

Recognized Investor Due Diligence Questionnaire

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Name of the company targeted by the investment request:

Name of recognized investor:

#	Request	Yes	No	Date	Conclusion
	Society				
1.	Obtain and consult the resolutions adopted by the shareholders / directors.				
2.	Obtain and consult the certificate of incorporation and, if applicable, a certificate of change of name, as well as the articles of incorporation.				
3.	Obtain and consult the general regulations of the company and its operating agreements.				
4.	Obtain and consult the shareholders agreement.				
5.	Obtain and consult the minutes of meetings (board of directors and shareholders' meeting) and the list of registered members.				
6.	Obtain confirmation that there is no pending agreement regarding the sale, voting or acquisition of company shares (whether issued or not) or securities.				
7.	Obtain a detailed capitalization table (voting vs non-voting shares, share category, % stake (diluted and undiluted), amount paid, etc.)				

8.	Obtain details of any change in the company's capital from the date of incorporation, including buybacks and cancellations of company shares.				
9.	Obtain details on stock options, warrants, securities or any other rights attached to share capital (including convertible securities or other instruments) and the rights attached to these securities.				
10.	Obtain details of related party transactions, outside of the arm's length price.				
	Activities				
11.	Obtain the description of the main activities of the company.				
12.	Obtain a list of the countries / provinces / states in which the company operates.				
13.	Obtain a list of the activities that the company carries out, in addition to its main activities.				
14.	Obtain a list of all the companies in which the company owns shares, including the percentage of capital held.				
15.	Obtain a list of all professional associations of which the company is a member.				
	Market and competition				
16.	Obtain a list of the company's competitors, with details (eg market share, product differentiation, price, etc.).				
17.	Obtain market detail from a reliable and objective source and validate the market's attractiveness to the company's offering.				
18.	Obtain the details of any allocation of territory to distributors, or any limitation regarding the distribution of the				

	product.				
	Contracts with customers and suppliers				
19.	Obtain copies of all material contracts relating to the sale of a product or service.				
20.	Obtain the Company's credit agreements with its customers when they make their payment after 30 days.				
21.	Obtain a list of clients who have accounted for more than 5% of the company's total revenue in the previous year and the current year.				

22.	Obtain a copy of all licenses and distribution agreements held by the company.				
23.	Obtain a list of suppliers who have represented more than 5% of the company's cost of sales during the previous year and the current year.				
24.	Obtain a list of agreements that may restrict the activities of the company.				
25.	Obtain a list of agreements that, when terminated, can have a significant impact on the company.				
26.	Obtain copies of major agreements being negotiated by the company.				
	Research and development				
27.	Provide a detailed R&D roadmap and associated budget.				
28.	Obtain the main R&D work carried out since the creation of the company.				
	Accounting and taxation				
29.	Obtain the accounting standard used (US GAAP, IFRS, ASPE) and				

	confirmation if there has been a change in the accounting standard adopted.				
30.	Obtain financial statements (audited if possible) since inception, including income statements, balance sheets, cash flow statements, and accompanying notes.				
31.	Obtain monthly and quarterly internal financial statements for the last 2 years.				
32.	Obtain details of the age of accounts receivable and the age of accounts payable.				
33.	Obtain revenue and gross margins by product or service.				
34.	Obtain federal and provincial income tax returns for the past three years and details of any tax audits.				
35.	Obtain the details of any change of auditor on the reasons for these changes.				
	Loans and bonds				
36.	Obtain details of all bank accounts held by the company.				
37.	Obtain details or information on the company's line of credit and bank loans.				
38.	Obtain details or information on mortgages and any property owned by the company that has been used as collateral.				
39.	Obtain details of all loans made to the company, including loans made by any person or entity related to the directors or shareholders of the company.				
40.	Obtain agreements for any grants received by the company, or copies of grant applications pending approval.				

41.	Obtain details of dividends paid and declared by the company.				
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	Acquisition and reorganization				
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42.	Obtain details of any upcoming or planned reorganization.				
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43.	Obtain details on previous corporate reorganizations that have taken place in the past.				
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44.	Obtain details of any acquisition contract.				
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	Finance				
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45.	Obtain a financial model detailing the business plan and financial forecasts for the next 2 or 3 years.				
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46.	Obtain sales projections by product line, including market share by product line.				
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47.	Obtain copies of the budgets adopted by the board of directors for the last fiscal years.				
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48.	Obtain an analysis of the pricing strategy and sales commissions.				
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49.	Obtain an analysis of the standard cost of manufacturing the product (if applicable).				
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	Assets				
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50.	Obtain details of all land, buildings and equipment belonging to the company and their maintenance contracts.				
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51.	Obtain details of all software and hardware used by the company and their maintenance contracts.				
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52.	Obtain details of assets owned by the business but which are not currently in its possession.				
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53.	Obtain details of all assets that the company uses but is not the legal owner of them.				
54.	Obtain details of any residual liability on property formerly owned by the Company.				
	Intellectual property				
55.	Obtain details on intellectual property (patents, trademarks, copyrights, source code, registered designs, etc.) and copies of relevant documents.				
56.	Obtain a list of all requests or registrations made in respect of new intellectual property rights.				
57.	Obtain details of any intellectual property used by the company but not belonging to the company.				
58.	Obtain copies of agreements in which the company grants intellectual property rights to third parties.				
59.	Obtain details of complaints, disputes or objections, claims filed against the company regarding intellectual property rights.				
60.	Obtain copies of agreements with employees and consultants regarding confidentiality, non-competition and transfer of ownership of their work.				
	Employees				
61.	Obtain an organizational chart and a list of all employees that includes part-time employees and employees of overseas offices.				
62.	Obtain biographies of key personnel and management.				
63.	Obtain copies of employment contracts for key personnel and management.				

64.	Obtain details of disciplinary action taken against an employee.				
65.	Obtain arrangements if employees are members of a trade union, staff association or worker representative body.				
66.	Obtain copies of all stock options, profit sharing, bonus, commission or other benefit plans that the company offers to its directors and employees.				
67.	Obtain details of loans or guarantees granted by the Company for or on behalf of one of its employees.				
68.	Obtain details of any former employee whose termination or resignation has led or could cause the company to lose any customer / supplier contracts or result in a reduction in income or possible prosecution.				
69.	Obtain details on all the job offers that are still to be filled.				
	Administrators				
70.	Obtain copies of all contracts entered into with the directors of the company.				
71.	Obtain details of any director's participation in companies that have been liquidated or that have been the subject of an investigation during the last twelve months.				
72.	Obtain the details of any participation of a director in competing companies.				
73.	Obtain the biographies of the directors of the company.				
	Compliance and risk management				
74.	Obtain a description of the events, acts, circumstances or omissions that could make the company non-compliant with any law or regulation.				

75.	Obtain the details of any dispute, arbitration, claim about the company that any of its employees or the company itself does not comply with any of the laws or regulations to which it is subject.				
76.	Obtain copies of all licenses, approvals, permits, certificates, authorizations, any registration applications or statements obtained by the company.				
77.	Obtain copies of all insurance policies written or underwritten by the company.				
78.	Obtain the details of the processing of personal data, in particular their compliance with the relevant applicable data protection laws.				
79.	Get the detail on the backup and security of information in the event of a system shutdown and also the detail of disaster recovery.				
80.	Obtain details of the domain names registered in the name of the company and copies of agreements relating to the hosting, maintenance and operation of websites.				
81.	Obtain copies of all policies and procedures related to the environment, health and safety of the company.				

	Others				
82.					
83.					
84.					