

Kazakhstan Limited Liability Partnership Invoice

Our Client's name

Company Reg. No: 200311971N

Our Client's address

Date: Wednesday, February 13, 2019

Invoice No: 2018 – 10 – 003p

| Professional services for Kazakhstan fast nominee LLC (no travel) | Notes | Year 1 US\$ | Year 2 US\$ |
|---|-------|---------------|---------------|
| Kazakhstan nominee fast LLP formation fees (without travel) | 1. | 11,200 | 0 |
| Legal registered office fees | 2. | 1,100 | 1,100 |
| Tax and VAT registration fees | 3. | 950 | 0 |
| Kazakhstan corporate bank account opening fees (without travel) | 4. | 3,950 | 0 |
| Estimate of Kazakhstan Government registration fees | 5. | 20 | 0 |
| Passive, professional nominee for 6 months | 6. | 9,900 | 6,600 |
| Corporate structure changes including new bank signatory | 7. | 9,950 | 0 |
| Estimate of annual accounting and tax fees | 8. | 0 | 2,300 |
| Total Healy Consultants Group PLC fees payable this month | 9. | 37,070 | 0 |
| Estimate of Healy Consultants fees payable after 12 months | 10. | | 10,000 |

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's fees to legally register a Kazakhstan LLP with our temporary professional, passive nominee [shareholders and directors](#) and bank signatory on behalf of our Client. Within 2 weeks, my team and I will email you **i)** a company registration number **ii)** a corporate bank account number **iii)** a city center business address **iv)** a tax number and **iv)** a proforma Kazakhstan sales invoice template complying with Kazakhstan company law;

Within 4 weeks, our Client can legally conduct business in Kazakhstan; including **i)** issue sales invoices to local customers **ii)** sign customer and supplier contracts **iii)** sign a lease agreement for long term physical office and warehouse premises **iv)** and hire local and expatriate employees including secure employment visa approval;

All engagement fees are agreed and paid up front and agree to the fees published on our country [web pages \(click link\)](#). Consequently, there are no hidden fees nor surprises nor 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 emails our Client a detailed email engagement [status update](#). Our Client is immediately informed of engagement problems and solutions. In your preferred language, your dedicated Engagement Project Manager will communicate with you via phone, Skype, WhatsApp, Viber, sms, WeChat, Telegram, QQ, Facebook Messenger or Line Messenger;

2. In accordance with [Law of the Republic of Kazakhstan on limited liability partnerships of 22nd April 1998](#), each Kazakhstan LLP shall as from the date of its registration have a registered office in Kazakhstan, to which all official Government communications and notices may be addressed. To comply with this statutory requirement, Healy Consultants Group PLC' Kazakhstan office has been the registered office address for your LLP. Thereafter, this address is 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. In accordance with Kazakhstan law, each entity must register for corporate tax and VAT at the [State Revenue Committee](#). Healy Consultants Group PLC will be pleased to register the LLP for tax at a one-time fee of US\$950;

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4. Healy Consultants Group PLC will be pleased to open a Kazakhstan corporate [bank account](#). It is a time-consuming task; Healy Consultants will shelter our Client from the administrative hurdles. As you can appreciate, it is a challenging task to secure corporate bank account approval through a newly formed company;

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. Following completion of Kazakhstan business set up, our Client will appoint their preferred shareholders and directors and bank signatory;

Depending on our Client's business and nationality, there is a 60% probability the banks will request beneficial owners and future bank signatories to travel to Kazakhstan for a one hour bank interview. Healy Consultants Group PLC will try its best to negotiate with the bank for a travel exemption. If our Client must travel to Kazakhstan for bank account signatory change, Healy Consultants Group PLC will refund our Client US\$950;

Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Client should expect the bank account approval period to take up to 2 months. There is also a 10% the bank may not accept the bank signatory change application and may close the bank account altogether. Furthermore, global banks now might also require evidence of proof of business, including sales contracts or lease agreement;

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. This fee is an estimate of government costs payable during our Client'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 [Public Registration Center of Kazakhstan](#) (click link); **ii)** registering the company with the [Public Registration Center of Kazakhstan](#) **v)** applying for the corporate structure change with the [Public Registration Center of Kazakhstan](#) and **vi)** issuing the updated business certificate. Following engagement completion, Healy Consultants Group PLC will refund our Client any excess of funds received over actual Government costs paid;
6. In accordance with the with [Law of the Republic of Kazakhstan on limited liability partnerships of 22nd April 1998](#), every Kazakhstan LLP director must have a Kazakhstan work permit. It takes at least 2 months to secure work permit approval. Appointment of Healy Consultants Group PLC professional,

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passive [nominee shareholders](#), [directors](#) (click links), and bank signatory enables our Client to **i)** sign sales invoice customers within 8 weeks and **ii)** sign contracts and lease premises;

If required, Healy Consultants Group PLC will be pleased to provide our Client with a full package of passive professional nominee services including **i)** a nominee shareholder for 6months until the corporate structure is successfully changed and **ii)** a nominee director for a year. Our fee of the same amounts to US\$9,900;

