

Key items / Must have's	<b>Financial Due Diligence and Historical Financial Information</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> <b>3+ years of historical data</b> (P&amp;L, Balance Sheet, Cash Flows) with analysis on key drivers of the performance</li> <li><input type="checkbox"/> <b>Audited consolidated accounts</b> for the 3+ years covered by the financial due diligence (quarterly accounts as well to the extent available)</li> <li><input type="checkbox"/> <b>Latest / current trading</b> (quarterly or monthly) - typically in a supplement to the main financial due diligence report</li> <li><input type="checkbox"/> <b>Main KPIs</b> and <b>Profitability metrics</b> specific to the company</li> <li><input type="checkbox"/> Key cash flow items: <b>Capital expenditure</b> (maintenance vs growth capex), <b>Working Capital changes</b>, <b>Taxes</b>, <b>Extraordinary items</b></li> <li><input type="checkbox"/> <b>Quality of Earnings</b> ("QoE") analysis including full details of the bridge from Reported to (Pro Forma) Adjusted EBITDA</li> <li><input type="checkbox"/> <i>If applicable</i>: Assessment of synergies/cost savings initiatives which are included in the Pro Forma Adjusted EBITDA</li> </ul>
	<b>Commercial Due Diligence</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> <b>Industry overview</b> including historical market growth and expected 3-5 year growth which supports the lender financial projections</li> <li><input type="checkbox"/> <b>Competition analysis</b></li> <li><input type="checkbox"/> <b>Customer</b> and <b>supplier</b> analysis</li> <li><input type="checkbox"/> <i>If applicable</i>: Assessment of synergies/initiatives included in the Pro Forma Adjusted EBITDA</li> </ul>
	<b>Financial projections</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> <b>5+ years of projected financials</b> (P&amp;L, Balance Sheet, Cash flows to the extent possible, or in a shortened form)</li> <li><input type="checkbox"/> <b>Conservative yet achievable</b> from the buyer's perspective (a "Lender case"), with cash flows that <b>comfortably support the new debt financing</b></li> </ul>
	<b>Legal Due Diligence</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> Covering <b>key areas of focus</b> for a buyer and an external provider's assessment of the level of legal risk (low, medium, high)</li> <li><input type="checkbox"/> Examples: main contractual agreements, IP, ongoing or pending litigations, employee specific terms, etc</li> <li><input type="checkbox"/> If an external legal due diligence is not available, a dedicated legal due diligence call on these topics would need to be offered to lenders</li> </ul>
	<b>Pro Forma Structure / Tax Structure Paper</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> <b>Current</b> target company structure and the <b>Pro forma envisaged structure</b></li> <li><input type="checkbox"/> Showing <b>Borrowing entity</b> (and its jurisdiction) and the <b>envisaged lending group</b> with a single point of enforcement</li> <li><input type="checkbox"/> <b>Key steps of the proposed transaction</b> (more detailed if the transaction is complex, e.g. a public-to-private, a combination of multiple companies, etc)</li> </ul>
Other items to consider	<b>Buyer/Sponsor investment thesis</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> Short document prepared by the buyer/sponsor (not mandatory in written form - information can be provided on a call)</li> <li><input type="checkbox"/> Outlining <b>investment thesis</b>, buyer/sponsor <b>experience in the sector or with similar transactions</b>, internally produced information on <b>other areas of diligence</b> not covered in information already shared</li> </ul>
	<b>Other External Due Diligence</b> <ul style="list-style-type: none"> <li><b>More commonly provided in the information pack</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> Tax Due Diligence</li> <li><input type="checkbox"/> Environmental Due Diligence</li> </ul> </li> <li><b>Less commonly provided / situation-specific</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> HR Due Diligence</li> <li><input type="checkbox"/> IT and Compliance Due Diligence</li> <li><input type="checkbox"/> Operational and/or Technical Due Diligence (on particular topics for e.g. an industrial or software company)</li> </ul> </li> </ul>
	<b>Other external information</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> <b>Management Presentation</b> and/or <b>Sell-side Information Memorandum</b></li> <li><input type="checkbox"/> <b>Sell-side / Vendor Due Diligence</b> suite</li> </ul>