**DUE DILIGENCE REQUEST LIST**

The information and documents needed for business and legal due diligence of [\*], ID Number: [\*], with registered seat at [\*] (the "**Company**") are requested below. Please fill out the questionnaire and submit the documents to the data room using the file names and numbers as listed below. All documents must be submitted as scanned copies of signed and duly executed versions, including any annexes and modifications. If you don't have specific documents or information, please indicate that in the table below and explain why. If any document is available in the Company's Collection of Deeds of the Commercial Register, please insert a link to such document.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **CORPORATE** | | | | | |
| # | Request description | Company's Reply | Reply Date | Investor's Comment | Status |
|  | Confirmation that the information on shareholders and their share is accurate and up to date in the Commercial Register, or list of the Company's shareholders (*seznam společníků/akcionářů*) including the size and type of their share. |  |  |  |  |
|  | Confirmation that the memorandum of association (*společenská smlouva*) in the Commercial Register is accurate and up to date and that all previous versions of the memorandum of association in the Commercial Register are accurate, or the current version of the memorandum of association and copies of all previous versions. The same applies to the affiliated companies if any exist. |  |  |  |  |
|  | Overview of the Company’s and shareholders' participation in other companies, branches, or subsidiaries. |  |  |  |  |
|  | Confirmation that all information in the Commercial Register is accurate and up to date or a list of fillings to the Commercial Register that have not yet been resolved by the court. |  |  |  |  |
|  | List of locations of all offices or other facilities of the Company. |  |  |  |  |
|  | Copy of all reports on the relation between related parties (*zpráva o vztazích*), if applicable. |  |  |  |  |
|  | Copies of all minutes of general meetings and other bodies of the Company since incorporation (especially minutes prepared in the form of a notarial deed). |  |  |  |  |
|  | Copies of all documents confirming the acquisition and/or transfers of shares in the Company (memorandum of association, purchase agreements, consent of the spouses to the disposition of the share, related expert's opinions, etc.) including any option agreements. |  |  |  |  |
|  | Overview of liens, pre-emption, and other rights of third parties attached to shares in the Company, together with copies of related documents. |  |  |  |  |
|  | Overview and copies of any shareholders agreements (SHA) and any other agreements relating to voting rights or any other rights in the Company (eg. profit-sharing and loss-compensation agreements, control agreements), including all amendments thereto. |  |  |  |  |
|  | Overview and copies of all silent partnership agreements. |  |  |  |  |
|  | Overview and copies of all joint venture agreements, consortium agreements or other similar agreements relating to the Company. |  |  |  |  |
|  | Model contracts with the members of the Company's bodies (directors, supervisory board or any other Company's bodies created) or copies of anonymised concluded contracts. |  |  |  |  |
|  | Information on the remuneration structure of the directors, including the specific amount of remuneration paid to each director and a copy of the resolutions of the general meetings by which such remuneration was approved, or another legal title for the payment of such remuneration. |  |  |  |  |
|  | Information on the structure of remuneration of members of the supervisory board, including the specific amount of remuneration paid to individual members of the supervisory board and a copy of the resolutions of the general meetings by which such remuneration was approved, or another legal title for the payment of such remuneration. |  |  |  |  |
|  | Lists of all persons authorized to represent the Company or to act on behalf of the Company (except employees), including copies of the documents granting such authority or power of attorney and information on the remuneration structure of these persons. |  |  |  |  |
| **COMPLIANCE** | | | | | |
|  | Copies of all trade licenses, personal data documentation, permits (including building permits, permits to carry out special activities, permits to handle personal data or classified/confidential information, consents), and certificates issued by public authorities in connection with the Company, including documents relating to proceedings pending before public authorities and information on any imposed sanctions and reports, control protocols, decisions or any other legal acts of public authorities towards the Company. |  |  |  |  |
| **FINANCING** | | | | | |
|  | Copies of the financial statements, including its appendices, auditors' reports, and annual reports for the last ten years. |  |  |  |  |
|  | Current overview of payables and receivables that are overdue. |  |  |  |  |
|  | Information on loans or credits granted by the Company to third parties or provided to the Company by third parties, including copies of related documentation. |  |  |  |  |
|  | Information on loans or credits granted between the Company and (i) the directors/shareholders or (ii) related companies; to each other, including copies of related documents. |  |  |  |  |
|  | Information on the amount of outstanding portions of any loans and credits and compliance with the repayment schedule. |  |  |  |  |
|  | Summary and copies of agreements and other instruments used to secure third-party obligations. |  |  |  |  |
|  | General description of all bank agreements, including a list of the Company's bank accounts and persons authorized to dispose of them. |  |  |  |  |
