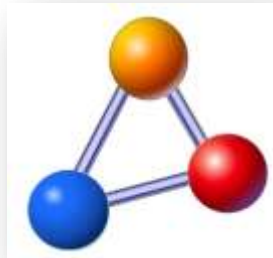


# DUE DILIGENCE

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## Unlisted Companies

2012



This document contains the guidelines for what information a company needs to prepare for any potential buyer. The list may vary depending on industry so be prepared to add documentation specific to your company

**The Due Diligence List of Content** below is a general view of those items and factors and information material, which have to be provided in connection with the investigation of **Template Ltd** for the preparation of an investigation from potential buyers.

The information must also include any holding company and other daughters with relevant relations to **Template Ltd**. The main information concerns **Template Ltd**, but information which is binding between mother and daughter(s) must be documented.

All information given is presented under the condition of a signed NDA and no business relations or contacts will be approached without prior permission.

### LEGAL CONDITIONS

1. Certificate of Registration and Memorandum and Articles of Association
2. Shareholders Agreements
3. List of shareholders
4. Copies of Minutes from Board Meetings since the date of incorporation
5. Copies of Minutes of OGA's and EGA's
6. Copies of Tenancy and Lease agreements
7. Copies of all agreements where **Template Ltd** or **Mother/Daughter companies** are part of the agreement
8. Copies of Contracts and Agreements between **Template Ltd** and other companies controlled or owned by the main shareholders
9. Summary of bank relations
10. Copies of all loan and leasing agreements
11. Survey of legal disputes/court cases or similar
12. Survey of options or agreements giving a third party the right to take over assets in the company
13. Outstanding Warranties, Letters of Intent (LoI's), Memorandum of Understanding (MoU's), and memorandum of Agreements (MoA's).

### FINANCIAL CONDITIONS

1. Description of leading accounting principles
2. Description of existing reporting procedures
3. Accounts for the last five years, and 1<sup>st</sup> half of 20XX
4. Budgets for 2012 plus the next five years with description of budget conditions
5. Up dated cash flow budgets included planned investments
6. Report on the development of the companies share capital
7. Detailed description of all major assets in control of the company, seize of ownership, statement of value and value from a fiscal point of view
8. Accounting reports or other important financial information about the company prepared by external advisors
9. Summary of potential contracts
10. Important insurance agreements
11. Former losses from the point of view of taxation, tax, duties and other liability disputes
12. Items/commitments outside the accounts balance
13. Pension Agreements and commitments
14. Status on working capital
15. Agreements on pledges or mortgages on assets

**STRATEGIC CONDITIONS**

1. Business vision, strategy and goals
2. Strategic advantages, partners and custom relations
3. Description of product(s)
4. Copy of licence applications, working permits, certificates etc
5. What is required to get accept in the market

**MARKET INFORMATION**

1. Description of the company's most important markets and competitors
2. Description on Market Strategy
3. Description of the company's most important business relations both existing and potential
4. Managements assumption of the market
5. Risks and future possibilities
6. Brochures and sales/promotion material

**ORGANISATION AND PERSONNEL**

1. Organisation Chart
2. CV's. Management and Members of the Board
3. Employment Agreements
4. Web host and Internet provider

**GENERAL**

1. Contact details to company lawyer(s)
2. Contact details to company account(s)
3. Contact details to company bank(s)
4. Contact details to company insurance company(s)
5. Contact details to other company advisor(s)