**Data Room Filing Structure and Documents**

The purpose of this data room checklist is to support the setup of the data room, as a virtual repository of agreements, documents, spreadsheets, key data etc. That is, all relevant information that potential investors use to carry out their due diligence. Data room information should not include personal data – please ensure that such information is redacted before documents are moved into the data room. Note, this is because the investor reviewing documents which contain personal data becomes a data processor of such data.

Note information that is accessible through Companies House, has not been specified herein.

Two tick boxes:

R = Required / Relevant to this instance?

C = Completed – file moved to the DR

| **Characteristic** | **Documents to upload** | **Data Room Reference** | **R?** | **C?** |
| --- | --- | --- | --- | --- |
| **Corporate structure, share capital and shareholders** | Articles of association |  |  |  |
| Shareholders Agreement |  |  |  |
| Any other relevant agreements regulating the relationship between the Company and its shareholders |  |  |  |
| Bible of documents for any previous share issuances |  |  |  |
| Details of any registered office, branches, agencies and places of business. |  |  |  |
| Statutory books including register of members |  |  |  |
| CAP table  *Guidance note: Include breakdown of each round, plus proposed cap table for following round.* |  |  |  |
| Details of the Company’s share option plans including plan rules and a schedule of all granted and promised share options |  |  |  |
| Any encumbrance over the Company's issued or unissued share capital |  |  |  |
| **Accounts and Finance** | Copy of audited or unaudited annual accounts and reports (last 3 financial years) & Copies of the Company's management accounts (last 12 months) |  |  |  |
| Copy of information pertaining to prior funding – grants received, and previous equity rounds including valuations at each stage, including details of any SEIS/EIS/VCT funding received to date |  |  |  |
| Copies of the latest budget and forecast. |  |  |  |
| Copies of all the Company's overdraft and other credit facilities |  |  |  |
| Copies of all documents relating to, any debentures, mortgages, charges, guarantees, indemnities, warrants, comfort letters or other security or assurances for payment given by or to the Company, or by a third party in respect of any obligations of the Company |  |  |  |
| All documents relating to, all loan stock or loan notes issued by the Company, and all loans made by the Company to any person, since incorporation |  |  |  |
| **Contracts** | Any material contracts or agreements binding the Company, including those with unusual or onerous terms or those which cannot be completed/delivered by the Company within 12 months |  |  |  |
| Details of all capital commitments binding on the Company for the supply or sale of goods or equipment exceeding £50,000 in value. |  |  |  |
| Copy of all standard terms and conditions of sale or purchase currently used by the Company |  |  |  |
| **Assets** | A list of all assets owned by the Company and details of (and copies of all documents relating to) any purchase price outstanding in respect of such assets. |  |  |  |
| Details of any assets used by the Company in connection with its business that are owned by, or shared with, any other person |  |  |  |
| **Insurance** | Copy(ies) of current insurance policies in place to cover the full replacement cost of the Company’s assets |  |  |  |
| Copy of information pertaining to any directors’ liability insurance, employer’s liability insurance and third-party liability insurance in place for the Company. |  |  |  |
| Copy of information pertaining to outstanding claims against any present or former insurance policies. |  |  |  |
| Copy of information pertaining to travel and property insurance if applicable |  |  |  |
| **Intellectual Property** | Copies of all documents relating to, any registered or unregistered intellectual property rights owned, used or held by the Company in connection with its business. |  |  |  |
| Details pertaining to any disputes, complaints, objections, challenges, proceedings or claims for infringement, subsistence, validity or ownership of any intellectual property rights |  |  |  |
| Copyright(s) including software, Trademarks, brand names, slogans, logos, good will |  |  |  |
| Documented know-how and trade secret list |  |  |  |
| All relevant information pertaining to patent documents and summary of what stages patents are in, with next steps. |  |  |  |
| Copy of any documentation from any FTO searches carried out |  |  |  |
| IP road map and summary document |  |  |  |
