

## Brazil Company Registration Procedures and Fees

*Unless otherwise indicated, the Brazil company referred to in this quotation means a Limited Liability Company (Sociedade Limitada) incorporated in Brazil in accordance with the Brazilian Civil Code (Código Civil Brasileiro) and other applicable laws and regulations.*

Our fees for the registration of private company limited by shares in Brazil is USD13,000. The fees quoted include preparation and filing of the incorporation documents, registered office address in Brazil for one-year, and payment of official government fee. In short, the fees quoted included the fees necessary for the registration of a Brazil company. For details, please refer to Section 1 of this quotation.

Where the shareholder is a foreign legal entity or the administrator is a foreign individual, we can also assist with foreign investor tax registration, administrator tax registration, the appointment of a Brazilian resident representative, and related compliance services. For the option services, please refer to Section 2 of this quotation.

To proceed with the incorporation of a Brazilian company, you will be required to provide identification documents and proof of residential address for each shareholder and proposed director, the proposed registered capital of the Brazilian company, the shareholding structure, the registered office address (if to be provided by the client), as well as details of the company's principal business activities and operating model. For details, please refer to Section 6 of this quotation.

In general, the incorporation of a Brazilian company takes approximately 10 to 20 business days, excluding the time required for obtaining tax registration numbers for foreign investors and foreign administrators. The relevant authorities may conduct additional reviews based on the company's proposed business activities and the identity of the investors, which may result in a longer registration timeframe.

The fees quoted do not include notarisation, apostille or legalisation fees for foreign documents, or any other third-party disbursements. The fee quoted is applicable to businesses that do not require any additional licences. If the business to be carried out by the Brazilian company requires any additional licence or permit, Kaizen can assist with the relevant application and our fees will be quoted upon request. The fees listed in this quotation are for reference only and may be subject to change from time to time.

### SHENZHEN 深圳

Rooms 1203-06, 12/F.  
Di Wang Commercial Centre  
5002 Shennan Road East  
Luohu District, Shenzhen, China  
中國深圳市羅湖區深南東路5002號  
地王商業中心12樓1203-06室  
T: +86 755 8268 4480

### SHANGHAI 上海

Room 1201, 12/F., Tower A  
Guangqi Culture Plaza  
2899A Xietu Road, Xuhui District  
Shanghai, China  
中國上海市徐匯區斜土路2899甲號  
光啟文化廣場A座12樓1201室  
T: +86 21 6439 4114

### BEIJING 北京

Room 303, 3/F.  
Interchina Commercial Building  
33 Dengshikou Street  
Dongcheng District, Beijing, China  
中國北京市東城區燈市口大街33號  
國中商業大廈3樓303室  
T: +86 10 6210 1890

### TAIPEI 台北

Rooms 7F-702, 7/F., 188 Section 5  
Nanjing East Road  
Songshan District, Taipei  
Taiwan 105411  
台灣台北市松山區南京東路五段  
188號7樓7F-702室  
郵編: 105411  
T: +886 2 2711 1324

### TOKYO 東京

Rooms 502-03, 5/F.,  
Lions Mansion Matsugaya  
1-4-6 Matsugaya, Taito, Tokyo  
Japan 111-0036  
日本東京都台東區松谷1-4-6  
獅子大廈5樓502-03室  
郵編: 111-0036  
T: +81 50 5538 0687

### SINGAPORE 新加坡

138 Cecil Street, #13-02 Cecil Court  
Singapore 069538  
T: +65 6438 0116

### KUALA LUMPUR 吉隆坡

Menara Suezcap, Tower 2  
E-13A-3A, No. 2 Jalan Kerinchi  
Gerbang Kerinchi Lestari  
59200 Kuala Lumpur, Malaysia  
T: +60 19 2177 344

### NEW YORK 紐約

202 Canal Street, Suite 303, 3/F.  
New York, NY 10013, USA  
T: +1 646 850 5888

### LONDON 倫敦

Room 5, 2/F., 39-41 High Street  
New Malden, Surrey  
KT3 4BY, UK  
T: +44 20 3910 8392

### SHENZHEN 深圳

Rooms 1203-06, 12/F.

