



How to do Business in Russia: Strategic Intelligence and Risk Management

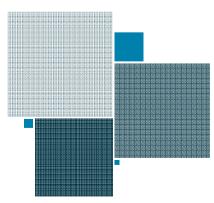
Eduard Malygin | General Manager Rosie Hawes | Associate Director





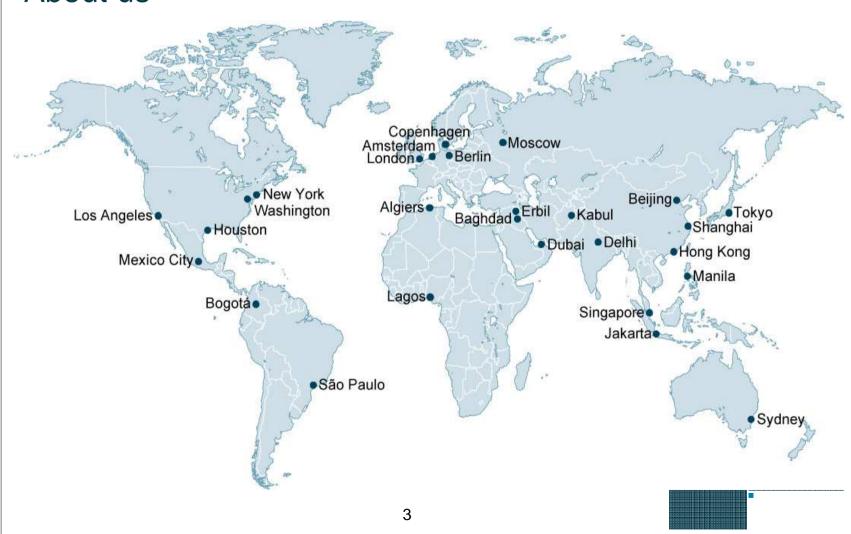
Agenda

- Control Risks: about us
- Russia is not a bad place to invest
- Main risks for foreign investors in Russia
- Day-to-day threats to your business
- The DOs and DON'Ts of living and doing business in Russia
- Q&A





About us





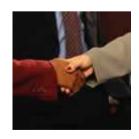
About us



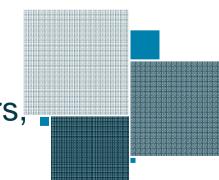
Since 1975 we have worked in over 130 countries for more than 5,000 clients



An international consultancy with 34 offices worldwide



National and multinational clients in a wide variety of industrial and service sectors, governments and NGOs





What we do



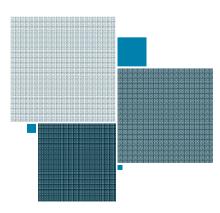
Integrity Risk



Political Risk

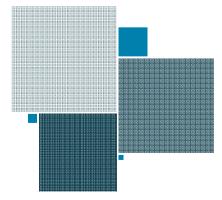


Security Risk



Russia: country profile

"If you do business in Russia or with a Russian business partner, you will lose all your money because your Russian business partner will steal it from you because he or she is a thief and you will die because the Russian mafia will murder you in your hotel bedroom when you visit Moscow or they will reach you in your own house".



The Russians are coming

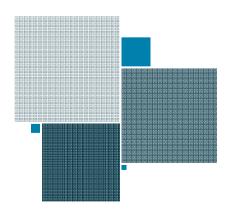


The Russians are coming



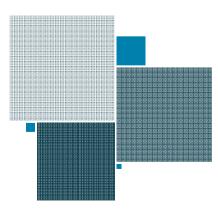


- If a company has a global strategy, it needs Russia.
 If a company has a European strategy it needs Russia even more. Russia is one of the few GDP and business growth markets left in Europe!
- Is Russia a BRIC market? Yes, it is the European BRIC
- GDP per capita in Russia is 4-8 times that in China and India
- Western company sales are 8-15 times larger than in China and India
- Russia will be the biggest European auto market in 2012-13
- It will be the biggest consumer products market in 2023



Russia as a growth market

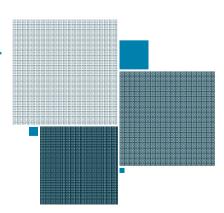
- Russia is a very good profit market for the majority of companies
- Russia is profitable because consumers and government understand quality and are willing to pay premium prices for quality
- Russia has the ultra wealthy and also the developing middle class, providing an excellent customer base
- Russian sales across all sectors are holding up very well in 2012-13 and Russia is one of the strongest sales markets in Europe
- Most companies are growing at 8-25% and most in the IT industry are seeing sales rise at 30-40%





