

Russia Holding Company Invoice

Client to provide

Company Reg. No.: 201623711R

Address to be provided

Date: Friday, October 19, 2018

Invoice No: 2018 – 06 – 003p

| Professional services for Russia holding LLC (without travel) | Notes | Year 1 US\$ | Year 2 US\$ |
|---|-------|---------------|--------------|
| Russia holding 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 |
| Russian corporate bank account opening fees | 4. | 4,950 | 0 |
| Project management fees for two-month engagement | 5. | 3,950 | 0 |
| Tax and VAT registration fees | 6. | 750 | 0 |
| Estimate of annual accounting and tax fees | 7. | 3,500 | 3,500 |
| Total Healy Consultants Group PLC fees payable this month | 8. | 17,860 | 0 |
| Estimate of total Healy Consultants Group PLC fees payable after 12 months | 9. | | 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 Group PLC fees to legally register our Client's Russian holding company. Within [2 months \(click link\)](#) my team and I will email you **i)** a holding company registration number **ii)** a corporate bank account number **iii)** a local city centre business address **iv)** a tax number and **iv)** a proforma Russia sales invoice template complying with Russia holding company law;

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 holding 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 holding 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 holding 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. Healy Consultants Group PLC will be pleased to open a Russian corporate bank account. It is a time consuming task, Healy Consultants Group PLC will shelter our Client from the administrative challenges. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed holding company, when shareholders and directors and bank signatories reside overseas. Unfortunately, only Director(s) of companies can become a bank signatory of a Russian bank account. Consequently, all bank signatories are required to obtain work permit in Russia.

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. Healy Consultants Group PLC will prepare a business plan for the bank to optimize the probability of corporate bank account approval;

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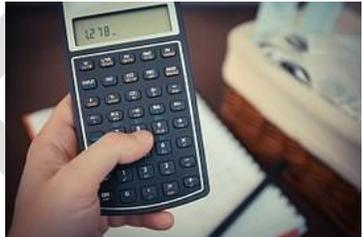
If our Client is not comfortable with only a Russian corporate bank account, Healy Consultants Group PLC will be pleased to open [an international corporate bank account \(click link\)](#) outside of Russia. Examples include New York, Liechtenstein, Germany, Bulgaria, South Africa, Singapore, London, South America or Dubai. All banks will be top tier banks in these countries with excellent internet banking services. Example of our global banking partners include HSBC, Standard Chartered Bank, Citibank, Barclays, Commerzbank, Bank of China, Sberbank, Standard Bank, UBS, Credit Suisse;

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. To date, we enjoy a 100% approval record because of [our global banking relationships](#) and determination;

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;

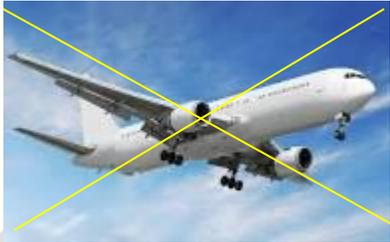
5. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
- a. thoroughly research and plan Russia business set up for our Client;
 - b. devising strategies to **i)** minimise the total engagement period **ii)** complete the engagement without our Client's representatives 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 holding 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.
6. In accordance with the [Tax Code of the Russian Federation](#), each resident holding company needs to register for tax and VAT at the [Federal Tax Service](#);
7. For an active trading holding company, these [accounting and tax](#) fees are an estimate of Healy Consultants Group PLC fees to efficiently and effectively discharge your annual holding company accounting and tax obligations. Following receipt of a set of draft accounting numbers from your holding company, Healy Consultants Group PLC will more accurately advise accounting and tax fees. For a dormant holding company, Healy Consultants Group PLC fees are only US\$950;
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8. 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;
9. 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 holding company registration;
10. 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;
11. In accordance with the [Federal Law on Limited Liability Companies 08.02.1998 \(click link\)](#), the minimum share capital requirement for a Russian holding company is US\$300 (or equivalent of RUB10,000). These funds must be deposited to a local corporate bank account before holding 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;
12. In accordance with the [Federal Law on Limited Liability Companies 08.02.1998 \(click link\)](#), every Russian holding company director must have a russian work permit. It takes at least 4 months to secure work permit approval. To efficiently and effectively secure holding company registration in a timely manner, most of our Clients request Healy Consultants Group PLC to appoint a temporary nominee resident director. If required, Healy Consultants Group PLC resident director service fee amounts to US\$9,950 per annum;

Furthermore, every bank signatory of a Russian corporate bank account must hold a Russian work visa. Consequently, we recommend our Clients' to appoint a resident 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. If required, Healy Consultants Group PLC resident director service fee amounts to US\$9,950 per annum;

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13. 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 holding 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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14. 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;
15. If required, Healy Consultants Group PLC will be pleased to assist your firm obtain business [visa](#) approvals. Our fee is US\$4,950 for the first employee, US\$3,950 for the second employee, US\$2,950 per employee 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;
16. Russian companies 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](#);
17. Monthly, quarterly and mid-year Government tax obligations include **i)** monthly payroll reporting and **ii)** monthly and quarterly VAT and 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;
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 holding 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;

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20. 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 holding company number and **ii)** an already approved 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;
21. 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;
22. Healy Consultants Group PLC will only incorporate your holding 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;
23. 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](#);
24. 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';



Thank you for your business and we look forward to working closely with you over the coming weeks as we engineer your Russia corporate structure.

Best regards,

Aidan Healy

Aidan Healy

[Business owner](#)

Healy Consultants Group PLC Group

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