

DATE

<<Date>>

LEGAL

INQUIRIES

<<Name>>

>> Limited/Plc

S

CE

<<Name of Company

/PLC ("the Company")

Please supply copies of the following documents in relation to the Company [and its subsidiaries, if any]. Where reference is made to "the Company", this includes each of the following:

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

1. **SHARE CAPITAL & SHAREHOLDERS**

1.1 The share capital of the Company and the classes of shares.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

1.2 Names and addresses of the holders of shares held.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

1.3 If different from the names and addresses of the beneficial shareholders.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

1.4 All agreements granting the right to call for, the issue of any share or loan capital of the Company.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

1.5 Any rights of pre-emption in relation to any share capital which are not contained in the Company's articles of association.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

1.6 Details of any impediment to the full legal and beneficial ownership in any share capital.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

1.7 Documents effecting the purchase of own shares or other reductions of share capital.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

1.8 Details of any direct or indirect interest of the shareholders or directors in any customer, supplier or other person or company.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

2. **CORPORATE STRUCTURE**

2.1 The current memorandum and articles of association, including certificate of incorporation and all amendments.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

2.2 The registered office.

2.3 [A list of all subsidiaries of the Company and the share capital owned.]

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

2.4 [Whether subsidiaries are dormant and if dormant please specify the date on which such subsidiaries became dormant.]

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

2.5 Names and addresses of the directors and secretary of the Company.

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

2.6 All documents relating to the formation of the company or business since [incorporation] OR [<<Name of Company]

for other information requested in the form. Where reference is made to "the Company", this includes each of the following:

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2.7 A list of the Company's interests in other companies and businesses.

### 3. **INSURANCE**

3.1 Details of all claims made by the Company which are outstanding.

3.2 A schedule of all current

### 4. **COMPLIANCE WITH LEGISLATION AND LITIGATION**

4.1 Details and copies of all regulations, approvals and consents obtained by the Company in connection with its business, including any consumer credit or data protection

4.2 Details of all licences, permits, approvals and consents necessary or desirable in relation to the Company's business which have not been obtained.

4.3 Details of any prosecutions, claims, disputes in which the Company is currently engaged, and any threatened and any circumstances known to be pending or to any litigation or prosecutions.

4.4 Copies of any outstanding legal proceedings affecting the Company.

4.5 Details of any material agreements, arrangements or commitments entered into by the Company under the terms of any

### 5. **ACCOUNTS AND FINANCIAL STATEMENTS**

5.1 Last audited accounts

5.2 Details of any outstanding shares in stock, including copies of the constituting instrument

5.3 Details of all bank, insurance and other financing facilities, including currency hedging

5.4 Details of any grant or receipt of funds received by the Company since incorporation.

5.5 Details of all guarantee and suretyship arrangements given by or for the Company, and arrangements.

5.6 Details of all loans made by the Company, including all intra-group and directors' loans and income

5.7 Copies of all outstanding debentures or debentures or other security over any of the assets

5.8 Details of any security given by the Company over the assets of any third party.

5.9 Details of any material commitments.

6. **THE ASSETS OF THE**

6.1 Any independent valuation (including land) obtained in the last three years.

6.2 Details of any hire, hire purchase, credit sale or similar agreements to which the Company is a party or has entered into such agreements.

7. **INTELLECTUAL PROPERTY**

7.1 Details of all the Company's intellectual property including copies of registrations and pending applications.

7.2 Any official objection to, or revocation of, any application for, or an application for rectification of, a registered intellectual property right.

7.3 Details of all registrable intellectual property owned by the Company which has not been registered.

7.4 Details of any trade or service marks used by the Company.

7.5 In the case of intellectual property owned but not owned by the Company, details of the right to use (excluding off-the-shelf software packages).

7.6 Details of any licences granted by the Company in respect of intellectual property owned by the Company.

7.7 Details of any disclosure of any intellectual property, trade secrets or confidential information by the Company.

7.8 Details of any actual or potential infringement of the Company's intellectual property, including business methods.

8. **THE CONTRACTS OF THE COMPANY**

8.1 Details of all contracts involving the Company's obligation to pay in excess of £<<Amount>>.

8.2 Details of all contracts involving the Company for a period of more than three months, or which cannot be terminated by the Company without notice without payment of compensation.

