



CLIENT:

ADDRESS:

FINANCIAL DUE DILIGENCE REQUIREMENTS TO BE OBTAINED

No	Requirements	Comments / References
1.	CORPORATE	
1.1	Corporate structure	
	Provide a chart of current group structure, including any wholly or partly owned subsidiaries.	
1.2	Details of companies carrying on the business	
	Provide the following details in relation to each company in the group:	
	(a) any registered business names under which the company does business;	
	(b) any domain names which are registered to a group company, or used by a group company in carrying on its business; and	
	(c) copies of any constituent documents.	
1.3	Details of authorised and issued capital	
	Provide details of issued capital of each company in the group and specifically:	
	(a) confirm what securities have been issued by each company;	
	(b) provide details of the rights attaching to each class of shares and other securities; and	

No	Requirements	Comments / References
	(c) provide a list of shareholders of each company and details of shares or other securities held.	
1.4	Agreement for issue of shares or other securities	
	Confirm the existence of and provide any agreements, arrangements or understanding in force or securities issued which require the present or future issue of, or grant to any person the right to require the issue of any shares or securities in any group company	
1.5	Statutory registers	
	Provide statutory registers, books and records of each company.	
2.	ASSETS	
2.1	Identify all material relevant assets of the businesses by reference to the type of asset, location, condition, use and market value. These assets will include:	
	(a) land and buildings (whether owned or leased);	
	(b) plant and equipment;	
	(c) motor vehicles;	
	(d) stock;	
	(e) software licences, customer lists, technical manuals and other books and records;	
	(f) shares and other securities;	
	(g) contractual rights;	
	(h) statutory and governmental licences, permits, etc;	
	(i) receivables, trade credits, prepayments, etc;	

No	Requirements	Comments / References
	(j) intellectual property such as trademarks, designs, copyright, corporate names, etc;	
	(k) cash;	
	(l) other intangibles.	
2.2	Ownership of assets	
	Provide documents of title for the material assets described above (including title documents for land owned, and lease documents for leased premises).	
2.3	Agreements to create security to third party interests	
	Provide any agreements to give or create any security or third party interest in any property or assets of any of the companies operating the businesses. If there are any, please confirm whether any claim has been made by any person to be entitled to an interest of that kind.	
2.4	Leased assets	
	In relation to any assets leased, rented, or on hire purchase, provide copies of the lease, rental or hire purchase agreements.	
3.	INTELLECTUAL PROPERTY	
3.1	Identify intellectual property of the businesses	
	Provide documents relating to all intellectual property owned or used by a group company, including;	
	(a) patents;	
	(b) trade marks;	
	(c) copyright;	
	(d) registered designs;	
	(e) brand names;	

No	Requirements	Comments / References
	(f) company and business names;	
	(g) confidential information; and	
	(h) trade secrets and know-how.	
3.2	Intellectual property produced by employees	
	Please provide the standard form of employment agreement.	
3.3	Infringements of intellectual property	
	Please provide any documents relating to any infringement or threat of infringement either:	
	(a) of the intellectual property of the businesses by a third party; or	
	(b) of the intellectual property of a third party by any group company.	
3.4	Licensing	
	Please provide details of:	
	(a) any licences to third parties as group company's intellectual property; and	
	(b) any intellectual property which is necessary to the operation of a group company's business which is licensed from a third party.	
4.	FINANCIAL LIABILITIES AND COMMITMENTS	
4.1	Credit documentation	
	Please provide copies of all documentation relating to all existing and proposed credit facilities, including:	
	(a) overdrafts;	
	(b) loan and facilities agreements;	

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	(c) debentures, charges, pledges and mortgages.	
	(d) guarantees and indemnities; and	
	(e) letters of credit or other arrangements.	
4.2	Foreign exchange commitments	
	Please provide details of any foreign exchange or hedging commitments of the businesses.	
5.	MATERIAL CONTRACTS	
	<p>Please provide copies of any material contracts to which any group company is a party, including:</p> <ul style="list-style-type: none"> (a) joint venture and shareholders' agreements (or similar agreements such as pre-emption or voting agreements); (b) licensing agreements; (c) distribution, marketing, agency, dealer agreements; (d) alliances with other companies; (e) consultancy agreements; (f) credit documentation such as mortgages, charges; (g) sale and purchase contracts; (h) insurance contracts; (i) technical assistance licences and agreements; (j) industrial agreements; and (k) confidentiality agreements. 	
5.2	Default	
	Please provide copies of any correspondence or documents relating to a default by any party to any contract with any group company.	