|  | Information about the Company's hire purchase agreements, leasing agreements, factoring agreements, and other forms of financing, and copies of these agreements. |  |  |  |  |
|  | List of securities owned held or issued by the Company and copies of related documentation. |  |  |  |  |
|  | Summary and copies of promissory notes issued or coaccepted (*avalován*) by the Company. |  |  |  |  |
|  | Information about the Company's other financial liabilities, including future and contingent liabilities (e.g. factoring agreements, hedging transactions, derivative transactions, foreign exchange transactions, commodity transactions, cash-pooling arrangements, etc.) |  |  |  |  |
|  | Information on other financial liabilities not recognized in the Company's balance sheets. |  |  |  |  |
|  | Summary and copies of all financing agreements to which the Company is a party if such agreements will or may be affected by a change in the ownership structure. |  |  |  |  |
| **ASSETS** | | | | | |
|  | List together with the description of use of immovable properties (*nemovitosti*) owned or used, including properties currently being acquired (e.g. buildings under construction, properties for which a valid purchase agreement has been concluded but for which ownership has not yet been transferred). |  |  |  |  |
|  | List of easements, pre-emption, pledge rights, and other claims and rights encumbering the properties referred to in point 31 and copies of related documents (in particular legal titles for such encumbrances). |  |  |  |  |
|  | Contracts relating to the acquisition of the properties referred to in point 31. |  |  |  |  |
|  | Summary and copies of all contracts (including related documentation) under which the Company occupies any property which is owned by third parties, including, but not limited to, lease agreements, loan agreements, hire purchase agreements, etc. |  |  |  |  |
|  | Summary and copies of all contracts (including related documentation) relating to the properties listed in point 31 that have been leased or loaned by the Company. |  |  |  |  |
|  | Overview of the Company's tangible (movable) assets with a book value over CZK [\*]. |  |  |  |  |
|  | Liens and other rights or obligations of third parties encumbering the movable assets referred to in point 36 and copies of related documentation (in particular, legal titles for such encumbrances on movable assets). |  |  |  |  |
|  | Summary and copies of all contracts (including related documentation) under which the Company uses any movable property that is owned by third parties or has not been fully paid for, including, but not limited to, rental agreements, lease agreements, loan agreements, installment sale agreements, etc. |  |  |  |  |
|  | Summary of the Company's intangible assets (domains, software, licenses, trademarks, etc.) with book value at least CZK/ EUR [\*] each (excluding the rights listed in point 61) and copies of the titles of acquisition of those assets (if available). |  |  |  |  |
|  | Copies of all past contracts relating to the transfer, lease, or other disposition of the business (*závod*) or any part thereof or any other property of substantial value. |  |  |  |  |
| **CONTRACTS AND AGREEMENTS** | | | | | |
|  | List of top [10/20/30] customers and suppliers sorted by the value of transactions executed with them during the last financial year. |  |  |  |  |
|  | Overview and copies of the general terms and conditions, framework agreements, and other standardized contractual documentation used by the Company in its business activities and overview of all contracts that are currently being negotiated, and/or all contracts that are in the pre-conclusion phase. |  |  |  |  |
|  | Summary and copies of mandate agreements, franchise agreements, distributor agreements, agency agreements, and other similar agreements relating to the Company. |  |  |  |  |
|  | Summary and copies of all agreements to which the Company is a party and which might be affected by the change in the ownership structure. |  |  |  |  |
|  | Summary and copies of any other contracts, arrangements, or commitments that are unusual or were not entered into at arm's length (e.g. sponsorship agreements, etc.). |  |  |  |  |
|  | Summary and copies of all contracts and agreements between the Company and i) persons related to the Company by the property, personnel, or otherwise (e.g. shareholders/partners or founders, members of bodies, authorized representatives, or close persons), and ii) if applicable, other entities or persons from the Company's group. |  |  |  |  |
|  | If the Company participated in public procurement, provide its description and refer to concluded contracts in the public registry of contracts and provide a brief description of such contracts. |  |  |  |  |
|  | Summary and copies of all contracts and agreements with persons who will receive consideration from the Company as a result of the proposed transaction. |  |  |  |  |
|  | List of all powers of attorney granted by the Company or any of its bodies, which have not been recalled. |  |  |  |  |
| **PUBLIC SUPPORT AND SUBSIDIES** | | | | | |
|  | Information about any public support that the Company has received or recently applied for (including copies of related documents) and information about any acts or circumstances that may have occurred or are likely to occur as a result of which the Company is or will be required to repay, in whole or in part, or may be threatened with repayment of public support and information about any other related concluded agreements or binding legal acts. |  |  |  |  |
|  | Information about tax incentive programs in which the Company has participated (and copies of related documents) and information about any actions or circumstances that may have occurred or are likely to occur that have caused or may cause the Company to be liable for the full or partial payment of any taxes and information about any other related concluded agreements or binding legal acts. |  |  |  |  |
| **EMPLOYEES** | | | | | |
|  | Employee and management structure, including the number of employees and managers and the definition of their positions or functions or special categories (part-time, parental leave, on notice, agency workers, etc.). |  |  |  |  |
|  | Overview and copies of all contracts concluded with employment agencies. |  |  |  |  |
|  | Description of any employee benefit programs (pension scheme, profit-sharing, bonuses, etc.) and copies of related documents. |  |  |  |  |
|  | Copy of work rules, policies, and other basic internal work regulations. |  |  |  |  |
|  | Copies of the standard (model) employment contracts and the number of employees with whom such a standard employment contract has been concluded as well as the number of employees with non-standard provisions in their employment contract and a brief description of such non-standard provisions. |  |  |  |  |
|  | Templates of all standard agreements that employees are required to enter into (e.g. invention assignment agreements, competition clauses, material liability agreements, qualification agreements, secondment agreements, etc.). |  |  |  |  |
|  | List of agreements on work performed outside of the employment relationship (agreement to perform work, contract for work, consultancy agreements, mandate agreements, etc.) and copies of standard contracts of this type. |  |  |  |  |
|  | Details and the related documentation of any terminations (including termination by mutual agreement) in the last [3 and above] months, any collective bargaining agreements and any workplace accidents in the last [3] years. |  |  |  |  |
|  | Confirmation of no debts to health insurance companies and the district social security administrations. |  |  |  |  |
| **INTELLECTUAL PROPERTY** | | | | | |
|  | Overview of intellectual property owned by the Company, in particular domains, logos, licenses, patents, trademarks, industrial designs, software, copyrights, know-how, trade secrets, and other intellectual property rights (whether registered or not), including documents relating to their transfer, registration (either past or pending), renewal, copies of the titles of acquisition of those assets (if applicable) and pending proceedings in connection with these rights. |  |  |  |  |
|  | Overview of third-party intellectual property used by the Company (including related license agreements). |  |  |  |  |
|  | Overview of intellectual property that the Company has granted for use to third parties (including related license agreements). |  |  |  |  |
| **IT AND DATA PROCESSING** | | | | | |
|  | Identification of key IT systems and hardware used by the Company including IT systems which are: (i) used by the Company and related companies jointly; or (ii) provided/licensed by the related companies to the Company. |  |  |  |  |
|  | Information on the software and application audit policy, network security policy, and any other internal regulations relating to the use and/or management of the Company's IT systems. |  |  |  |  |
|  | A list of all databases containing personal data being processed by the Company, together with descriptions of the purpose and extent thereof (i.e., whether this relates to basic or sensitive data), methods of the processing and details pertaining to the security and protection of processed data. |  |  |  |  |
|  | Information about the delivery of personal data to foreign countries, in particular to countries outside of the EU. |  |  |  |  |
|  | Information about all contracts executed between the Company as a personal data controller, but also contracts executed between a personal data controller and the company as a personal data processor (e.g., contracts with an external accounting firm and so forth). |  |  |  |  |
|  | A copy of data processing agreement if the Company acts as personal data processor. |  |  |  |  |
|  | Information documentation and privacy policies of the Company (for customers and also employees and other workers) and all other relevant documents prepared in connection with personal data protection (balancing tests, DPIA, records of personal data processing). |  |  |  |  |
|  | Communication with the Office for Personal Data Protection for the last five (5) years, including any terminated or pending proceedings before the Office, which include any decisions thereof. |  |  |  |  |
|  | Information about any made requests of personal data subjects for the last three (3) years, including a result of the settlements thereof. |  |  |  |  |
|  | Information about any notification of personal data breach made by the Company. |  |  |  |  |
|  | If the Company has a Data Protection Officer (DPO), an agreement on provision of services and any protocols/documents the DPO has provided to or created for the Company. |  |  |  |  |
| **INSURANCE** | | | | | |
|  | Summary and copies of all insurance policies or insurance certificates. |  |  |  |  |
|  | Summary of insurance claims since the Company's incorporation and copies of related documentation. Summary of insurance claims which were not accepted for compensation by the insurance company. |  |  |  |  |
| **DISPUTES AND PROCEEDINGS** | | | | | |
|  | Overview and the related documentation of any judgments, pending judgments or any other decisions or awards concerning the Company made by a court or other public authority concerning the Company in the last [3] years. |  |  |  |  |
|  | Overview and details of pending or threatened litigation, administrative, arbitration, insolvency, criminal or court proceedings in which the Company is a party. |  |  |  |  |
|  | Information on the Company's pending or unresolved claims and circumstances that may give rise to third-party claims. |  |  |  |  |

In \_\_\_\_\_\_\_\_\_\_\_\_ on \_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

On behalf of [COMPANY]

[NAME], executive director