TEMPLATE DUE DILIGENCE DOCUMENT LIST – USER NOTES

This Due Diligence Document List is a list of legal documents for review by potential investors or acquirers. Investors are likely to request additional documents, depending on the nature of the company's business, but this list is a good starting point.

We suggest that companies keep an electronic and physical file of the documents in this list so that when requested, they can be provided quickly. In any event, once you begin to consider raising funds, an early task will be to gather the documents set out in this document list.

We suggest arranging your file in the order and using the headings and numbering set out in this list. If the company has more than one document under any heading, list each document separately using consecutive numbering (e.g. the company may have more than one lease, if so the leases should be listed under 2.2 as, say, 2.2.1 and 2.2.2).

If there are unwritten agreements or arrangements, descriptions of those unwritten agreements/arrangements should be provided.

If the company has subsidiaries, the documents listed should be provided for each subsidiary (to the extent those documents exist).

USING THIS TEMPLATE

The ***User Notes*** and the statements in the footer (all marked in red) are included to assist you to prepare this document. They are for reference only.

You should delete all user notes and the statements in the footer from the final form of your document.

The use of [*square brackets*] around black text means that:

- the requested details need to be inserted
- there are different options for you to consider within a clause
- the whole clause is optional and you need to consider whether to include it, based on the company's circumstances and the user notes.

Before finalising your document, check for all square brackets to ensure you have considered the relevant option and deleted the brackets.

If you delete any clause or schedule, remember to cross reference check the document.

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[*INSERT NAME OF COMPANY*]

(COMPANY)

DUE DILIGENCE DOCUMENT LIST

Definitions: In this document list the following words have the following meanings:

Business	the business of the Company.
Company	[[*Insert full legal name of Company*] Limited

NO.	DOCUMENT	DOCUMENT REFERENCE/RESPONSE
1	**CORPORATE ORGANISATION MATTERS**	
1.1	Certificate of incorporation	
1.2	Constitution	
1.3	Share register	

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NO.	DOCUMENT	DOCUMENT REFERENCE/RESPONSE
1.4	Board papers for the previous two years	
1.5	Minutes of meetings and written resolutions of the board of directors and board committees for the last two years	
1.6	Shareholders' agreement(s)	
1.7	Agreements for the issue of shares, options, warrants or other securities (including convertible securities) in the Company	
1.8	Details of the remuneration payable to each director	
2 PROPERTIES AND LEASES		
2.1	Certificates of title for each property owned by the Company	
2.2	Lease agreements (together with all variations, assignments and renewals) for each property occupied by the Company	
2.3	Licences to occupy for each property occupied by the Company under licence	

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NO.	DOCUMENT	DOCUMENT REFERENCE/RESPONSE
3	**PERSONAL PROPERTY, PLANT AND EQUIPMENT**	
3.1	Asset register	
3.2	Asset lease/rental agreements	
4	**MATERIAL CONTRACTS AND ARRANGEMENTS**	
4.1	Standard form customer agreements including EULAs	
4.2	Agreements with the Company's major customers	
4.3	Agreements with the Company's major suppliers	
4.4	Agency, distributor, reseller or similar agreements	
4.5	Joint venture, partnership or other management agreements	
4.6	Confidentiality agreements and undertakings with third parties	
4.7	Agreements for the sale or purchase of assets or businesses in the last five years	

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NO.	DOCUMENT	DOCUMENT REFERENCE/RESPONSE
4.8	Agreements under which the Company has a right to obtain shares or other securities in an unrelated company	
4.9	Agreements with any related parties, e.g. any current or former director, shareholder or employee (or with any company or other entity in which that person has an interest) other than employment contracts which are covered in section 8	
4.10	Any other contracts that are material to the Business	
5 PATENTS, TRADE MARKS AND OTHER INTELLECTUAL PROPERTY		
5.1	All patents and applications for patents owned by the Company or used in the Business	
5.2	Details of all trade marks and trade names including: • a copy of all trade marks and service marks • details of all trade names • details of all trade mark and service mark registrations owned by the Company or used in the Business	

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NO.	DOCUMENT	DOCUMENT REFERENCE/RESPONSE
5.3	All agreements assigning IP to the Company (including from founders, present and former employees, present and former contractors and any other person or entity that has created IP for the Company) **[*User note: The assignment of IP from an employee or contractor to the Company may be included in the employee's employment agreement, or the contractor's service agreement. If so, provided those agreements are included in section 8.2 they do not also need to be included here.*]**	
5.4	Licence agreements relating to the use by the Company of third party IP, including software licences	
5.5	Licence agreements relating to the use by third parties of the Company's IP, including software licences	
5.6	Agreements relating to research and development, shared know-how or joint development agreements	
5.7	Any other agreements or arrangements material to the Company's IP position	
5.8	Any correspondence relating to any alleged infringement of any intellectual property rights or any confidentiality agreement	

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NO.	DOCUMENT	DOCUMENT REFERENCE/RESPONSE
6	**REGULATORY MATTERS**	
6.1	All government and regulatory permits, licences, approvals, consents and similar rights of the Company	
7	**BORROWINGS**	
7.1	Loan agreements, credit agreements, overdraft arrangements, facility agreements, promissory notes and letters of credit	
7.2	Any security the Company has given over its property, assets, book debts or any other assets	
7.3	Any letters of comfort, guarantees, performance bonds, letters of credit or similar instruments given by or for the benefit of the Company	
7.4	Any forex hedging documentation	
8	**EMPLOYEES**	
8.1	The names of management and their compensation at present and for the previous fiscal year	

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NO.	DOCUMENT	DOCUMENT REFERENCE/RESPONSE
8.2	The agreements used for all employees and contractors engaged in the Business	
8.3	All bonus and deferred or incentive compensation programmes and practices involving any employee of the Company	
9	**INSURANCE**	
9.1	A schedule of current insurance policies, including summaries of cover for each policy (your insurance broker will provide this as a matter of course)	
9.2	A schedule of all major insurance claims and any associated costs over the last three years	
10	**DISPUTES AND LITIGATION**	
10.1	A summary of each threatened or actual legal claim, law suit, arbitration, investigation or dispute involving the Company (brought either by or against the Company)	
10.2	Any legal advice received by the Company relating to the matters described in 10.1	
10.3	A list of litigation settlements or any waiver or agreement cancelling any claim over the past three years	

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