

Russia Business Setup Package

Client to provide

Company Reg. No.: 921530

Address to be provided

Date: Friday, November 23, 2018

Invoice No: 2018 – 11 – 015p

To legally conduct business in Russia (without travel)	Notes	Year 1 US\$	Year 2 US\$
Russia LLC company formation fees	1.	3,500	0
Legal registered office fees	2.	1,100	1,100
Estimate of Russia Government registration fees	3.	110	0
Tax and VAT registration fees	4.	750	0
Russian corporate bank account opening fees	5.	3,150	0
Project management fees for 6-month engagement	6.	4,350	0
Passive, professional nominees and bank signatory for 6 months	7.	9,950	0
Assistance with business visa application fees (one person)	8.	4,950	0
Corporate structure changes including new bank signatory	9.	4,580	0
Estimate of annual accounting and tax fees	10.	3,500	3,500
Monthly government and tax reporting for the first 6 months	11.	5,760	0
Total Healy Consultants Group PLC fees payable this month	12.	41,700	0
Estimate of Healy Consultants Group PLC fees payable after 12 months	13.		4,600

Note: this invoice needs to be tailored for each Client. The above services and fees represent the average requirements of our Clients. I recommend you carefully read the notes below to confirm and understand all services required by your Firm, eliminating the risk of unwanted fee surprises during the engagement;

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Notes to invoice above

1. Healy Consultants' fees to legally register our Clients' Russian LLC with Healy Consultants' temporary professional, passive nominee shareholders and directors and bank signatory. Within [six weeks \(click link\)](#), my team and I will email you **i)** a company registration number **ii)** a corporate bank account number **iii)** a city centre business address **iv)** a tax number and **v)** a proforma Russia sales invoice template;

All [engagement fees](#) (click link) are agreed and paid up front and agree to the fees published on our country web pages. Consequently, there are no hidden fees, surprises or ambushes throughout the engagement. All engagement deadlines are agreed up front in the form of a [detailed project plan](#), mapping out [deliverables](#) by week throughout the engagement term;



Every week during the engagement, Healy Consultants Group PLC will email our Client a [detailed status update](#). Our Client is immediately informed of engagement problems together with solutions. Your dedicated engagement manager is reachable by phone, Skype, sms, WhatsApp, Viber, live chat and email and will communicate in your preferred language;

2. In accordance with the [Federal Law on Limited Liability Companies 08.02.1998 \(click link\)](#), a Russian company shall as from the date of its incorporation have a legal registered office in Russia, to which all official Government communications and notices may be addressed. To comply with this statutory requirement, Healy Consultants Group PLC Russia business office will be the registered office address for your Russia Company. Thereafter, this address will be used to receive government correspondence including **i)** tax letters; **ii)** notice of the legal annual return; and **iii)** all government communications. Most of our Clients wish to place [Healy Consultants Group PLC' office address](#) on invoices, contracts, websites and business cards;
3. This fee is an estimate of Government costs payable during your Firm's engagement. All Government fee payments will be supported by original receipts and invoices. Examples of Government costs include **i)** reserving the company name; **ii)** obtain the certificate of incorporation from the [Unified Centre of State Register of Legal Entities](#) (EGRUL); **iii)** register for [Social Insurance Fund](#) and **iv)** register with [Federal Tax Office](#). Following engagement completion, Healy Consultants Group PLC will refund our Client any excess of funds received over actual Government costs paid;
4. In accordance with the [Tax Code of the Russian Federation](#), each resident company needs to register for tax and VAT at the [Federal Tax Service](#);
5. Healy Consultants PLC will be pleased to open a Russia corporate [bank account](#), without your travel. It is a time-consuming task, Healy Consultants will shelter our Client from the administrative challenges. As you can appreciate, it is a challenging task to secure corporate bank account approval through a newly formed company, when shareholders, directors and bank signatories reside overseas.

At the beginning of the engagement, Healy Consultants Group PLC will secure corporate bank account approval using our professional, passive nominee shareholder, director and bank signatory. We will prepare a quality business plan for the bank; to optimize the probability of corporate bank account approval. Unfortunately, every bank signatory of a Russian corporate bank account must hold a Russian work visa. Within 4 months, Healy Consultants Group PLC will secure a Russian work visa for our Client;

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Following completion of business set up, our Client will appoint their preferred shareholders and directors and bank signatory. All Russian banks will also request the bank signatory to sign in front of the bank officer. Consequently, travel to Russia is compulsory, no exceptions. Once the work permit is secured, our Client will be appointed as the new sole bank signatory to the already approved [corporate bank account](#) (click link). Healy Consultants will prepare a business plan for the bank to optimize the probability of new bank signatory approval.



The banks enjoys ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants Group PLC' control. What is inside our control is the preparation and submission of a high-quality bank application that maximizes the likelihood of approval.

Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Clients should expect the bank account approval period to take up to 4 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts or lease agreement;

6. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
- a. thoroughly research and plan Russia business set up for our Client;
 - b. devising strategies to i) minimise the total engagement period ii) complete the engagement without our Client's representatives travelling iii) avoid the need for a [Russian shareholder](#) and iv) avoid the need for a specific regulatory license;
 - c. agreeing the optimum corporate structure with our Client;
 - d. submitting a high-quality company incorporation application to [EGRUL](#) (click link);
 - e. choosing the optimum regulatory license for our Client business activities (if required);
 - f. injecting the paid up share capital on our Client's behalf;
 - g. collating and supervising the legalisation and attestation and translation of Client documents;
 - h. weekly detailed engagement [status updates](#) to our Client and weekly Friday conference calls;
 - i. payment of retainer fees to multiple local lawyers and accountants;
 - j. ensuring our Client complies with local regulations and legally owns and controls the new entity;
 - k. ascertain the specific accounting, tax, legal and compliance considerations;
 - l. finding solutions to [challenges that occur](#) throughout the engagement;

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m.determining the local and international tax obligations of the new entity, including corporate income tax, payroll taxes, withholding tax and sales taxes.

7. In accordance with the [Federal Law on Limited Liability Companies 08.02.1998 \(click link\)](#), every Russian company director must have a russian work permit. It takes at least 4 months to secure work permit approval. To efficiently and effectively secure company registration in a timely manner, most of our Clients request Healy Consultants Group PLC to appoint a temporary nominee resident director. Furthermore,

To secure a fast business set up, Healy Consultants Group PLC will be pleased to provide our Client with a full package of professional passive nominee resident director, shareholder and bank signatory for 6 months;


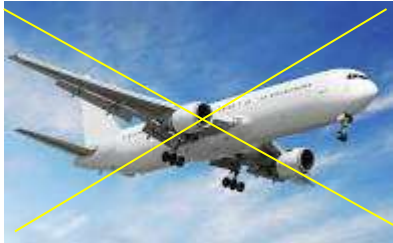
8. Every bank signatory of a Russian corporate bank account must hold a Russian work visa. Consequently, we recommend our Clients to appoint a director who will also be the bank signatory. Thereafter, Healy Consultants Group PLC will help our Client secure a Russian work visa for our Client. Healy Consultants Group PLC will be pleased to assist your firm obtain business [visa](#) approvals. Our standard fee is US\$4,950 for the first applicant, US\$3,950 for the second applicant, US\$2,950 per applicant thereafter. Our employee visa fees includes preparation of a quality visa application and submitting to the correct Government immigration officers. The Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants Group PLC' control. What is inside our control is the preparation and submission of a high quality immigration visa application that maximizes the likelihood of visa approval;
9. Following business set up completion, Healy Consultants Group PLC assists our Client appoint their preferred shareholders and directors and bank signatory. Depending on our Client's business and the efficiency of the Government and bank Departments, this process can take up to 4 months. This is the hardest part of the engagement;

This fee covers Healy Consultants' professional fee to assist our Client secure the amended company statutes. This includes our fee to draft and submit applications to the Public Notary for their legalization and to [Unified Centre of State Register of Legal Entities \(EGRUL\)](#) to **i)** seek approval for share purchase **ii)** change company name **iii)** change business activity **iv)** change director and company shareholder. Our Client's new director will need to be present in front of the Public Notary to sign the legal forms, no exceptions. All of the changes made will be reflected on the amended company statutes. Appointing new and resigning old shareholders and directors is a complex, lengthy process; exacerbated by inefficient Government Departments;

Before the Russian bank approves our Client's preferred bank signatory, the bank in-house Legal and Compliance Department will request additional Know Your Customer documents. Change of corporate structure and of bank signatory is a time-consuming task, but Healy Consultants Group PLC will shelter our Client from this administrative burden;

Realistically and so you can plan your business, our Client will be able to log into e-banking within 7 weeks from the time Healy Consultants Group PLC completes corporate structure change, as outlined on our [web page](#);