More good news

- GDP in 2013 looks set at about 3.6% and then will be about 3.5% for the next two years
- Profits are tight in China and India; the Middle East has seen risk rise sharply; the Eurozone will be flat or more likely negative ... so Russia remains attractive
- Companies which left the market 5-10 years ago are returning
- Public debt is 10% which is lower than the Eurozone average of 100% and about the same figure in the US
- FX reserves are still the third highest in the world at \$520bn and the country has another \$120bn in rouble-denominated reserves
- Inflation is trending downwards well to 5.5% at end of 2012 and about the same in 2013

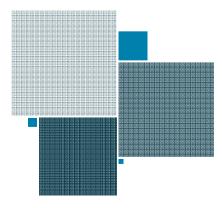


So why the street protests?

- Corruption at most layers of society is frustrating and angering the majority of people
- Small, petty corrupt actions by junior officials and police officers irritate people daily
- The educated middle class are dissatisfied when they see manifest corruption; they want something better from the state than daily graft and malpractice
- After the "job swap" between Putin and Medvedev people and society felt they had been treated like fools and children
- More positively, an anti-corruption campaign is gathering speed



- The economy is vulnerable to any major downturn in the oil price. Russia is performing relatively extremely well because while global confidence is down, the oil price is still at \$105
- But in any moderate scenario the Russian government with a small budget surplus in 2013 has money to spend which other governments do not have
- Corruption, bribery and malpractice exist a lot but is little worse than in China or India. Perceptions are distorted. Transparency International gave Russia the same ranking as Sierra Leone. This is not true or accurate and Russia has no monopoly on corruption



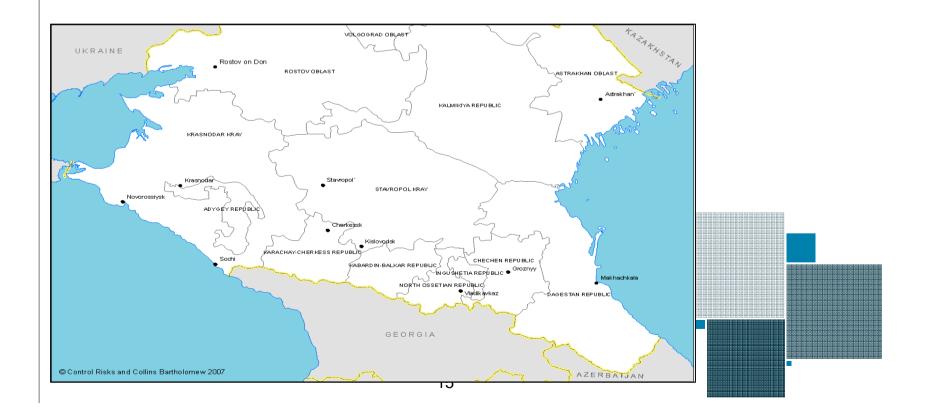
Main risks: security threats and organised crime

- Russia of the 1990s no longer exists
- State reasserted control over organised crime, but line between police and criminal groups is now blurred
- Organised crime in Russia now more sophisticated, often involves state officials, and law enforcement officers
- Violence still used to solve business disputes.
 - Usually between local businesses
 - Contract killings still occur, but are unlikely to target foreign companies
 - 'Corporate raiding' (prevalent in the 1990s) does not tend to target well managed foreign companies
 - Local managers could be subject to intimidation if companies were to became involved in a dispute with a shadowy business
 - Thorough investigation to avoid bad partners, suppliers, customers, associations

Main risks: terrorism

Where - the North Caucasus (Moscow?)

Targets- law enforcement and government personnel



Nevertheless: Then & Now

Then: Can I live safely in a private apartment?

Now: Can I pay my rent by bank transfer?

Then: Should I drive a car?

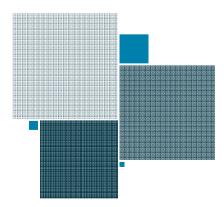
Now: Which car gets stolen the most?

Then: Where can I find a decent supermarket?

Now: Where is the best restaurant for my CEO?

Then: Is Aeroflot safe to fly?

Now: Which Russian airline should I fly?