No	Requirements	Comments / References
6.	EMPLOYEES	
6.1	Employment service or consultancy contracts	
	Please provide any employment, service or consultancy contracts with directors or senior management.	
6.2	Contracts and arrangements with directors	
	Please provide copies of all contracts, agreements or arrangements made with any director, a firm of which a director is a member or any company in which a director has substantial interest.	
6.3	Share/option plans	
	Please provide the terms of any employee share or option plan.	
6.4	Schedule of employees	
	Please provide a schedule of the total number of employees of the group companies, including total per annum wage or salary costs for each employee.	
6.5	Consultants	
	Please provide copies of agreements for any consultants or other persons (other than employees) who provide key services to the businesses.	
7.	SUPERANNUATION AND PENSIONS	
7.1	Details of superannuation and pension funds	

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	<p>Please provide details of all superannuation and pension funds to which the businesses contribute, including:</p> <ul style="list-style-type: none"> (a) name of the fund; (b) type of fund (i.e. whether defined benefits, accumulative or otherwise); (c) date the fund was established; (d) number of members; and (e) details of trustees and managers of the fund. 	
7.2	Review fund documentation	
	Provide copies of the trust deeds, rules and other documents establishing and governing each superannuation and pension fund.	
8.	LITIGATION	
8.1	Actual, threatened or pending litigation or claims	
	Provide details of and any documents relating to litigation, prosecutions, arbitrations, disputes and claims actual, pending or threatened in relation to any group company, including any industrial relations clause.	
8.2	Likely litigation or claims	
	Confirm whether there are any facts or circumstances likely to give rise to any such litigation, prosecutions, arbitrations, disputes and claims in relation to the businesses.	
8.3	Past claims	

No	Requirements	Comments / References
	Provide copies of all documents regarding: <ul style="list-style-type: none"> (a) material claims settled or adjudicated within the past three years; (b) any past or current investigations or proceedings by any governmental agencies (including environmental and employee safety matters) with respect to the group companies; and (c) any outstanding orders, decrees or judgments and files with respect to pending or threatened material labour disputes (including strikes, grievances and arbitration proceedings). 	
8.4	Claims and contingencies	
	Provide information regarding the following:	
	(a) any material contingent liabilities and material claims; and	
	(b) any violation of any employee safety and environmental laws.	
8.5	Product warranty materials	
	Provide a history of warranty claims for products produced by the group companies, if any.	
9.	RELATED PARTY TRANSACTIONS	
	Provide details of any agreement, arrangement or understanding, whether current or proposed, in relation to the group companies and the following parties:	
	(a) any related bodies corporate; or	
	(b) any director or proposed director of the company or its related bodies corporate, their immediate family or any firm, or any company or other entity in which such a person has an interest or directorship.	
10.	FINANCIAL AND TAX INFORMATION	

No	Requirements	Comments / References
	Provide audited and/or unaudited financial statements for each group company for the last three years and any financial projections and/or business plans for the next twelve months, and further periods (if available).	
11.	GOVERNMENTAL AND REGULATORY INFORMATION	
11.1	Government approvals	
	Provide a list of any governmental approvals, permits, certificates, registrations, concessions, exemptions, etc, required in order for the companies to conduct their business in every jurisdiction in which group companies do business (including as the same may relate to import/export matters).	
11.2	Government filings and orders	
	Provide any material filings with, or enquiries, information requests, reports, administrative orders, notices of violation of complaints from, any foreign, federal, state or local governmental or regulatory authority.	

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