



## Qatar Engagement Strategy Agreement Page 1 of 26

1. CLIENT NAME of xxx (COMPANY NAME), a company registered in the U.K., hereby appoints Healy Consultants Pte. Ltd. (hereafter known as "Healy Consultants") to assist with their Qatar business set up requirements;
2. This Service agreement provides a framework for Healy Consultants and CLIENT NAME to establish mutually acceptable engagement terms and conditions that will ensure CLIENT NAME receives a standard of customer service which is commensurate with their expectations and needs. Please sign and date at the bottom of every page;
3. Healy Consultants and our Qatar affiliate office agrees to provide CLIENT NAME the following services:
  - Qatar company incorporation and corporate bank account opening;
  - Secure correct Government licensing;
  - Provide a legal registered office address in Qatar;
  - Supply a professional nominee Qatari shareholder;
4. Additional services Healy Consultants can provide CLIENT NAME include **i)** residency and employment visas **ii)** annual accounting, tax and audit services **iii)** staff recruitment **iv)** marketing strategies and **v)** any other business service required by CLIENT NAME.

### Quick summary

5. Healy Consultants estimates engagement costs will be *US\$59,225*. Refer to **Appendix five** to view a detailed engagement invoice;
6. Healy Consultants estimates the total engagement period to be 12 weeks as per below. Refer to **Appendix One** to view a detailed engagement plan:
  - Company incorporation (including license) – 10 weeks;
  - Corporate bank account approval – 2 week;
  - Total engagement period – 12 weeks.

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**Client initials and date**



### Qatar company incorporation

7. CLIENT NAME needs to incorporate a simple Qatar LLC with **i)** paid up share capital of US\$55,000 **ii)** a Qatari 51% shareholder **iii)** a virtual office lease agreement and **iv)** a business management consultancy license. Detailed company incorporation procedures are outlined in **Appendix one**;
8. The Qatar LLC company a business management consultancy license allows CLIENT NAME conduct services M1, M2, M3, M4, M5, M6 (excluding M6.5), M8, M9, M12, as per ms excel spreadsheet your Firm provided previously. If you wish to conduct also M10 and M11, legally you need to setup two separate branch offices to supply these services. I recommend CLIENT NAME outsource these services to local Qatari agents. Healy Consultants will assist your Firm find and appoint those agents. More information on licensing is contained in **Appendix three**;
9. In accordance with the [Commercial Companies Law 2002](#), the minimum share capital for Qatar CLIENT NAME LLC will be US\$55,000 (QAR200,000). During company registration, CLIENT NAME must deposit the same into their Qatar corporate bank account and receive a confirmation letter from the Qatar bank. Healy Consultants will assist CLIENT NAME open a Qatar corporate bank account with [Commercial Bank of Qatar](#);
10. Every Qatar LLC must have at least one director of any nationality and two shareholders. [Qatari Law](#) stipulates at least 51% local shareholding is required. Healy Consultants will supply a professional nominee Qatari shareholder for an annual fee of US\$35,500. The nominee shareholder can be passive or active, depending on your preference;
11. In accordance with [Qatari Commercial Law](#), before company incorporation CLIENT NAME must **i)** deposit US\$55,000 into a Qatari corporate bank account and **ii)** sign a 12 month lease agreement. Healy Consultants will assist CLIENT NAME efficiently and effectively complete the same including opening the Qatari corporate bank account and providing a virtual lease agreement to CLIENT NAME;
12. During the process of incorporation a CLIENT NAME appointee will be required to travel to Qatar to sign the draft Memorandum of Associations (MOA) in front of a Public Notary and open a corporate bank account. A legalized authorization letter should be prepared and

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carried by the appointee during his visit to Qatar. The appointee must stay in Qatar for a minimum of 2 days to complete these formalities;

