

Company A - Due Diligence Questionnaire

1. Company Structure and Management

- 1.1. Provide a complete legal structure chart of the company along with information on the associated companies
(Please show the parent and all subsidiaries that come under the company. Please also include, below all subsidiaries, the details down to the ultimate beneficial owner (UBO) level, including name of individuals as relevant. Please be sure to explain the relevance of the UBOs and mention any related party links)
- 1.2. Provide a brief profile of the directors and key management personnel (including their affiliation with other institutions or organizations)
- 1.3. If there have been any changes in the top management positions since the company's inception, provide a list of such former employees (with their position) and explain the rationale for the change

2. Operations

- 2.1. Provide a brief operating history of the company (date of incorporation, country of domicile, business profile/activities)
- 2.2. How long has the company been operationally active for?
- 2.3. What are the underlying assumptions used for key operating metrics for the model? (applicable only if the model was provided by the company)
 - 2.3.1.<Insert a list of key operating metrics/assumptions here>

3. Products and Services

- 3.1. Provide brief information on all products/services that will generate revenues or incur costs for the company
- 3.2. What evidence is there regarding the demand for the products and services offered by the company?
- 3.3. List all major concerns that can cause a delay in the delivery of the products/services offered by the company? What is the company's strategy to avoid them?
- 3.4. Provide brief information on the track record of the company and provide a list of products/services that has been successfully delivered by the company to date
- 3.5. Are the devices / machinery / tools themselves proprietary? Does the company have any design/utility patent?
- 3.6. What is the company's quality control process? How often are the quality checks conducted?

4. Customers:

- 4.1. Provide a brief description of the target customer segments and market size estimates for all product/services
- 4.2. Provide a list of the company's major customers for the past three fiscal years and their credit statistics. Also include details such as total invoice amount, return percentage (as applicable), average delivery time (as applicable), credit period allowed, etc.
- 4.3. Provide a list of major customers (accounting for 10% or more of the company's revenue) that the company has lost over the past three years and provide a rationale behind the same
- 4.4. Provide a summary of the profile of customer breakdown (income levels / gender / regional density / etc.)
- 4.5. Please provide information on the methodology used for classifying incoming customer population across these levels
- 4.6. What is the lead time to serve the customer?

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5. Suppliers

- 5.1. Provide a list of major suppliers for the past three fiscal years [<insert company specific criteria for “major supplier”>]. Please include the following details: total invoice amount, return percentage (as applicable), average delivery time (as applicable), credit period allowed, etc.
- 5.2. Please describe any major supplier contracts [<insert company specific criteria for “major supplier”>] that have been terminated or materially changed since inception along with rationale for change
- 5.3. Describe the selection procedure for suppliers / sub-contractors / tender process (flow chart is ideal)
- 5.4. Please declare any affiliations and/or potential conflicts of interests between the company, their shareholders, directors, officers or families thereof and any supplier, subcontractor or other service providers. If none please state so.
- 5.5. Please provide information on existing partners. Please provide a brief on all partners (location, size, etc.)
- 5.6. Can you share any analysis conducted on the suppliers?
- 5.7. Do you perform quality check on supplied products/services? If so, provide details, including but not limited to, frequency of checks, outcome summary, and further action/follow up with supplier, etc.

6. Revenues & costs

- 6.1. Please provide detailed expected product/services unit costs and estimated revenues per unit
- 6.2. Which of the key inputs have volatile pricing that represents a risk to cost overruns? To what extent has the company mitigated those risks?
- 6.3. What is the current average compensation in the geography you operate in? Please provide this information across various levels within the organization (e.g. Junior Salesman, Sales Manager, Product Manager, etc.)
- 6.4. Has there been any change in revenue per customer over the past three years across any category? If so, provide details

7. Competitive Advantages and Disadvantages

- 7.1. Who are company’s principal competitors (companies with similar products and services and targeting a similar customer segment)?
- 7.2. What is the company’s and its competitors’ market share in its core product/service segments and/or in its core geographies. Provide this information over the past three year period
- 7.3. What are the financial/operational advantages that the company has over its competitors?
- 7.4. Can you provide any competitor benchmarking information?