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10. For an active trading company, these [accounting and tax](#) fees are an estimate of Healy Consultants Group PLC fees to efficiently and effectively discharge your annual company accounting and tax obligations. Following receipt of a set of draft accounting numbers from your company, Healy Consultants Group PLC will more accurately advise accounting and tax fees. For a dormant company, Healy Consultants Group PLC fees are only US\$950;
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11. Healy Consultants will discharge monthly, quarterly and mid-year Government tax obligations for the first 6 months. Tax obligations include **i)** monthly payroll reporting and **ii)** monthly and quarterly VAT and **iii)** annual corporation tax return filing. If you need our help, Healy Consultants Group PLC can complete monthly Government reporting for a monthly fee of US\$960. Healy Consultants Group PLC monthly support will include **i)** receive in dropbox the monthly invoices from our client **ii)** label monthly bank statement transactions **iii)** preparation and submission of VAT returns **iv)** monitor monthly profit levels to minimize tax **v)** submission of monthly employee payroll reporting;
12. All fees quoted in this invoice correspond to fees quoted [on Healy Consultants Group PLC' website](#). Please review this invoice carefully to identify errors. During the rush of the business day, it is possible that Healy Consultants Group PLC inadvertently made fee calculation errors, typing errors or omitted services or omitted historic fee payments from Clients. In the unfortunate event you identify invoice errors, please revert to me directly re the same. I apologize in advance if I or my staff made invoice errors;
13. Assuming our Clients re-engage Healy Consultants Group PLC in year 2, this fee is an estimate of the fees payable next year, 12 months after the date of company registration;
14. The fees quoted in this invoice are a prediction of the fees required to efficiently and effectively complete this engagement in a timely manner. If during the engagement Healy Consultants Group PLC realizes that the project is more complex than anticipated, requiring a large additional investment of time, my Firm will revert to request additional fees. If Healy Consultants Group PLC completes the engagement faster and more easily than expected, Healy Consultants Group PLC is happy to refund some fees to our Client;
15. In accordance with the [Federal Law on Limited Liability Companies 08.02.1998 \(click link\)](#), the minimum share capital requirement for a Russian LLC is US\$300 (or equivalent of RUB10,000). These funds must be deposited to a local corporate bank account after company incorporation is complete. To optimize engagement efficiency and minimize delays, Healy Consultants Group PLC is happy to deposit these funds on behalf of our clients;
16. If our Client and Healy Consultants Group PLC properly plan this engagement, our Clients' will **not** have to travel during this engagement. Healy Consultants Group PLC will efficiently and effectively and aggressively complete company registration and corporate bank account opening in a timely manner without our Client's presence. Instead, our Client will need to **i)** sign and get documents legalized in the embassy in their country of origin and **ii)** courier the originals to Healy Consultants Group PLC office;
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17. Russian LLC's with assets of RUB60 million or annual income over RUB400 are required to undergo an annual audit and file annual audit reports with the Russian [Federal Tax Service](#);

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18. It is important our Clients are aware of their personal and corporate tax obligations in their country of residence and domicile. Let us know if you need Healy Consultants Group PLC help to clarify your local and international annual tax reporting obligations;
19. During the engagement, shareholders and directors' documents may need to be translated into the local language; before the Government and Bank approves company registration and corporate bank account opening respectively. Consequently, our Client should budget for possible additional translation and embassy attestation fees. Either our Client or Healy Consultants Group PLC can complete this administrative task;

As always, Healy Consultants Group PLC will negotiate with all third parties to eliminate or reduce additional engagement costs. For transparency purposes, all third-party fee payments will be supported by original receipts and invoices. Examples of possible third party payments include i) embassy fees ii) notary public costs iii) official translator fees;

20. Some of our Clients engage Healy Consultants Group PLC to [recruit \(click link\)](#) local employees. We have a lot of experience in this area and we are quite skilled at securing quality candidates for our Clients';
21. Some of our Clients require an [immediate Russia solution](#). With this strategy, within a day Healy Consultants Group PLC can supply our Client i) an existing dormant [country] company number and ii) an already approved [country] corporate bank account number and iii) a business address. Turnkey solutions are attractive to those entrepreneurs who wish to immediately close a country deal, sign a contract or invoice a customer;
22. To assist our Clients to minimize foreign exchange costs, we offer the payment in SG\$, Euro, Pounds or US\$. Kindly let me know in which currency your Firm prefers to settle our fees and I will send an updated invoice, thank you;
23. As stipulated on our [business website](#) and in section 3 of our engagement letter, Healy Consultants Group PLC will only commence the engagement following i) settlement of our fees and ii) completion and signing of our legal engagement letter;
24. Healy Consultants Group PLC will only incorporate your company after 75% of [due diligence documentation](#) is received by email. Healy Consultants Group PLC will only open a corporate bank account after 100% of the Client's original due diligence documentation is received by courier;
25. During the annual renewal engagement with our Client, our in-house [Legal and Compliance Department \(click link\)](#) reviews the quality and completeness of our Client file. Consequently, Healy Consultants Group PLC may revert to our Client to ask for more up to date [due diligence documentation](#);



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

Best regards,

Aidan Healy

Aidan Healy

[Business owner](#)

Healy Consultants Group PLC

Tel: (+7) 499 6095861

Address: pos. Rumiantsevo, Bldg 1, Office #719b, Moscow Region 142784, Russia

Skype: healyconsultants

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