13. Over the coming weeks, Healy Consultants will supply your Firm detailed due diligence on this professional nominee. A detailed legal shareholders contract will be signed between CLIENT NAME and the Qatari national, clearly defining roles and responsibilities. The contract clearly stipulates **i)** the nominee shareholder will not interfere with the company's management or activities and **ii)** he will be paid a lump sum and/or a percentage of profits or turnover and **iii)** and **iv)** select binding arbitration as the method of dispute resolution;
14. During CLIENT NAME visit to Qatar, I recommend you meet our Qatari nominee shareholder to determine how he will specifically add value to your local business. Foreign companies cannot do business in Qatar without a Qatar sponsor to help handle **i)** government bureaucracy including issuing exit and re-entry visas or **ii)** helping CLIENT NAME navigate through the upper echelons of a Qatar ministry;
15. Before Healy Consultants starts with company incorporation, CLIENT NAME must provide us the due diligence documents outlined in **Appendix two**. All documents must be in English, attested by a notary public and legalized by the Ministry of Foreign Affairs at the nearest Qatar embassy;
16. To secure a one year lease agreement for office premises, CLIENT NAME has two options **i)** rent a physical premises or **ii)** use Healy Consultants virtual office until your employees have time to find the optimum office premises. Healy Consultants monthly fee is US\$2,950 to provide a virtual lease agreement to satisfy the Qatar Government business set up requirements. Alternatively some of CLIENT NAMEs request Healy Consultants to locate permanent office premises for their staff. Our onetime fee for this service is US\$4,950, excluding third party fees;
17. Once Healy Consultants receives the legalized documents, our Firm will **i)** submit your application to secure incorporation pre-approval from the Commercial Registry Department and the Trademarks Department located at the [Ministry of Business and Trade](#) in Doha. Kindly refer to **Appendix three** for more information on licensing;

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18. To legally conduct business in Qatar, Healy Consultants will assist CLIENT NAME to apply for a set of licenses such as Chamber Certificate, Commercial License, Municipal License and Immigration card;
19. Unfortunately, CLIENT NAME does not qualify to be set up in a Qatar Free Zone, thus a local 51% Qatari shareholder must be appointed. The QSTP is the only free zone in Qatar and a qualifying company is allowed to trade directly in Qatar without a local agent and without a 51% shareholder. QSTP entities with a standard license are not taxed and companies can import goods and services free from Qatari customs duties. CLIENT NAME does not qualify because Qatar Science and Technology Park provides 100% foreign ownership to companies involved in the development of Science & Technology in Qatar which is not relevant for CLIENT NAME Qatar;
20. Healy Consultants will apply to the [Investment Promotion Department at the Ministry of Economy and Commerce](#) so as to obtain exemption from requiring a 51% Qatari shareholder. A favorable reply will be received if CLIENT NAME's business will **i)** utilize substantial local raw materials and local labour **ii)** significantly enhance Qatar exports or **iii)** supply a significant new product to the Qatar market or **iv)** bring modern technology to the country. In our opinion, there is a 5% probability of securing a favorable reply, but it is worth a try;
21. In Qatar, there is no special treatment for US citizens or companies. Consequently, it is likely a Qatari shareholder will need to be appointed to CLIENT NAME;

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### **Banking Considerations**

22. Healy Consultants will assist CLIENT NAME open a Qatar corporate bank account with the [Commercial Bank of Qatar](#). The bank offers internet banking, cheque books, multi-currency corporate bank accounts. There is no corporate credit or debit card;
23. Within two weeks after the bank account approval, Healy Consultants will be pleased to activate the internet banking on CLIENT NAME's behalf. Thereafter, we will hand over internet passwords and tokens to CLIENT NAME. It is a time consuming task, Healy Consultants will shelter CLIENT NAME from the administrative challenges;
24. The bank will request the bank signatory to travel for a one hour bank interview. Healy Consultants recommends this bank meeting occur at the same time as CLIENT NAME's visit to Qatar to sign the legal incorporation forms;
25. During company registration, CLIENT NAME is required to deposit the startup capital of US\$55,000 to the corporate bank account and obtain a confirmation letter from the bank. This amount can only be withdrawn after the company is legally incorporated;
26. Qatar banks enjoy ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants 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;
27. 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;
28. Full repatriation of capital and profits overseas in foreign currency is allowed in Qatar. There are no currency controls in Qatar nor is central bank approval required for overseas remittances;

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### Residence and work visas

29. If required, Healy Consultants will be pleased to assist CLIENT NAME to obtain Qatar business visa approvals. Our fee is US\$3,950 per person for one year visa and includes preparation of a quality visa application and submitting to the correct Government immigration officers. The Qatar Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants 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;

### Employment visas

30. CLIENT NAME foreign staff wishing to live and work in Qatar must have a residence visa and a "labour card". The employer company applying for this visa through the Ministry of Interior in Qatar. CLIENT NAME employee must submit i) a medical examination ii) copies of employment contract and iii) academic or professional qualifications and iv) an employer sponsorship letter. All contracts of employment are governed by the Labour Law and must be in Arabic and approved by the Labour Department;

31. Residency visas are valid for up to three years. Employees cannot work for anyone other than their sponsor and sponsorship cannot be transferred until the employee worked for their original sponsor for at least two years;

### Investors Visas

32. This type of visa is valid for a period of three years and is issued to the beneficial owners of CLIENT NAME Qatar if they wish to live and work in Qatar;

33. CLIENT NAME beneficial owners do not require Qatar visas in order to be shareholders of a Qatar company and if the intention of the investor is to only come to Qatar from time to time to oversee the investment, this can be done on a tourist or short stay business visa.

### Short stay business visa

34. This type of visa is for CLIENT NAME staff staying short term in Qatar who wish to conduct non remunerated business. The maximum number of days for this purpose is 30 days and can be prolonged for another two months;

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### Legal and compliance considerations

35. CLIENT NAME Qatar must lodge an annual return confirming relevant details of the company for the public register including names and addresses of directors, address of principle place of business and details of shareholders and their shareholdings;
36. A Qatar company formation of an LLC is required to transfer 10% of net profits each year to a legal reserve until such reserve reaches a level of 50% of the paid-up share capital;
37. The memorandum of association is a contract between the shareholders and comprises **i)** company activities **ii)** registered office address **iii)** shareholder and director details **iv)** share capital **v)** profit distribution method **vi)** the fixed term of duration of the company **viii)** the names of persons entrusted with the company's management;
38. Each Qatar company entity must appoint a manager. The manager is appointed by the memorandum of association or by a separate management contract. Unless otherwise stated in the MOA, the company manager shall enjoy full powers of administration, and his acts shall be binding to the Company, provided that it is supported with stating the capacity he enjoys;
39. Qatar company directors are appointed, replaced, and dismissed by the shareholders. Only the directors have the power to manage the day to day operations of the company. The identities of shareholders and directors are on the public register;
40. Foreign companies may only conduct business in Qatar after it is licensed to so by the Department of Economic Development (DED). The DED is the statutory body that regulates and controls the licensing procedures for all Qatar entities. Every Qatar company registration entity must apply for one of the following licenses:
  - A commercial license for buying and selling of goods including wholesale or retail trade enterprises, contractors, hotels, transport and storing establishments, etc; or
  - An industrial license to discover natural resources or transform raw materials into manufactured products; or
  - A professional license to practice any profession such as engineering consultancy, auditing and accounting, business set up, medical, and educational services.

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41. The Department of Economic Development does not permit two different classified business activities under one license e.g. trading and manufacturing;
42. Once CLIENT NAME Qatar is established, the parties to an international contract are free to choose the law and jurisdiction which will govern that contract. If they do not choose an applicable law, the predominated contract will be governed by the [Qatari Civil Code](#);
43. Qatar is a civil code jurisdiction although common law principles have some influence given Qatar was a British protectorate. The legal system and its key laws are modeled on those of Egypt which, in turn, was modelled on the Napoleonic Codes of France. As is the case in most civil jurisdictions, courts in Qatar do not rely on a formal system of precedent and there is no formal reporting of court decisions, which lead to unpredictability in litigious matters. All laws issued in Qatar are issued in Arabic and formal translations are generally not made available by the Qatari authorities. Also, proceedings before the Qatari courts take place in Arabic;
44. Consequently, foreign entrepreneurs doing business in Qatar usually select binding arbitration as the method of dispute resolution. There are three possible centers of dispute arbitration in Qatar **i)** the Qatar International Centre for Arbitration (QICA) in the Chamber of Commerce and Industry **ii)** the QFC Tribunal and **iii)** arbitration centers in Europe or North America. The majority of foreign entities doing business in Qatar select well-established arbitral rules including those issued by the LCIA, ICC or UNCITRAL;
45. Qatar has acceded to the United Nations Convention on the Recognition and Enforcement of Foreign Arbitral Awards (1958) (the New York Convention). Therefore, arbitration awards made in countries that are party to this convention should be enforceable in Qatar according to the provisions of the convention;
46. Qatar became a member of the World Trade Organization (WTO) in 1994. It is a member of the GCC, Organization of Petroleum Exporting Countries (OPEC), International Monetary Fund (IMF), Organization of Arab Petroleum Exporting Countries (OAPEC) in addition to the Arab League and the United Nations;