8. Financial Information

- 8.1. Provide annual and quarterly financial information of the company for the past three years (together with a statement of accounting policies adopted) which should include:
 - 8.1.1. Income statement, balance sheet, cash flow
 - 8.1.2. Breakdown of sales and gross profits by product/service type and geography

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- 8.1.3. List of creditors and debtors
- 8.1.4. Accounts receivable aging schedule
- 8.1.5. Bank statement reconciliation
- 8.2. Provide financial projections which should include:
 - 8.2.1. Major growth drivers and prospects
 - 8.2.2. Projected capital expenditures and working capital arrangements
 - 8.2.3. External financing arrangement assumption
- 8.3. Provide information on the capital structure including:
 - 8.3.1. List of all stockholders with shareholdings, options, warrants, or notes
 - 8.3.2. Current number of shares authorised, issued and outstanding

S/N	Shareholders	Percentage of Holding	Authorized Share	Issued & Fully Paid	Unpaid Units	Total Amount Paid

- 8.3.3. Schedule of all options, warrants, rights, and any other potentially dilutive securities with exercise details
- 8.3.4. Summary of all debt instruments/bank lines with key terms and conditions

S/N	Lender	Facility Type & Limit (Local Currency)	Current Balance	Principal Repayment	Drawdown Date	Duration	Maturity Date	Interest Rate & Periods	Security Type	Facility Description

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- 8.3.4.1. Provide a schedule of all loan facilities and agreements for overdrafts (amount outstanding with interest rates and maturity dates)
- 8.3.4.2. Provide all correspondence with lenders and other debt security holders since the inception (including consents, notices, or waivers of default from lenders with respect to borrowings by the company)
- 8.3.4.3. Provide details of all overdraft facilities available to the company and any clearing banking facilities
- 8.3.4.4. Has the company ever failed to perform on any debt instrument? If so please give details
- 8.3.4.5. Please confirm how much of Company A's debt will be used in retiring old debt

- 8.4. What are the company's off balance sheet liabilities and contingencies?
- 8.5. Provide information on the company's bankers and credit statistics
- 8.6. If there has been a change in the banker, provide the details of the rationale
- 8.7. Is the company currently pursuing any other funding options in terms of debt and equity? If yes, mention the tentative size, terms, and potential closing dates
- 8.8. What are the assets that the company can put up as collateral? Have these assets been fully paid up and issued? If not, please provide detailed breakdown of future obligations

9. Fixed Assets

- 9.1. Provide a list of all properties and equipments - owned, leased, occupied or being used by the company

Asset Type	Quantity (Relevant Units)	Ownership Structure	Lease/Rent Tenor	Lessor/Renter/Supplier (1-2 Line Description)	Cost (Local Currency)	Amount Paid To Date	Estimated Market Value (Local Currency)	Dates Of Payments	Source Of Funding	Future Options/Commitments	Encumbrances	Acquisition Date	Asset Use

- 9.2. Provide a depreciation table (with policy) for all fixed assets owned by the company, showing as a minimum: book cost, net book value and market value
- 9.3. List per year Capex requirements for the maintenance of PP&E

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10. Professional Advisers/Third Parties

- 10.1. Who are the company's legal and tax advisers and how long have they been with the company?
- 10.2. Who are the company's auditors?
- 10.3. If the legal, auditor or any tax adviser has been changed since inception, please mention the name of the former service provider and explain the rationale for the change

11. Litigation

- 11.1 Are there any pending lawsuits against the company or any of its members/employees (provide details on claimant, claimed damages, brief history, status, anticipated outcome, and name of the counsel involved)?
- 11.2 Are there any lawsuits initiated by the company or any of its members/employees (provide details on claimant, claimed damages, brief history, status, anticipated outcome, and name of the counsel involved)?
- 11.3 Have any of the directors or senior executives (C-level) ever been involved in litigation in a professional capacity relating to activity in this industry? If so, please provide details

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12. Due diligence paperwork checklist:

	Item	Comments by Company A	Provided	Comments by company
1.1.	Certificate of incorporation		Y / N	
1.2.	Certificate of good standing	last 12 months	Y / N	
1.3.	Certified register of Directors	last 6 months	Y / N	
1.4.	Certified register of Shareholders	last 6 months	Y / N	
1.5.	Senior management (C-level) and Directors CVs	as applicable	Y / N	
1.6.	Last 3 years of audited financial statements	excel if possible	Y / N	
1.7.	Last 12 months of management accounts by month	in excel (unaudited)	Y / N	
1.8.	Bank statements for last 3 years	as at FY end	Y / N	
1.9.	Banks statements for last 4 quarters	as at calendar Q end	Y / N	
1.10.	Tax compliance certificate	last 6 months	Y / N	
1.11.	Relevant permissions to exist and licenses to operate	as applicable	Y / N	
1.12.	Complete debt register (last 1 month)		Y / N	
1.13.	3 rd party industry research on competitive landscape	if available	Y / N	
1.14.	3+ year financial projections		Y / N	
1.15.	Business plan	if available	Y / N	
1.16.	Use of funds breakdown		Y / N	
1.17.	Legal documentation proofing ownership of PP&E		Y / N	
1.18.	3 rd Party research on demand of product/services offered by the company	If available	Y / N	

Note: Provide original scanned copies for all legal documents listed above

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Please state the name and title of the officer at your company who has reviewed this questionnaire:

Name:

Position:

Date:

Signature: