



## Template due diligence document list (M&A transactions)

### User notes

This Due Diligence Document List is a list of legal documents for review by potential purchasers of the shares or assets of a target company in a private M&A transaction. In the course of the purchaser's due diligence investigations, additional questions will inevitably arise, but this list is a good starting point.

We have highlighted in this list the sections which should be deleted if the transaction is structured as an asset (rather than a share) purchase.

Before presenting this list to a target company, purchasers need to review the list to ensure it covers all material matters. For example, if the purchaser is aware that the target has one or more material contracts, those contracts can be specifically requested in the relevant section.

We suggest that companies planning an exit transaction keep an electronic file of the documents in this list so that when requested, they can be provided quickly.

We suggest that companies arrange their document files 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).

### applicable law

This document is intended for use by companies domiciled in Southeast Asia. Because the laws in each Southeast Asian country are different, you should have the document reviewed by a local lawyer. We have drafted this document on the basis that the company is incorporated in Singapore as this is the most common domicile of tech companies raising capital in Southeast Asia, and Singapore law is well respected as a legal jurisdiction.

### using this template

The **User Notes** and the statements in the footer below (all marked in red) are included to assist in the preparation of 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 ensure that all square brackets have been deleted.

If you delete any questions, remember to cross reference check the document.

# **[INSERT NAME OF COMPANY]**

**(Company)**

## **Due diligence document list**

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

**Business**                    *[insert description of the business of the Company]*

**Company**                    *[insert full legal name of Company]*

**Group**                        the Company and its subsidiaries

<b>No.</b>	<b>Document</b>	<b>Document reference/response</b>
<b>1 Corporate organisation matters</b>		
1.1	Group structure chart	
1.2	Certificate of incorporation, any change of name and re-registration, and memorandum and articles of association (or constitution) with any amending resolutions of each company in the Group	
1.3	Share register of each company in the Group and share certificates for each subsidiary	

<b>No.</b>	<b>Document</b>	<b>Document reference/response</b>
1.4	Board papers of each company in the Group since incorporation	
1.5	Minutes of meetings and written resolutions of the board of directors, shareholders and board committees of each company in the Group since incorporation	
1.6	Shareholders' agreement(s), investment agreement(s), subscription agreement(s) and any amendments to those documents	
1.7	Agreements for the issue of shares, options, warrants or other securities (including convertible securities) in each company in the Group	
1.8	Details of the remuneration payable to each director of each company in the Group	
<b>2 Properties and leases</b>		
2.1	Certificates of title for each property owned by each company in the Group	
2.2	Lease agreements (together with all variations, assignments and renewals) for each property occupied by each company in the Group	
2.3	Licences to occupy for each property occupied by each company in the Group under licence	

No.	Document	Document reference/response
<b>3 Personal property, plant and equipment</b>		
3.1	Asset registers	
3.2	Asset lease/rental agreements	
<b>4 Material contracts and arrangements</b>		
4.1	Standard form customer agreements including EULAs	
4.2	Agreements with the Group's major customers	
4.3	Agreements with the Group's major suppliers	
4.4	Reseller, agency, distributor or similar agreements	
4.5	Joint venture or partnership agreements	
4.6	Confidentiality agreements	
4.7	Agreements for the sale or purchase of assets or businesses in the last five years	
4.8	Agreements under which any company in the Group 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	

No.	Document	Document reference/response
	in which that person has an interest) other than employment contracts (covered in section 8)	
4.10	Any other contracts that are material to the Business	
<b>5 Intellectual property (including patents, trade marks and software)</b>		
5.1	Brief particulars of software and computer equipment used in relation to the business	
5.2	Details of all intellectual property rights (including unregistered rights) applied for or pending registration and copies of all relevant documentation	
5.3	All patents and applications for patents owned by any company in the Group or used in the Business	
5.4	<p>Details of all trade marks and trade names owned by any company in the Group or used in the Business including:</p> <ul style="list-style-type: none"> <li>▲ a copy of all trade marks and service marks</li> <li>▲ details of all trade names</li> <li>▲ details of all trade mark and service mark registrations, including a brief description of their use, registration number and date of issuance of registration</li> </ul>	

No.	Document	Document reference/response
5.5	<p><b>[User note: The assignment of IP from an employee or contractor to any company in the Group 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.]</b></p> <p>All agreements assigning IP to any company in the Group (including from founders, present and former employees, present and former contractors and any other person or entity that has created IP for any company in the Group)</p>	
5.6	Details of any present and former employees, present and former contractors and any other person or entity that has created IP for any company in the Group without having executed an assignment of IP	
5.7	Licence agreements relating to the use by any company in the Group of third party IP, including software licences	
5.8	Licence agreements relating to the use by third parties of the Group's IP, including software licences	
5.9	Agreements relating to research and development, shared know-how or joint development agreements, including support and maintenance agreements	

No.	Document	Document reference/response
5.10	Any other agreements or arrangements material to the Group's IP position	
5.11	Any correspondence or details relating to any actual or alleged infringement of any intellectual property rights or any confidentiality agreement	
5.12	Details of any internet domain names and trade names registered in the name of any company in the Group or used in the course of the Business	
5.13	Details of the Group's disaster recovery plan in the event of system failure, including details of any material IT failures in the last 12 months	
<b>6 Regulatory matters and data protection</b>		
6.1	All government and regulatory permits, licences, consents or approvals required for the Group to operate its business including licences required by any data protection legislation, and any applications for such permits, licences consents or approvals	
6.2	Details of any breach of the permits, licences, consents or approvals referred to in item 6.1 above	
6.3	Any request, notice or complaint received by any company in the Group from any individual or regulatory authority in connection with	

No.	Document	Document reference/response
	[the Personal Data Protection Act 2012 (PDPA) or [any] other] applicable data protection legislation	
<b>7 Borrowings</b>		
7.1	Loan agreements, credit agreements, overdraft arrangements, facility agreements, promissory notes, letters of credit, hire purchase or debt instruments	
7.2	Any security any company in the Group 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 any company in the Group.	
<b>8 Employees</b>		
8.1	The names of management and their compensation at present and for the previous financial year	
8.2	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 any company in the Group	



No.	Document	Document reference/response
8.4	Any contracts with founders or any key employees	
8.5	Details of all pension schemes or arrangements and related documents	
8.6	Details of any trade union representation or agreement	
8.7	<p><b>[User note: Include if any company in the Group is incorporated in Singapore.]</b></p> <p>[Confirmation of all Central Provident Fund (CPF) payments]</p>	
<b>9 Insurance</b>		
9.1	A schedule of current insurance policies, including summaries of cover for each policy (your insurance broker can provide this)	
9.2	A schedule of all major insurance claims and any associated costs over the last three years	
<b>10 Disputes and litigation</b>		
10.1	A summary of each threatened or actual legal claim, law suit, arbitration, investigation or dispute involving any company in the Group (brought either by or against that company)	
10.2	Any legal advice received by any company in the Group relating to the matters described in section 10.1	

No.	Document	Document reference/response
10.3	A list of litigation settlements or any waiver or agreement cancelling any claim over the past three years	
10.4	Details of any investigation by any governmental or regulatory authority in which any company in the Group may become or is or has been involved	
<b>11 Bribery and anti-corruption</b>		
11.1	Has any company in the Group or any director, officer, employee, intermediary or business partner (including parties to any material contracts) been investigated, prosecuted or convicted for bribery or corruption in any jurisdiction?	
11.2	Does any company in the Group company know of any actual or potential violation of anti-corruption laws or related company policy by any director, officer, employee, intermediary or business partner?	
11.3	Details of any bribery and anti-corruption policy in place	