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47. Qatar joined the World Intellectual Property Organization (WIPO) in 1976. They also signed Arab agreements protecting the author's rights since 1986 as well as the agreement of Berne, which protects the literary and artistic compilations in 2000. Qatar also signed the agreement of Paris for the industrial property protection in 2000. Qatar acceded to the Patent Cooperation Treaty. However, Qatar is currently not a signatory under the Madrid Convention;
48. Qatar is a full member of i) the World Intellectual Property Organization (WIPO) ii) the World Trade Organization (WTO) iii) the Paris Convention iv) the Patent Cooperation Treaty (PCT) v) the WIPO Copyright Treaty vi) the WIPO Performances and Phonograms Treaty (WPPT) and vii) the Rome Convention;
49. If required, Healy Consultants will be happy to assist CLIENT NAME register international and Qatar patents and trademarks;
50. Any dispute arising between CLIENT NAME Qatar and the nominee shareholder shall be settled by arbitration according to the laws of the State of Qatar. Refer to Refer to **Appendix four** for an example of a nominee shareholder agreement;
51. Healy Consultants will assist CLIENT NAME to recruit staff in Qatar under the optimum employment terms and conditions. Whilst Qatar labor laws have become slightly more flexible, it is important CLIENT NAME is aware of unusual labor laws, terms and conditions;

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### **Annual accounting and taxation and audit considerations**

- 52.** A Qatar company suffers corporate income tax at 10 % on profits sourced in Qatar. Annually, a Qatar company required to submit annual audited financial statements and a tax return to [Qatar Public Revenues and Tax Department](#). Regardless of the company turnover, an annual statutory audit is compulsory;
- 53.** A Qatar LLC is required to set aside 10% of its net profits until the reserve stands at 50% of the share capital (i.e. US\$27,500);
- 54.** The first accounting period can be between six and eighteen months long. Annually, financial statements must be submitted within four months of company's financial year end. Heavy fines are laid on companies that fail to meet reporting deadlines. Companies should keep his accounting records in Qatari Riyals unless permission is obtained from the tax administration for them to be kept in a foreign currency;
- 55.** Healy Consultants will be happy to assist CLIENT NAME effectively discharge CLIENT NAME Qatar's annual corporate tax reporting requirements. We will project manage **i)** preparation of financial statements **ii)** annual audit and **iii)** preparation of and submission of corporate tax return. An estimate of Healy Consultants' fees to efficiently and effectively discharge your annual company accounting, and tax obligations approximates US\$9,450. Following receipt of draft accounting numbers, Healy Consultants will more accurately advise fees;
- 56.** Also, Healy Consultants assists CLIENT NAMEs with **i)** documenting and implementing accounting procedures **ii)** implementing financial accounting software **iii)** preparation of financial accounting records **iv)** preparing forecasts, budgets, and sensitivity analysis.
- 57.** If required, Healy Consultants will be happy to assist CLIENT NAME with **i)** monthly book keeping and **ii)** payroll reporting;
- 58.** Qatar has entered into [58 tax treaties](#) for the avoidance of double taxation, such as with Algeria, Bangladesh, Croatia, Egypt, France, India, Malaysia, Morocco, Romania, Russia, Senegal, Singapore, and Tunisia. If not, unilateral relief may be available, for example UK unilateral relief is available against UK taxes where Qatari income tax has been paid;

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59. The current withholding tax rates applicable to the following payments made to non-residents are: **i)** technical service fees and royalties – 5%, **ii)** Interest, commission, brokerage, management, attendance and service fees – 7% **iii)** dividends – 0%,:
60. There is no VAT in Qatar;
61. There is no personal income tax on employee wages. Individuals are taxed only on Qatari-source income derived from a business activity. There is no social security deductions payable on wages and salaries;
62. All goods imported into the Qatar require customs clearance which may only be obtained upon payment of the applicable customs duty, usually 5%. If an importer fails to settle the duty, the customs authorities are empowered to sell the goods to recover the due amount;
63. Exemptions from customs duty can be obtained for the import of equipment relating to particular projects as well as primary or semi-manufactured materials that are not available locally;

### **Other considerations**

64. This is the first draft of the Engagement Strategy Agreement, awaiting CLIENT NAME amendments with track changes. As the engagement evolves, it may be necessary for either to party to insert additional terms and conditions. For example, a new service is required or a new solution should be documented;
65. If during the engagement, Healy Consultants realizes the company incorporation is more complex than anticipated, requiring large investment of time, my Firm will revert to request additional fees;
66. As stipulated on our business website and in section 3 of our engagement letter, Healy Consultants will only commence the engagement following **i)** settlement of our fees and **ii)** completion and signing of our legal engagement letter;