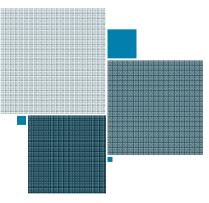




Doing business in Russia

A few short stories...

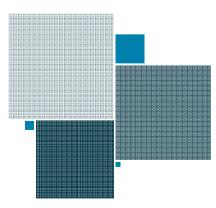
- -Know your partner
- -Understand what you are agreeing to
- -Don't expect everyone to be as thorough as you
- -Keep an eye on your sales team





What does this mean for you? Grey practices

- **Black cash** (off-book salaries, small bribes)
- **Shell companies** (in Russia, and abroad)
- **Tax evasion** (everyone wants more money)
- **Bribery and facilitation payments** (where your black cash may end up)
- **Murky political links** (who really owns your partner?)
- **Criminal involvement** (who really owns your partner?)
- **Payment risks** (cash, paperwork, arbitration)
- Why is this important? (FCPA, UKBA, Russian laws etc)
- And ultimately, because you want to keep hold of your hard earned money!



What is black cash?

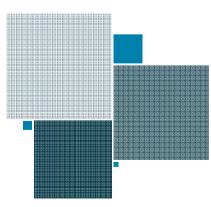




The complex world of Russian shell companies

When you business partner is registered at an address that does not exist, with 600 other companies. And the CEO died 5 years ago in Vladivostock.

Is that a red flag?







Official corporate filings: Office 3, 27 Dmitrovskoe Shosse, Moscow (page 1)

					Компаний: 262 Лист: 1 <u>2</u> <u>3</u> <u>4</u> <u>5</u> <u>6</u>		
Наименование 🐿	Регион	Отрасль	окпо	NHH	Руководитель		
AB, 000	Москва	Деятельность по организации и постановке театральных и оперных представлений, концертов и прочих сценических выступлений	95995818	7713588691	Агафонов Сергей Валерьевич		
авалон, ооо	Москва	Оптовая торговля пищевыми продуктами, включая напитки, и табачными изделиями	990 19269	7713607810	Медведев Олег Валерьевич		
Авантис, 000	Москва	Деятельность агентов по оптовой торговле универсальным ассортиментом товаров	95991016	7713588959	Степанова Людмила Александровна		
ABEHTA, 000	Москва	Прочая оптовая торговля	C. Sec. 83. Sec. 1995.	Secretaria de la composição de la compos	Казаков Алексей Игоревич		
автостандарт, ооо	Москва	Торговля автотранспортными средствами	95529499	7713585620	Корякина Юлия Вячеславовна		
] АЙ-ДИ КОМПЬЮТЕРС, ООО	Москва	Консультирование по аппаратным средствам вычислительной техники	97281336	7713597625	Луньков Александр Евгеньевич		
АЙСЕК, ММОО	Москва	Деятельность прочих общественных организаций, не включенных в другие группировки	81424153	7713386303	Кувшинова Мария Алексеевна		
] АЙТИЭС ГРУПП, 000	Москва	Рекламная деятельность	97191283	7713594920	Сцепуржинская Ирина Дмитриевна		
АКСЕЛЬ, 000	Москва	Разработка программного обеспечения и консультирование в этой области	98203605	7713600733	Щербаков Антон Васильевич		
] АКТИВ, 000	Москва	Производство ювелирных изделий, медалей из драгоценных металлов и драгоценных камней	99079679	7713609140	Абаева Татьяна Викторовна		
AKYT, 000	Москва	Производство отделочных работ	98167795	7713601215	Афанасьев Андрей Сергеевич		
] АЛМАЗ, ООО	Москва	Оптовая торговля ювелирными изделиями	95149667	7713582227	Графинин Антон Михайлович		
Алькор, 000	Москва	Деятельность агентов по оптовой торговле универсальным ассортиментом товаров	766 18 10 2	7713552487	Беляев Николай Александрович		
Альтернатива, 000	Москва	Полиграфическая деятельность и предоставление услуг в этой области	95505688	7713584979	Кралин Владлен Леонидович		
АЛЬТОНИКА, ООО	Москва	Оптовая торговля бытовыни электротоварани, радио- и телеаппаратурой	96442033	7713590267	Воробьева Виктория Васильевн		
АЛЬФАСТРОЙ, ООО	Москва	Неспециализированная оптовая торговля пищевыми продуктами, включая напитки, и табачными изделиями	98241646	7713601960	Носов Сергей Викторович		
] АЛЬФАТРЕЙД, ООО	Москва	Неспециализированная оптовая торговля пищевыми продуктами, включая напитки, и табачными изделиями	97287095	7713597343	Сяков Анатолий Владимирович		
Альянс горных предприятий, 000	Москва	Геолого-разведочные, геофизические и геохимические работы в области изучения недр и воспроизводства минерально-сырьевой базы	29353890	7713303307	Харькевич Вадим Константинович		
] аналитинфо, 000	Москва	Маркетинговые исследования	98313676	7713603533	Шаболдин Олег Викторович		
] АНТАЛ, ООО	Москва	Оптовая торговля одеждой, кроме нательного белья	99671248	7713613411	Фомин Павел Сергеевич		
АПЕКС ГРУПП-21 ВЕК, ООО	Москва	Оптовая торговля лесоматериалами, строительными материалами и санитарно-техническим оборудованием	81532822	7713626724	Вильданова Дина Вячеславовн		
APFO, 000	Москва	Деятельность агентов по оптовой торговле лесоматериалами и строительными материалами	96533267	7713592338	Сапронов Игорь Васильевич		
АРЕВИТУН, ООО	Москва	Оптовая торговля книгами, газетами и журналами, писчебумажными и канцелярскими товарами	93261785	7713573470	Макуня Александр Борисович		
APT-JEKOP, OOO	Москва	Строительство зданий и сооружений	96592614	7713593934	Хлхатян Саак Вардевани		