| Relevant scientific data, in support of claims being made by the technology |  |  |  |
| **Consents and compliance** | Copies of all documents relating to, any licences, consents, registrations, approvals, permits and exemptions required or obtained by the Company in connection with the operation of its business (including any registration with the Information Commissioner’s Office) |  |  |  |
| Copies of all documents relating to, any investigation, enquiry, prosecution or other enforcement proceedings or process by any governmental, administrative, regulatory or other body or organisation in relation to or affecting the Company |  |  |  |
| Copies of all documents relating to, any anti-corruption policies and procedures that have been implemented by the Company to ensure compliance with the Bribery Act 2010 |  |  |  |
| Copies of policies or procedures for ensuring and monitoring compliance with applicable data protection legislation. |  |  |  |
| **Litigation and disputes** | Copies of all documents relating to any ongoing, threatened or historical disputes involving or otherwise affecting the Company together with any outstanding or pending judgment. |  |  |  |
| **Employment** | Organisational chart and headcount (redacted)  *Guidance note: Operational team build and hiring plan required.* |  |  |  |
| Copies of all contracts of employment, consultancy or other agreement covering provision of service to the company (redacted) |  |  |  |
| Copies of staff handbook and any other policies or procedures applicable to any person employed or engaged by the Company or in its business. |  |  |  |
| Details of, and copies of all documents relating to, any existing or proposed bonus, commission, profit-sharing scheme, share option or other award and any other employee incentive scheme or arrangement operated by the Company |  |  |  |
| Details pertaining to any disciplinary procedures taken against any person employed or engaged by the Company or in its business, or any grievance procedures taken by any such person |  |  |  |
| Copies of all documents relating to, any pension schemes operated by the Company, or in which the Company otherwise participates. |  |  |  |
| **Real Estate** | A schedule of all freehold and leasehold properties owned, occupied, used or controlled by the Company in relation to its business and all licences to occupy any such properties, together with material documentation for such properties. |  |  |  |
| **Health and Safety** | Copies of all documents relating to, the Company's health and safety management system including copies of the Company's health and safety manuals, logbooks, permits and records required by applicable health and safety laws. |  |  |  |
| **IT** | List of all hardware and software owned or used by the Company, with details of support arrangements |  |  |  |
| Details of the intellectual property in websites, bespoke software and web addresses and confirmation that all such intellectual property is owned by the Company. |  |  |  |
| List of domain names used by the Company and evidence that these are registered in the name of the Company. |  |  |  |
| Copy of procedural information relating to data backups and safeguards |  |  |  |
| **Risk Management** | Disaster recovery plan |  |  |  |
| Risk management process, log and assessment (current or retired) |  |  |  |
| **Tax** | Copies of all corporation tax returns submitted by the Company in respect of accounting periods ending during the last 6 years |  |  |  |
| Copy of information pertaining to any group payment arrangement in place for corporation tax. |  |  |  |
| Copy of information pertaining to any scheme into which the Company has entered, in relation to avoidance or deferral of tax |  |  |  |
| Details of any VAT registration subject to a surcharge period due to late submission of returns, including when the surcharge period expires and what penalty level currently applies. |  |  |  |
| Details of when the Company was last subject to a VAT audit including a copy of the closing letter from the inspector. |  |  |  |
| Details of when the Company was last subject to a PAYE or Contributions Agency audit. If within the last 3 years, details of the result of that audit with copy of closing letter. |  |  |  |
| Copies of all correspondence with HMRC in relation to the Company’s EIS qualifying status |  |  |  |
| **Investor information pack** | Pitch deck |  |  |  |
| Business plan |  |  |  |
| Business & Financial model |  |  |  |
| Market and customer analysis |  |  |  |
| Competitor analysis |  |  |  |
| All Board records |  |  |  |
| Q&A with investor (updated as required) |  |  |  |
| Team build plan |  |  |  |
| **NSIA** | Analysis of whether the Company’s operations fall within one of the high-risk sectors in NSIA. |  |  |  |