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67. Healy Consultants will only incorporate your company after 75% of due diligence documentation is received by email. Healy Consultants will only open a corporate bank account after 100% of Client due diligence documentation is received by courier;
68. The terms and conditions outlined in this agreement may be amended by either party with the written permission of the other party as the engagement progresses;

### **Our client expectations**

69. Healy Consultants will liaise with the relevant Qatar government and local bodies to incorporate a Qatar company, including Ministry of Industry and Commerce, Ministry of Justice, Municipalities Office, Ministry of Information, and the Labour Market Regulatory Authority. Healy Consultants will obtain the necessary foreign licenses and registration to allow CLIENT NAME to legally conduct business in Qatar;
70. Healy Consultants will professionally manage CLIENT NAME's engagement and tenaciously seek solutions and alternatives should problems arise. Healy Consultants will provide CLIENT NAME with regular detailed email engagement status updates informing them of progress during the engagement term, usually every third day;
71. Healy Consultants will use all reasonable endeavors to keep client information confidential. Healy Consultants, in accordance with its statutory obligations will protect personal information and personal data from unauthorized access, use or disclosure;

### **Healy Consultants expectations**

72. CLIENT NAME will provide Healy Consultants the required due diligence information in timely manner, to enable my Firm efficiently and effectively complete the engagement. CLIENT NAME replies to Healy Consultants communications and requests in a timely manner.
73. CLIENT NAME settles Healy Consultants fees in a timely manner;
74. Healy Consultants preferred mode of communication is email, followed by phone discussions. Therefore, we recommend you maintain a secure, reliable email account and frequently check for updates from Healy Consultants;

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### Conclusion

- 75. We, the person whose names appear below, declare and by our signature below, confirm that we are authorized to sign on behalf of the Entity we have ordered from Healy Consultants and we have read and agree to be bound by Healy Consultants terms of business outlined in this engagement letter and on Healy Consultants business website;
- 76. We understand that we may have an obligation to report our interest in the company in personal tax returns and that income of the company may be imputed to us. We will take advice on and comply with our own legal obligations in this respect;
- 77. The company will not be used for any criminal activity or other illegal purposes, whether fiscal or otherwise, in any jurisdiction and we understand that Healy Consultants may have an obligation to report any arrangement involving the proceeds of criminal conduct;
- 78. We have never been convicted of any criminal offence or the subject of an investigation by a governmental, professional or other regulatory or statutory body.

<u>Name</u>	<u>Signature</u>	<u>Date</u>
CLIENT NAME		
Aidan Healy		

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### Appendix One

No.	Detailed engagement procedures	Time
1.	Healy Consultants Compliance Team receives the required corporate and personal due diligence information from CLIENT NAME;	Week 1
2.	CLIENT NAME signs Healy Consultants engagement letter and returns the original and the required due diligence to our Singapore Head Office;	Week 1
3.	CLIENT NAME supplies Healy Consultants with a lease agreement for their office premises. If this is not possible, Healy Consultants will supply virtual office services for 6 months until CLIENT NAME finds their preferred business address following Qatar entity registration;	Week 2
4.	CLIENT NAME <i>i)</i> confirms by email the planned corporate structure <i>ii)</i> provides Healy Consultants 7-10 unique proposed company names. Healy Consultants' Company Secretary Team prepares and sends CLIENT NAME the Powers of Attorney for CLIENT NAME's signature in front of notary public and legalization in Qatar Embassy in the UK, together with CLIENT NAME UK parent company <i>i)</i> M&AA, <i>ii)</i> Certificate of incorporation;	Week 2
5.	CLIENT NAME signs Powers of Attorney before an UK local public notary and legalized in Qatar Embassy in the UK and emails back to Healy Consultants for review and approval. Thereafter, CLIENT NAME couriers the legalized signed documents together with all supporting corporate documents to our Qatar office;	Week 2
6.	On receipt of the original legalized documents above, only then can Healy Consultants' Company Secretary Team get <i>i)</i> the proposed company name approval with the Commercial Registry Department and the Trademarks Department located at the <a href="#">Ministry of Business and Trade</a> in Doha <i>ii)</i> approval for carrying out the aforementioned activity;	Week 3
7.	Once the company name is approved, Healy Consultants' Company Secretary Team <i>i)</i> prepares the Memorandum and Articles of Association (in Arabic) <i>ii)</i> emails CLIENT NAME Qatari shareholder detailed due diligence and a draft	Week 4

