereunder;
- (b) the name of the country, and the place or locality within such country, where such work or service is to be performed or rendered;
- (c) the name of the country and town or place where the office or place of business of the employer is situated;
- (d) the amount of wages and rations to be paid and allowed to the labourer;

TRINIDAD & TOBAGO

(e) the specified times for such payments and allowances;

(f) a condition that the labourer shall not be left destitute in that country, but shall at the expiration or sooner determination of his contract be repatriated by his employer, and at the cost and charges of such employer.

Every such contract shall be signed in duplicate by the parties thereto or their duly constituted agents and shall be executed before a Magistrate who shall subscribe his name thereto, and the contract shall be according to the form in the Second Schedule.

8. Sectors where no foreign investment can be made?

Tobago in particular includes sectors where no foreign investments are allowed Pursuant to Orders made pursuant to the Foreign Investment Act Chapter 70:07 Section 17:

The Minister to whom responsibility for Industry is assigned may, from time to time, by Order publish lists of types of economic activities in respect of which foreign investment will be promoted or restricted.

9. Sectors where there is a cap on foreign investment?

Tobago in particular includes sectors where a cap on foreign investments exists Pursuant to Orders made by the Foreign Investment Act Chapter 70:07 Section 17:

The Minister to whom responsibility for Industry is assigned may, from time to time, by Order publish lists of types of economic activities in respect of which foreign investment will be promoted or restricted.

10. What are the rates of tax?

Corporate Tax Rate - 30%

On Dividend - Dividends paid to a non-resident are subject to a 10% withholding tax (5% where the distribution is made to a parent company) unless the rate is reduced under a tax treaty.

On Royalty - Royalty payments made to non-residents are subject to 15% withholding tax.

On sale of shares in local Company - Duties are paid on sale or transfer of shares Pursuant to the Stamp Duty Act Chapter 76:01 (hereinafter called "the Act") It is stated in the First Schedule of the Act that for a Conveyance or transfer of any stock or funded debt or shares of any company or corporation:

(1) On sale of any stock or funded debt or shares not listed by a self-regulatory organization — Where the amount or value of the consideration for the sale:

Does not exceed twenty-five dollars ----- 0.10

Exceeds \$25 and does not exceed \$50 ----- 0.25

Exceeds \$50 and does not exceed \$125 ----- 0.75

Exceeds \$125 and does not exceed \$250 ----- 1.00

Exceeds \$250 and does not exceed \$500 ----- 2.50

For every additional five hundred dollars or part thereof -- 2.50

(1A) On shares listed by a self-regulatory organisation not sold or transferred in accordance with the rules of the self-regulatory organisation ----- five per cent of the market value of the transaction

TRINIDAD & TOBAGO

11. Is your Country a signatory to the following International Treaties related to IP?

Berne Convention on Copyrights – Yes.

Patent Cooperation Treaty – Yes.

Madrid Protocol – Considering Accession.

12. What are the safeguards to be taken to enforce JV Agreement / Shareholder's Agreement?

- The Partnership Act Chapter 81:02 governs agreements in relation to persons carrying on a business in common with a view of profit.
- The Companies Act Chapter 81:01 (hereinafter referred to as “the Act”) Section 242 provides for a complainant seeking redress, to apply to the Court which has the power to make interim or final orders. Please see below, Section 242 of the Act that speaks specifically to Shares and Shareholders.
 - (1) A complainant may apply to the Court for an order under this section.
 - (2) If, upon an application under subsection (1), the Court is satisfied that in respect of a company or any of its affiliates—
 - (a) any act or omission of the company or any of its affiliates effects a result;
 - (b) the business or affairs of the company or any of its affiliates are or have been carried on or conducted in a manner; or
 - (c) the powers of the directors of the company or any of its affiliates are or have been exercised in a manner that is oppressive or unfairly prejudicial to, or that unfairly disregards the interests of, any shareholder or debenture holder, creditor, director or officer of the company, the Court may make an order to rectify the matters complained of.
 - (3) In connection with an application under this section, the Court may make any interim or final order it thinks fit, including—
 - (a) an order restraining the conduct complained of;
 - (c) an order to regulate a company's affairs by amending its articles or Bye-laws, or creating or amending a unanimous shareholder agreement;
 - (d) an order directing an issue or exchange of shares or debentures;
 - (g) an order directing a company, subject to subsection (6), or any other person, to pay to a shareholder or debenture holder any part of the moneys paid by him for his shares or debentures;
 - (j) an order compensating an aggrieved person;
 - (n) an order requiring the trial of any issue.
- We also possess a very robust and highly Independent Judiciary, which is at the forefront and cutting edge of Legal innovation and pioneering development of the Law in the English-speaking Caribbean.

13. Are Foreign Arbitration Awards enforceable?

Yes, Foreign Arbitration Awards are enforceable pursuant to Section 4 of the Arbitration (Foreign Arbitral Awards) Act, Chapter 5:30. Section 4 of the Act is as follows:

4.(1) Subject to this Act, a convention award is enforceable in Trinidad and Tobago either by action or in the same manner as the award of an arbitrator is enforceable by section 20 of the Arbitration Act.

(2) A convention award that would be enforceable under this Act is binding for all purposes on the persons between whom it was made and it may be relied upon by any of those persons by way of defense, set-off or otherwise in any legal proceedings in Trinidad and Tobago.

TRINIDAD & TOBAGO

Martin George & Co.

TRINIDAD & TOBAGO

14. Is your Country a signatory to the following International Treaties related to Dispute Resolution?

Geneva Convention – Yes.

New York Convention – Yes.

15. Other Helpful Information?

Trinidad & Tobago's Legal system is patterned upon the British Legal system and has many parallels and contains most of the safeguards and protections available in a British or Commonwealth Legal system and our final Appellate Court is the Privy Council in the United Kingdom.