### 1. Registration Fee for a Brazil Limited Company

Our fee for handling the registration of a Limited Liability Company (*Sociedade Limitada*) with standard Articles of Association in Brazil is USD13,000. In particular, our fee covers the following services:

- (1) Brazil Company Incorporation - Pre- & Post-Incorporation
  - (a) Answering your questions in respect of the registration and maintenance of a company in Brazil;
  - (b) Performing company name availability search and reservation with the relevant Commercial Registry (*Junta Comercial*);
  - (c) Drafting the Articles of Association (*Contrato Social*) and other incorporation documents;
  - (d) Assisting with the application for tax registration numbers (CPF) and preparation of powers of attorney for foreign shareholders and directors, where applicable;
  - (e) Filing the incorporation application with the relevant Commercial Registry and payment of the official registration fees;
  - (f) Assisting with the application for the company's tax registration number (CNPJ) and completion of the registration with the Brazilian Federal Revenue Service (*Receita Federal*);
  - (g) Obtaining the company's registration certificates and tax registration documents;
  - (h) Preparation of the corporate kit, including the Articles of Association, registration certificates and other corporate records.
  
- (2) Registered Office Address

The registered office address of a Brazilian company must be located in Brazil. Kaizen will provide an address to be used as the registered office of the Brazilian company and receive government correspondence for one year.

### 2. Optional Services

No.	Description of Service	Fee (USD)
1	Tax Registration for Foreign Investor and Foreign Manager (CPF / CNPJ) (Note 1)	1,000
2	Brazil Resident Representative for Foreign Shareholder (Note 2)	12,000
3	Brazil Resident Representative for Foreign Director (Note 3)	12,000
4	Assistance with Foreign Direct Investment Registration (RDE-IED / SCE-IED) (Note 4)	1,000
5	Ultimate Beneficial Owner (UBO) Registration (Note 5)	500

### (1) Tax Registration for Foreign Investor and Foreign Manager (CPF / CNPJ)

The Brazilian Individual Taxpayer Registry Number (CPF) is a tax identification number issued by the Brazilian Federal Revenue Service (*Receita Federal*) to individuals, while the Brazilian Corporate Taxpayer Registry Number (CNPJ) serves as the tax identification number for companies and other legal entities.

Under current Brazilian regulations, a foreign individual intending to directly hold shares in a Brazilian company is generally required to obtain a CPF, while a foreign corporate shareholder is generally required to obtain a CNPJ. Such registrations enhance the transparency of investors and business entities and provide the necessary identification basis for company incorporation, tax registration, bank account opening, foreign investment registration, and ongoing compliance matters. Applications for CPF or CNPJ are generally required to be completed before the incorporation application is submitted.

### (2) Brazil Resident Representative for Foreign Shareholder

Under Brazilian tax and foreign investment regulations, a foreign shareholder is required to appoint a Brazil resident representative (*Procurador*) to act as its legal representative in Brazil. The representative must hold a valid CPF and, pursuant to a Power of Attorney (*Procuração*), may act on behalf of the foreign shareholder in matters relating to the incorporation process, including but not limited to tax registration applications, execution of incorporation documents, and foreign investment registration.

Following incorporation, the representative will also be responsible, within the scope of the authorization granted, for receiving notices, documents, and requests issued by the Brazilian tax authorities, Central Bank, corporate registry authorities, and other regulatory bodies, as well as assisting the foreign shareholder in fulfilling ongoing compliance obligations related to its investment. The Brazil resident representative does not participate in the day-to-day management or operation of the company.

### (3) Brazil Resident Representative for Foreign Director

Under Brazilian law, where a non-resident individual is appointed as a director of a Brazilian company, such director must appoint a Brazil resident representative to act as his or her legal representative in Brazil. The representative must hold a valid CPF and, pursuant to a Power of Attorney, receive notices, court summons, administrative documents, and communications issued by courts, tax authorities, labour authorities, and other government agencies on behalf of the non-resident director.

The representative's role is primarily administrative and is intended to facilitate the non-resident director's compliance with legal obligations and communications with Brazilian authorities. The representative does not participate in the company's management and does not acquire any management authority by virtue of such appointment.

(4) Assistance with Foreign Direct Investment Registration (RDE-IED / SCE-IED)

Under the regulations of the Central Bank of Brazil (*Banco Central do Brasil*), foreign investors holding shares in a Brazilian company are generally required to complete a Foreign Direct Investment Registration (RDE-IED / SCE-IED). The registration records information relating to the foreign investor, investment amount, shareholding percentage, and subsequent capital changes.

Such registration is important for future profit repatriation, capital remittance, share transfers, and other foreign exchange-related transactions.

(5) Ultimate Beneficial Owner (UBO) Registration

Under the requirements of the Brazilian tax authorities, foreign entities holding shares in Brazilian companies or making investments in Brazil are generally required to disclose information relating to their Ultimate Beneficial Owners (UBOs).