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	shareholder agreement for review and approval;	
8.	Once CLIENT NAME approved the above documents, Healy Consultants' Company Secretary Team submits the articles of association to the Ministry of Business and Trade and obtains bank certificate for capital remittance;	Week 5
9.	CLIENT NAME Qatar director travels to Qatar for 1 day for 2 hours for <i>i)</i> finishing the AOA signing formality before an agent at the <a href="#">Ministry of Justice</a> counter and and submit the Articles of Association for review at the Commercial Companies Inspection Department at the Ministry of Business and Trade <i>ii)</i> opening of corporate bank account. Following the bank approval CLIENT NAME Qatar remits the share capital of us\$55,000 to the corporate bank account and obtains bank certificate;	Week 6
10.	Healy Consultants' Incorporation Team register the company with the <i>i)</i> Commercial Registry <i>ii)</i> the Chamber of Commerce and Industry <i>iii)</i> Department of Naturalization and Residency and <a href="#">Labour Department</a> and email CLIENT NAME evidence of submission of the application;	Week 8
11.	Healy Consultants' Incorporation Team receives your firm's Commercial Registration Certificate and submits the same to <a href="#">Municipality of Doha</a> together with the signed lease agreement to apply for municipal trade license. We email evidence of these registrations to CLIENT NAME. CLIENT NAME's company is successfully incorporated and can sign contracts;	Week 9
12.	Healy Consultants' Incorporation Team applies for a signage license and applies for an Employers Immigration Department Identity Card	Week 10
13.	Healy Consultants' Incorporation Team completes the company incorporation by <i>i)</i> submitting tax registration application to the <a href="#">Ministry of Finance</a> and obtain a Tax Identification number (TIN) for CLIENT NAME Qatar <i>ii)</i> obtaining an office registration number from the <a href="#">Water and Electricity Authority</a> (Kahramaa). Thereafter, the company M&A is published in the Ministry of Economy and Commerce's Bulletin;	Week 11
14.	Healy Consultants will express courier the following to CLIENT NAME: ➤ Company kit containing original Qatar corporate documents	Week 12

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➤ Healy Consultants Customer Satisfaction Survey;

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### Appendix Two

#### **a. Documents required by the Qatari Government from the corporate shareholder;**

- Copy of Commercial Registration Certificate;
- Copy of Memorandum or Articles of Association and its amendments (if any). The object/activity of the company must be mentioned and should have relation with the Bahrain business activities;
- Board of Directors resolution to **i)** establish an office in Qatar and **ii)** be a shareholder in the company and **iii)** to appoint the Director for the Qatar Company. Healy Consultants will provide with a draft template;
- General Power of Attorney to Healy Consultants affiliate office to do all related matters to incorporate the company in Qatar and represent the company in front of all the authorities. Healy Consultants will provide with a draft template;
- General Power of Attorney for the Director of the Qatar Company. Healy Consultants will provide with a draft template;

#### **b. Documents required by the Qatari Government for each individual director and shareholder;**

- Passport Copies;
- Bank reference letter;
- Three months bank statements;
- CV;
- Two proof of address;

All documents must be in English, attested by a local notary public and and legalization in Qatar Embassy in the UK;

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Client initials and date



### Appendix Three

#### License information

<b>Activity on License</b>	<i>Business Management Consultancy, Business General Services, Financial Management Consultancy, Project Management, Administrative consultations</i>	<i>Consultative Services in the area of safety</i>	<i>Real estate management and collection of rent</i>
<b>Services included</b>	M1, M2, M3, M4, M5, M6 (excluding M6.5), M8, M9, M12	M11	M10
<b>Open to US beneficiaries and Qatar citizens</b>	Yes	Yes	Yes
<b>Open to other nationalities</b>	Yes	Yes	Yes
<b>Local partner required</b>	Yes	Yes	Yes
<b>Total time to set up the entity</b>	6 weeks	4 months	4 weeks
<b>Government license fee</b>	QAR40,000	QAR20,000	QAR6,000
<b>Healy Consultants fee</b>	US\$64,225	US\$62,225	US\$61,225