Furthermore, every bank signatory of a Kazakhstan corporate bank account must hold a Kazakhstan 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 Kazakhstan work visa for our Client;

Furthermore, every individual shareholder must obtain a business visa in Kazakhstan before a company can be registered. It takes at least 2 months to secure [business visa](#) approval. To efficiently and effectively secure LLP registration in a timely manner, we recommend appointing a corporate shareholder;

7. Following business set up completion, Healy Consultants Group PLC assists our Client appoint their preferred shareholders, 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 5 months. This is the hardest part of the engagement;

This fee covers Healy Consultants' professional fee to assist our Client secure the amended registration certificate. This includes our fee to draft and submit applications to the [Public Registration Center of Kazakhstan](#) (click link) to **i)** seek approval for share purchase and **ii)** change director and company shareholder. All of the changes made will be reflected on the amended Business Certificate. Appointing new and resigning old shareholders and directors is a complex, lengthy process, exacerbated by inefficient Government Departments;

Before the Kazakhstan 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 2 months from the time Healy Consultants Group PLC completes corporate structure change, as outlined on [this web page \(click link\)](#);

8. For an active trading LLP, these [accounting and tax](#) fees are an estimate of Healy Consultants Group PLC fees to efficiently and effectively discharge your annual LLP accounting and tax obligations. Following receipt of a set of draft accounting numbers from your LLP, Healy Consultants Group PLC will more accurately advise accounting and tax fees. For a dormant LLP, Healy Consultants Group PLC fees are only US\$950;

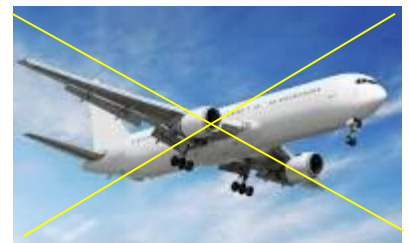


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9. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
- a. thoroughly research and plan Kazakhstan business set up for our Client;
 - b. devising strategies to **i)** minimise the total engagement period **ii)** complete the engagement without our Client travelling **iii)** avoid the need for a Kazakhstan [national 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 the [Public Registration Center of Kazakhstan](#);
 - e. choosing the optimum regulatory license for our Client's 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;
 - m. determining the local and international tax obligations of the new entity, including corporate income tax, payroll taxes, withholding tax and sales taxes.

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10. 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 LLP registration;
11. Monthly, quarterly and mid-year Government tax obligations include monthly and quarterly payroll reporting, 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\$860; 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 and **iv)** 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. 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;
14. There is no minimum [share capital](#) requirement in Kazakhstan for a small or medium LLP, however the recommended paid-up share capital is US\$1,190, especially if it is required to register the LLP for VAT. To optimize engagement efficiency and minimize delays, Healy Consultants Group PLC is happy to deposit these funds on behalf of our clients;
15. If our Client requires nominee shareholder and director [services \(click link\)](#), Healy Consultants Group PLC will be pleased to assist. Our fee for professional, passive nominee corporate shareholder amounts to US\$2,100 per annum. Our fee to be both non-resident nominee director and shareholder amounts to US\$6,600 per annum. Being the sole shareholders and sole director of a Client's LLP exposes Healy Consultants Group PLC to reputation, litigation and financial risk;
16. Engage Healy Consultants Group PLC to [project manage](#) business set up in every country on the planet. We are the best in the [world](#) at what we do, timely completing [the A to Z](#) of every country engagement;
17. 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 complete LLP registration and corporate bank account opening in a timely manner without our Client 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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18. Depending on our Client's business and nationality, the Kazakhstan Government may require a special regulatory license to carry on your business in the country. Healy Consultants Group PLC will assist our Client secure license approval; there may be additional engagement fees. However, the Government enjoys ultimate power of approval of LLP registration and business licenses;
19. If required, Healy Consultants Group PLC will be pleased to assist your firm obtain business [visa](#) approvals. Our fee is US\$2,950 for the first employee, US\$1,950 for the second employee, US\$950 per employee thereafter. Our employee visa fees include 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;
20. Some of our Clients request Healy Consultants Group PLC to provide temporary shared [office space](#) for 6 months until their preferred business premises is found. If your Firm requires this service, our one-time fee is US\$950. Monthly rental thereafter is paid directly to the landlord, independently of Healy Consultants Group PLC;
21. 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;
22. During the engagement, shareholders and directors' documents may need to be translated into the local language; before the Government and Bank approves LLP 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;
23. Some of our Clients' require an [immediate country solution](#). With this strategy, within a day Healy Consultants Group PLC can supply our Client **i)** an existing dormant Kazakhstan LLP number and **ii)** an already approved Kazakhstan 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;
24. 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;
25. Healy Consultants Group PLC will only change the corporate structure of your LLP 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;



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26. 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](#);
27. 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;
28. 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;
29. Some of our Clients prefer to pay Healy Consultants Group PLC fees by [instalments \(click link\)](#).

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

Best regards,

Aidan Healy

Aidan Healy

[Business owner](#)

Healy Consultants Group PLC Group

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