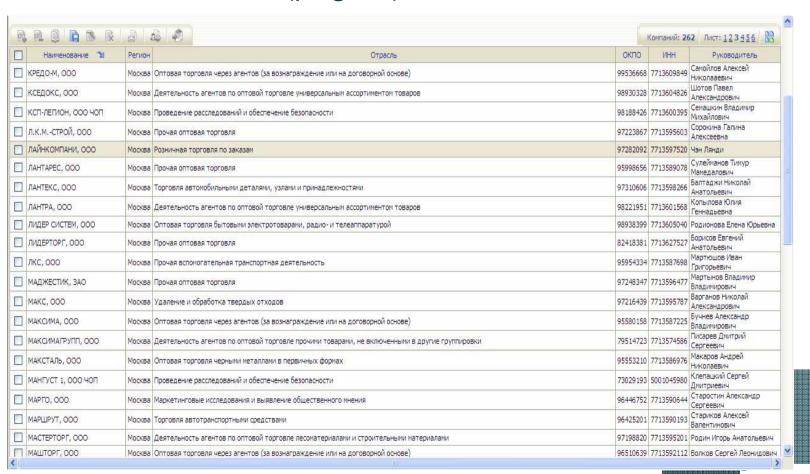
Official corporate filings: Office 3, 27 Dmitrovskoe Shosse, Moscow (page 2)







Official corporate filings: Office 3, 27 Dmitrovskoe Shosse, Moscow (page 3)







Official corporate filings: Office 3, 27 Dmitrovskoe Shosse, Moscow (page 4)

3			*	N	Комп	паний: 262 Лист: 123456
	Наименование 🐿	Регион	Отрасль	окпо	ИНН	Руководитель
	ортодокс, ооо	Москва	Оптовая торговля текстильными и галантерейными изделиями	97227704	7713596156	Масалов Геннадий Иванович
	ОЦЕНКА И ПРАВО, ООО	Москва	Предоставление посреднических услуг при оценке недвижимого имущества	96468251	7713591165	Тагин Евгений Валерьевич
	ПАРАДОКС, ООО	Москва	Оптовая торговля через агентов (за вознаграждение или на договорной основе)	98255950	7713602240	Леденев Владимир Владимирович
	ПЛАЗА, ООО	Москва	Розничная торговля в палатках и на рынках	98903202	7713604400	Лесовой Олег Алексеевич
	ПОМСЕРВИС, ООО	Москва	Прочая оптовая торговля	58142124	7713308217	Ильченко Геннадий Викторович
	ПРАЙД-МСК, ООО	Москва	Оптовая торговля автотранспортными средствами	99559250	7713610932	Жуков Анатолий Александрович
	ПРЕМИУМ, ООО	Москва	Оптовая торговля бытовыми электротоварами, радио- и телеаппаратурой	14222951	7730166065	Нагорный Вадим Васильевич
	ПРОЕКТ СТРОЙ, ООО	Москва	Деятельность в области архитектуры, инженерно-техническое проектирование в промышленности и строительстве	95956712	7713587779	Султанов Шамиль Ирамелевич
	TPOMET, 000	Москва	Прочая оптовая торговля	98994707	7713607922	Рахмаева Светлана Федоровна
	ПРОМСЕРВИС, ООО	Москва	Розничная торговля в неспециализированных магазинах преимущественно пищевыми продуктами, включая напитки, и табачными изделиями	96536136	7713593719	Шкуропатова Елена Сергеевна
	ПРОМСИНТЕЗ, ООО	Москва	Консультирование по вопросан коммерческой деятельности и управления	96537242	7713592730	Раменский Максим Павлович
	промстрой, ооо	Москва	Производство общестроительных работ	94483677	7713580798	Сулейманов Тимур Мамедалович
	промстройкомплект, 000	Москва	Деятельность автомобильного грузового транспорта	99658130	7713613683	Мироненко Илья Валентинович
	ПРОМТЕХЭНЕРГО, ООО	Москва	Производство, передача и распределение электроэнергии	99529450	7713609630	Фомкин Валерий Николаевич
	ПРОФИ, ООО КОМПАНИЯ	Москва	Оптовая торговля прочини потребительскими товарами, не включенными в другие группировки	99538816	7713610241	Чечулин Сергей Анатольевич
	профитвэй, ооо	Москва	Деятельность ресторанов и кафе	96559901	7713593652	Касаткин Александр Александрович
	ПРОФМЕР, ООО	Москва	Деятельность агентов по оптовой торговле универсальным ассортиментом товаров	and the second second second		Таранов Александр Николаевич
	ПРОФСТАЙЛ, ООО	Москва	Неспециализированная оптовая торговля пищевыми продуктами, включая напитки, и табачными изделиями	97186678	7713594737	Трифонов Владимир Сергеевич
	профстрой, ооо	Москва	Производство общестроительных работ	98268243	7713602410	Шпак Юрий Петрович
	Пульсар, ООО	Москва	Деятельность агентов по оптовой торговле лесоматериалами и строительными материалами	97256189	7713596660	Пустынникова Татьяна Валерьевна
	РАЙЗ ГРУПП, ООО	Москва	Деятельность агентов по оптовой торговле прочини товарани, не включенными в другие группировки	95584386	7713587465	Попов Иван Андреевич
	РАЛИН, ООО	Москва	Чистка и уборка производственных и жилых помещений, оборудования и транспортных средств	81374426	7713622173	Соломников Владимир Петрович
	PETEHC, 000	Москва	Розничная торговля в неспециализированных магазинах преимущественно пищевыми продуктами, включая напитки, и табачными изделиями	98322669	7713604664	Кириченко Сергей Анатольевич
	PEMAKC, OOO	Москва	Подготовка к продаже, покупка и продажа собственного недвижимого имущества	98931799	7713604872	Копылова Елена Сергеевна

Official corporate filings: Office 3, 27 Dmitrovskoe Shosse, Moscow (page 5)

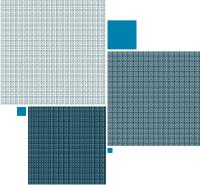


Shell companies onshore: Why "one-day" companies?

OTHER COMPANIES USING SERVICES OF ONE-DAY COMPANY B AND COMPLICIT BANK COMPANY A 5. Cash provided to Company A (taking a cut) False involce for intangible services ONE-DAY COMPANY B 2. Company Alasks foreign partner to pay invoice directly Company A can exclude the foreign partner from this scheme. 4. Bank gives cash to and go direct to the bank One-day Company B (taking a out) Foreign partner makes official bank transfer to Company A's account. COMPLICIT BANK FOREIGN PARTNER

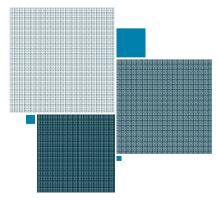






When it gets really bad: tax evasion, money laundering and bribery





Intermediary 'best practice'

Conduct focused due diligence before engaging intermediaries

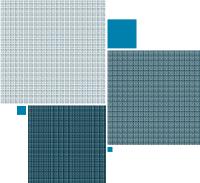
Provide anti-corruption training to intermediaries

Obtain robust contractual assurances
Supervise and monitor ongoing relationships
Structure compensation sensibly



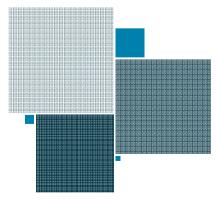






When it gets really bad: tax evasion, money laundering and bribery







So how can you protect yourselves?