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### Appendix Four



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### Appendix Five

#### Engagement Costs - Qatar

Professional services rendered for Qatar	Notes	US\$
Qatar <a href="#">LLC formation</a> fees	1.	10,025
Qatari <a href="#">Company Secretary</a> Fees	2.	1,100
Estimate of <a href="#">government license and registration</a> fees*	3.	12,950
Qatar nominee <a href="#">resident</a> shareholder services	4.	35,500
Nominee resident shareholder <b>refundable</b> deposit	5.	2,200
Assistance opening a local <a href="#">corporate bank account</a>	6.	2,450
Retainer fee received on 03/04/2014 (£3,028)	7.	(5,000)
<b>Total Healy Consultants fees</b>	<b>8.</b>	<b>59,225</b>

\* This invoice needs to be tailored for each Client. The above services and fees represent the average requirements of our Clients;

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### Notes to invoice above

1. This cost includes Healy Consultants fees to efficiently and effectively project manage our Clients engagement **i)** without our Client travelling and **ii)** our Client sending one courier to us. This fee also includes the time taken with our Clients to agree the optimum corporate structure, while legally minimizing global taxation.

All engagement fees are agreed and paid up front. Consequently, there are no hidden fees or 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 second day during the engagement, we email our Client a detailed status update. CLIENT NAME is immediately informed of engagement problems together with solutions. Your dedicated engagement manager is reachable by phone, skype, live chat and email and will communicate in your preferred language; Healy Consultants never gives up until we complete the engagement, regardless of the complexities or obstacles presented by banks and Governments;

2. In accordance with Qatari Company Law, each Qatar Company must appoint a company secretary, who may be a natural person or a body corporate, but the company secretary must be resident in Qatar. Healy Consultants will be the legal Qatar Company Secretary and our annual responsibilities include **i)** preparation and filing of the legal Annual Return **ii)** securely maintain company records and chop **iii)** liaise with the Qatari Government on behalf of CLIENT NAME and **iv)** legal filing of changes of company structure;
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 with the Ministry of Business and Trade **ii)** preparation of company deeds and articles of association with notary of the Ministry of Justice, **iii)** paying the Chamber of Commerce fee **ii)** notarises all company documents and **iii)** registering the company with the Commercial Registry, the Chamber of Commerce, Municipality of Doha **iv)** tax registration with the Ministry of Finance;

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4. According to the Foreign Investment Law (Law No. 13 of 2000, a Qatari national is required to hold at least 51% of a Qatar LLC unless in a free zone. Healy Consultants will be happy to act as nominee shareholder or director for your Qatar LLC. To ensure your assets are fully protected, the nominee will not be a bank signatory nor will he have an active role in daily corporate activities. Our fees for this service depend on nature of business, but are estimated at \$35,500;
5. Healy Consultants will collect a refundable deposit of US\$2,200 from CLIENT NAME. This refundable deposit will be held in trust until CLIENT NAME no longer requires Healy Consultants Company Secretary and Resident shareholder services. In the unfortunate event CLIENT NAME misuses their Qatar Company, Healy Consultants will be left to face the Qatar Government Authorities. In this instance, the client forfeits his refundable deposit and the funds will be used to cover future litigation expenses or liquidation costs incurred by Healy Consultants.
6. Healy Consultants will be pleased to open a corporate bank account. It is a time consuming task, Healy Consultants will shelter CLIENT NAME from the administrative challenges. There is a 50% probability the banks will request a bank signatory to travel for a one hour bank interview. Healy Consultants will try its best to negotiate with the bank for a travel exemption. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed company, when shareholders and directors and bank signatories reside overseas. There will be a fee discount of US\$500 if you have to travel;

The banks enjoy ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants 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;

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;

**Continued on next page ...**

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**Client initials and date**