A UBO is generally the natural person who ultimately owns, controls, or benefits from the foreign entity, whether directly or indirectly. Such information forms part of the foreign entity's tax registration and ongoing compliance obligations and must be updated whenever relevant changes occur.

Remarks:

(a) A refundable security deposit of USD 3,500 is required for our Brazil Resident Representative service. The minimum service period is one year. Our Brazil Resident Representative will not participate in the day-to-day management or operation of the company.

(b) Where the Power of Attorney executed by a foreign shareholder is signed outside Brazil, it will generally need to be notarized and/or legalized in accordance with the laws of the place of execution and subsequently apostilled. Upon arrival in Brazil, the document will typically need to be translated into Portuguese by a certified sworn translator (*Tradutor Juramentado*) before it can be used for company incorporation, tax registration, and related procedures. Notarization fees, legalization/apostille fees, and translation fees are not included in the above quotation.

### 3. Payment Term and Payment Methods

Upon receipt of your confirmation of engagement, we will issue and send an invoice together with our bank account details and payment instructions for your settlement. When arranging payment, please quote our invoice number or client reference number in the payment details and email a copy of the remittance advice to us for our records.

Due to the nature of the services, full payment is required in advance. Except under special circumstances, service fees are non-refundable once the engagement has commenced. We accept payment by cash, bank transfer (TT), remittance, and PayPal. A handling charge of 5% will apply to payments made via PayPal.

Should you require a VAT invoice or business tax invoice issued in Mainland China or Taiwan, the applicable taxes calculated at the prevailing local tax rates will be charged separately.

### 4. Basic Structure for Brazil Limited Company

- (1) The company must have at least one shareholder and one director (*Administrador*);
- (2) Must have a registered address in Brazil;
- (3) There is no statutory minimum share capital requirement for a Brazil limited liability company. The amount of share capital may be determined according to the business needs of the company and must be denominated in Brazilian Reais (BRL).

### 5. Brazil Company Registration Procedures and Timeframe

Under normal circumstances, the company name and the business scope do not need an extra license or permit, the whole process for company registration takes around 3 to 4 weeks. The details are outlined below:

No.	Procedure	Working Days (estimated)
1	Client confirms engagement of Kaizen for the incorporation of a Brazil company and provides the documents and information listed in Section 6.	Client's schedule
2	Kaizen issues an invoice and the client arranges payment of our service fees.	Client's schedule
3	Kaizen conducts a preliminary availability search of the proposed company name.	3~5
4	Kaizen assists the foreign shareholder in obtaining a Brazilian Corporate Taxpayer Registration Number (CNPJ) and the foreign director/manager in obtaining a Brazilian Individual Taxpayer Registration Number (CPF), where applicable.	10~20

5	Client arranges execution of the documents required for the CPF/CNPJ applications.	Client's schedule
6	Kaizen prepares the Power of Attorney (POA) and related documents for the appointment of the Brazil resident representative.	5~8
7	Client signs the Power of Attorney and other required documents and arranges notarization, legalization and/or apostille in accordance with the laws of the place of execution.	Client's schedule
8	Kaizen arranges sworn translation of the Power of Attorney and foreign corporate documents into Portuguese, where applicable.	5-10
9	Kaizen conducts the formal company name search and prepares the Articles of Association (Contrato Social) and other incorporation documents.	3~5
10	Upon receipt of the duly executed incorporation documents, Kaizen submits the incorporation application to the relevant Commercial Registry (Junta Comercial).	1
11	The Commercial Registry reviews the application. If everything is in order, the company will be registered and the Corporate Taxpayer Registration Number (CNPJ) will be issued.	10~20
12	Kaizen assists with the Foreign Direct Investment Registration (RDE-IED / SCE-IED), where applicable.	1~5
13	Kaizen assists with the Ultimate Beneficial Owner (UBO) registration, where applicable.	3~5
14	Kaizen arranges courier delivery of the incorporation documents to the client's designated address.	Client's schedule
<b>Total:</b>		3 to 4 months

Notes:

- (1) The above time frame is estimated based on a close cooperation with the client.
- (2) The above time frame is estimated based on the business activities of the company to be registered does not need to apply for a license or permit. If a license or permit is required, the time required will be extended accordingly.

## 6. Required Documents and Materials

Client needs to provide the following documents and information to Kaizen by email or fax or post for purpose of incorporation:

- (1) Please provide two to three proposed company names in either English or Portuguese. The company name must end with “Ltda.” or “Limitada”;
- (2) The copy of the passport and address proof issued within 3 months of shareholders (For example, utility bill, telephone bill or bank statement); if the shareholder is a legal person, the Certificate of Incorporation, corporate documents showing the registered address, Register of Directors, Register of Members and passport and address proof issued within 3 months of ultimate beneficial owners holding with more than 10% shares;
- (3) The copy of the passport and the address proof issued within 3 months of directors (For example, utility bill, telephone bill or bank statement);
- (4) Foreign corporate shareholders and foreign directors are required to appoint a Brazil resident representative. Please provide the proposed representative's full name, CPF number, and contact details. If Kaizen's service is required, please inform us for further arrangement;
- (5) If a shareholder is a legal entity, please provide a group structure chart showing the current ultimate beneficial ownership structure, certified by the company's director;
- (6) Filling the “KYC Questionnaires” and “Overseas Company Incorporation Order Form” provided by Kaizen.

Acceptable address proof can be a utility bill or bank statement. Information of director/shareholder (full name and full address), document type, document issuing date and name of issuing authority must be clearly stated. If the document is not written in English, you are required to provide an English translation document for reference and as supporting.

The identification documents and address proof of shareholders and directors are subject to Hague Apostille certification or notary office verification.

## 7. Documents to be Delivered to Client After Incorporation

After the registration process is completed, Kaizen will return the following documents and materials to client for retention and as proof that the company is duly registered:

- (1) One copy of the Articles of Association duly registered with the relevant State Commercial Registry ;
- (2) One copy of the Corporate Taxpayer Registration Certificate;
- (3) One set of copies of the incorporation application documents and related registration documents;
- (4) One copy of the Foreign Direct Investment Registration (RDE-IED) documents, where applicable;
- (5) Statutory records, including the Register of Shareholders, Register of Directors, and minutes.

The above documents will be delivered to the client's designated address.

## 8. Annual Maintenance Fee

Every company registered in Brazil (including a limited liability company) is required to comply with ongoing statutory and tax filing obligations, regardless of whether the company has commenced business operations. Depending on the nature of the company's activities and tax status, the company may be required to maintain accounting records, prepare financial statements, submit tax returns, and comply with various reporting requirements imposed by the Brazilian tax authorities and other government agencies.

To provide clients with a clearer understanding of the ongoing compliance obligations and estimated maintenance costs of a Brazil company, we have set out the annual maintenance and tax compliance fees in **Appendix A - Annual Maintenance and Tax Service Fee Schedule**.

It shall be noted that the fees listed above are for reference only and the actual cost may be higher than listed.

*If you wish to obtain more information or assistance, please visit our official website at [www.kaizencpa.com](http://www.kaizencpa.com) or contact us through the following and talk to our professionals:*

**E:** [info@kaizencpa.com](mailto:info@kaizencpa.com)

**T:** +852 2341 1444

**M:** +852 5616 4140, +86 152 1943 4614

**WhatsApp/ Line/ Wechat:** +852 5616 4140

**Skype:** kaizencpa

## Appendix A - Annual Maintenance and Taxation Services Fee Schedule

Item	Description	Amount (USD)		Remark
<b>Basic Maintenance Costs (Fixed)</b>				
1	Registered Company Secretary services	Yearly	8,000	Anniversary of incorporation
2	Registered Office Address Service	Yearly		
3	Brazil Resident Representative for Foreign Shareholder	Yearly	12,000	
4	Brazil Resident Representative for Foreign Director	Yearly	12,000	
<b>Accounting and Tax Related Fees (Variable)</b>				
5	Preparation and Filing of Annual Corporate Income Tax Return (ECF – Escrituração Contábil Fiscal)	Annual	1,500	Last business day of July
6	Preparation and Filing of Annual Digital Accounting Records (ECD – Escrituração Contábil Digital) (if applicable)	Annual	1,500	Last business day of June
7	Preparation and Filing of Monthly Tax and Withholding Tax Returns (EFD-Reinf) (if applicable)	Monthly	2,000	By the 15th of the following month
8	Preparation and Filing of Monthly Federal Tax Returns (DCTFWeb) (if applicable)	Monthly	500	Last business day of each month
9	Preparation of Annual Financial Statements	Annual	3,000 up	/
10	Statutory Audit of Financial Statements (if required)	Annual	3,000 up	/
<b>Other Services (Optional, Fees Varied)</b>				
11	Employee Onboarding and Offboarding Filing Services	Per enrolment	500	/
12	Monthly Payroll Processing Services, including preparation of payroll slips, payroll reports, and assistance with INSS and FGTS registrations and filings	Monthly	250	By the 20th of the following month
13	Preparation and Filing of Employee and Social Security Returns (eSocial)	Monthly	200 up	Depending on the filing requirements