8.3 Details of all contracts involving the Company's decision-making.

8.4 Copies of all agency or franchise agreements.

8.5 Copies of all joint venture, partnership or consortium agreements or arrangements in which the Company is a party.

8.6 Copies of the Company's standard conditions of purchase and/or sale.

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- 8.7 Copies of all agreements which will be (or are capable of being) terminated or varied upon the order of the Company.
- 8.8 Details of any agreements entered into otherwise than by way of a bargain at arm's length in the ordinary course of business.
- 8.9 Details of any agreements which is outstanding in which any shareholder or director is interested.
- 8.10 Details of any restrictions on the Company restricting or limiting the Company's ability to carry on all or part of the world.
- 8.11 A list of major customers whose accounting for more than <<Percentage>>% of turnover in the last financial years.
- 8.12 Details of any long term contracts or other material contracts or commitments.
- 8.13 Details of any agreements in respect of which a fee, commission or royalty is payable.
9. **EMPLOYMENT**
- 9.1 Details of all the terms of employment of any director or shareholder (or their families) by the Company.
- 9.2 A schedule comprising details of employment of any employee, (and person due to begin employment) name, date of employment, period of continuous employment, grade, age, salary, details of any proposed increase of the most recent increase and details of any proposed decrease (current negotiations), overtime pay, notice periods, entitlement to other contractual or discretionary), other benefits (including accommodation), car and expenses and amount taken.
- 9.3 Copies of the Company's written conditions of employment and copies of all service agreements.
- 9.4 Details of any outstanding claims by any employee or former employee and any matters which might be raised by any employee including details of any grievance against any employee.
- 9.5 Copies of any written agreements or contact between the Company and the Commission for Equality and Human Rights, the Equal Opportunities Commission, the Health and Safety Commission, concerning employees.
- 9.6 Details of any consultancy agreements and labour-only sub-contractors including nature and duration of engagement.
- 9.7 Details of any current employment agreements or who has been given notice of termination of employment (including reasons for termination).

- 9.8 Details of all employee absences, including any, paternity or parental leave or absence, disability or any other reason or arrangement pursuant to which the employee is absent from work on the day of the absence.
- 9.9 Details and copies of any rules or policies or agreements (if any), whether or not covering the employee, relating to the employee's absence from work.
- 9.10 Details of any collective agreements, including details of any arrangements adopted under the ICE Regulations 2004, and any requests, by or on behalf of the employee, for any notices which may lead to an arrangement under the ICE Regulations 2004, including any complaints to the Central Arbitration Committee or any tribunal threatened or made under those regulations.
- 9.11 Details of any life assurance, medical health and accident insurance schemes in respect of the employee, including details of all participating members.
10. **PENSIONS**
- 10.1 Details of any existing pension scheme(s).
- 10.2 Copies of scheme documents (but not limited to) deeds of amendment, member booklets and circulars and details of any enhanced benefits which may have been promised to the employee in connection with the pension scheme documents.
- 10.3 Copies of any announcements, including pension section booklets given to employees, relating to the pension scheme.
- 10.4 Copy of the latest actuarial valuation of the pension scheme.
- 10.5 Membership data (if a valuation is being sought, then the data should be sufficient to enable the company to make a good estimate of the amount that ought to be paid to the employee on termination of employment).
- 10.6 Details of contributions paid by the employee to the pension scheme.
- 10.7 Confirmation that each employee is a member of a registered pension scheme with HMRC.
- 10.8 Confirmation as to whether any employee has been excluded or contracted out.
- 10.9 Details of any discretionary benefits provided to employees.
- 10.10 The names of the current trustees of the pension scheme.
- 10.11 Details of any complaints made to the Pensions Ombudsman against the company or the pension scheme.
- 10.12 Details of any investigations conducted by the Pensions Regulator.
- 10.13 Details of any designated persons in connection with the pension arrangement.

- 10.14 Details of the scheme's
- 10.15 Copies of the trustees' annually for the last three years.
- 10.16 Details of any discretion pension schemes.
- 11. TAXATION**
- 11.1 Details of all periods for are outstanding.
- 11.2 Details of all disputes v.
- 11.3 Details of any VAT gro is a member.
- 12. PROPERTY**
- 12.1 Details (including a pla ed or occupied by the Company, and a copy of the existi leasehold property.
- 12.2 Details of any conting company may have in relation to any leasehold property form
- 13. DATA PROTECTION**
- 13.1 Copies of documents e on provided by the data controller to the data subjects (fo ment or policies).
- 13.2 Evidence of consent Subjects in relation to all the Personal Data held by company.
- 13.3 Copies of all notificatio ffice of the Information Controller and a copy of the certif
- 13.4 Copies of all data proce
- 13.5 Copies of all data subje access to personal data) together with documents evid controller's response (including any correspondence with th on Commissioner).
- 13.6 If personal data is tran ean Economic Area, details of the countries concern ents given to cross-border data transfers.
- 13.7 Copies of any enforce tion notices from the Information Commissioner and of a
- 13.8 Details of any comp ed by a data subject or any circumstances likely to unlawful processing.
- 13.9 Details of any failure (mply with the requirements of the Data Protection Legisla "legislation" means (1) unless and until General Data Prot ation (EU) 2016/679) ("GDPR") is no longer directly appli PR and any national implementing

laws, regulations, and  
the UK and subsequent

s amended from time to time) in  
ch succeeds the GDPR.

[14. **COMPETITION**

14.1 Provide details of the C  
supplied within each r  
share is in excess of 5%

by service or product produced or  
European Union where such market

14.2 Provide details of the  
supplied or acquired b  
in excess of 10%.

e by service or product produced,  
e UK where such market share is

14.3 If there is a regional m  
details of the market s  
regions.]

products in the UK please provide  
uct or service of the Company by

<<Date>>

Ref: << >>

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