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7. All fees quoted in this invoice correspond to fees quoted on Healy consultant's [business website](#). Please review this invoice carefully to identify errors. During the rush of a business day, it is possible Healy Consultants 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;
8. Before company incorporation is complete, the Qatar government must review and approve a lease agreement for office premises. Some of our Clients request Healy Consultants to provide temporary shared office space for 6 months until our Client finds their preferred business address. If your Firm requires this service from Healy Consultants, our monthly fee amounts to US\$2,950. Alternatively, some of our Clients request Healy Consultants to locate permanent office premises and our one-time fee for this service is US\$4,950;
9. The minimum share capital of a LLC company in Qatar is US\$55,000. This needs to be paid upfront and receives a confirmation letter from the bank prior to the company formation. This amount cannot be withdrawn until the company is incorporated;
10. If required, Healy Consultants will be pleased to assist your firm obtain Qatar business visa approvals. Our fee is US\$3,950 per person and includes preparation of a quality visa application and submitting to the correct Government immigration officers. The Qatar Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants 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;
11. Our Client will pay for all third party fees relating to legalisation and translation of personal and company documents;
12. The fees quoted in this invoice are an average of the fees of a typical Qatar engagement. Only after agreeing each individual client's business structure and needs, can Healy Consultants provide a custom, tailored fee quotation. Unfortunately, government fees and procedures vary by industry by company. If during the engagement, Healy Consultants realizes the company incorporation is more complex than anticipated, requiring large investment of time, my Firm will revert to request additional fees;

Continued on next page ...

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Client initials and date





### Appendix Five

#### Potential engagement problems and solutions

<u>No</u>	<u>Problem</u>	<u>Solution</u>
1.	Our Client does not provide Healy Consultants the required information/documents in a timely manner. For example, the Qatar company forms are not properly signed, attested and legalized.	CLIENT NAME speedily responds to Healy Consultants requests and efficiently provides my Firm the required information or immediately highlights problems with replying to requests
2.	The Qatar Government advise they need additional information or documents, before approving a business license or completing company incorporation	Healy Consultants will revert to CLIENT NAME requesting additional information and documents.
3.	The Qatar Government requests a feasibility study on the activity of "Market Research" CLIENT NAME Qatar	Healy Consultants will aggressively pursue an exemption from the Qatar Governments regarding "Stage Details of Company Formation". However, if this is not possible, Healy Consultants may revert to CLIENT NAME requesting additional information, documents and possible fees.
4.	Unanticipated Qatar laws governing CLIENT NAME Qatar business, thus a delay in the incorporation process.	Healy Consultants will outline the proposed operations in the business plan and company articles to ensure issues are addressed at the earliest stage.
5.	Public holidays in Qatar and Singapore cause unanticipated engagement delays	The engagement period is extended increasing the likelihood Healy Consultants will charge CLIENT NAME additional project management fees.
6.	Political unrest either postpones or terminates the engagement	The engagement period is extended increasing the likelihood Healy Consultants will charge CLIENT NAME additional project management fees. Where there is a



### Appendix Five

#### Potential engagement problems and solutions

<u>No</u>	<u>Problem</u>	<u>Solution</u>
		termination of services due to external reasons, Healy Consultants will provide a refund for services not already rendered.
7.	During the engagement, Qatar Government departments revert to Healy Consultants rejecting the business activities of CLIENT NAME	Healy Consultants will revert to CLIENT NAME to create a solution. There may be additional fees to efficiently and effectively complete the engagement
8.	The Qatar Government departments do not approve applications in a timely manner, causing material delays in the engagement completion date;	Healy Consultants will aggressively solve problems where possible. That said, Healy Consultants will not be responsible for the incompetence and inefficiency of Government departments. That said, Healy Consultants will aggressively supervise and liaise with third parties to ensure your engagement is efficiently and effectively advanced.
9.	Qatar banks will not open corporate accounts for the proposed business activity, shareholder nationality, or refuse to issue performance bonds;	The Qatar banks enjoy ultimate power of approval of account applications. Consequently, guaranteed success is outside of Healy Consultants control. What is inside our control is the preparation and submission of a high quality bank application that maximizes the likelihood of approval. If a bank is deemed not possible, Healy Consultants will find alternative Qatar banks more amenable.
10.	CLIENT NAME staff will experience difficulties obtaining travel visas to Qatar, consequently delaying signing of engagement documentation	Healy Consultants will revert to CLIENT NAME to create a solution. There may be additional fees to efficiently and effectively complete the engagement



### Appendix Five

#### Potential engagement problems and solutions

<u>No</u>	<u>Problem</u>	<u>Solution</u>
11.	Qatar Government requests additional documents of CLIENT NAME employee to process the visa;	Healy Consultants ensures timely follow up with the Qatar Government for such requirements and supplies them the documents as soon as possible;
12.	It is difficult obtaining multilateral agreement from all JV parties on terms and conditions of the JV agreement. Requiring so many redrafts and renegotiations.	Healy Consultants will revert to CLIENT NAME asking for additional fees