Internally, send the right message:

Choose the best people. Train them.

- Use ethical stance as a selection criterion
- Infuse them with the company's ethical culture.

Choose the best agents, the best partners, the best tenders, the best...

Due diligence can help filter out the vulnerabilities

Understand the local context

- But do not give into it.
- Play by your rules, not the local rules

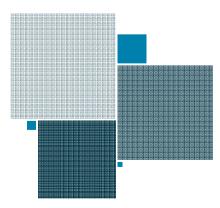
Externally, send the right message:

Do not be afraid to build a reputation as being intolerant of corruption

Helps the selection process

A reputation for honesty is a source of competitive advantage

(Believe it or not)





"Onshore" business v "offshore" business

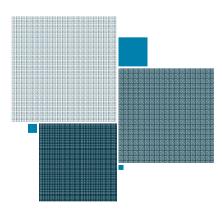
Different business models, different risks

Companies that import equipment via distributors see a (spurious) benefit, but run a series of important risks.

- They believe their distributor assumes the risk of clearing customs.
- Customs clearance is highly opaque and fraught with fraud and corruption
 - And the distributor and/or broker provides little defence
- They expose themselves to price manipulation along the distribution chain

Companies engaged in direct import (sometimes irrationally) fear exposure to the sharp end of Russian business, but could actually stand to gain.

- There are honest customs brokers in Russia.
- They are following a regulatory trend regulatory agencies want direct import
- Easier to do business with Russian customers business is in rubles.





Business culture. The differences

National character

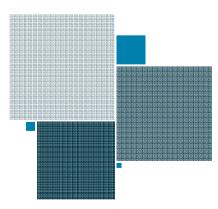
Building of trust and personal relationships is of crucial importance in Russia, whereas in Europe, formal relations suffice to have successful business relationships.

Business culture

The management culture in Russian companies is usually built around a vertical power structure that allows the top management to exercise an all encompassing level of authority over even the smallest details

Language

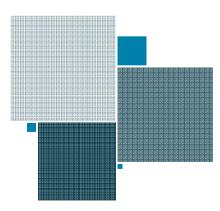
Most Europeans expect Russians to speak English and actually, more and more Russians do speak English in business. However in business, it is crucial to understand nuances, intentions, tactics and strategies





Russian business culture: The DOs...

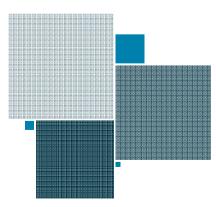
- Advice number one is enjoy Russia!
- Try to understand, respect and be open to Russia and its cultural peculiarities
- Gaining some knowledge of the Russian language is also something that will help you feel comfortable in Russia
- It pays off to do your homework and know your market and your business partner
- Be committed to being in Russia for several years
- JVs is a good way to start
- Stay in control of what you are doing and keep the initiative in your business venture





And the DON'Ts

- Do not be afraid of Russia Fear is a bad advisor
- Never underestimate Russia or Russian business people
- Never think that Russia is purely European.
- Another misconception is the idea that Russia is cheap
- Do not underestimate the importance of relationship building - or the time taken in the process
- Don't waste time trying to get decisions out of middle and junior managers - go straight to the top if possible



Some more tips

- Russian attitudes to business can vary widely from sector to sector and from region to region. Are you dealing with a new-style entrepreneur or an old-school Soviet bureaucrat?
- Russians like to think in silence before answering a question. Do not be embarrassed by the silence.
- Any overly informal behaviour could be taken as lack of respect for senior management, the company or even the country
- Women play little part in business at the senior levels and on the whole Russian businessmen are more comfortable dealing with other men.
- It is important to dress smartly and to try to look important. If you do
 not appear to be a decision-maker people will quickly lose interest
- Do not underestimate the importance of entertaining in the business world. A good meal will help cement relationships and, although, reports of the amount of drinking involved in a trip to Russia may be exaggerated, a few vodkas will also help things along

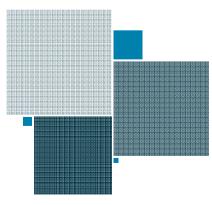


Doing business in Russia is like driving a car

You have to know where you are, where you want to go and how to get there. You need to keep your hands on the steering wheel and your foot on the accelerator (or the brake).

You need to stay awake, pay attention at all times and understand when you are lost. It is cheap, but it can be a lot of!

Questions?



Any questions?

Thank you!

