

DATA ROOM SCHEDULE

INFORMATION REQUIREMENTS

Commercial

1. Detailed description of business assets that are for sale
2. Brief description of the history and activities of the business and the main product lines
3. Brief description of the plant, productive capacity and labour force at each division/location
4. Brief summary of the key factors which affect the industry and its current level of activity
5. Information on the major participants in the industry and their relative market share
6. Memorandum and Articles of Association and copies of shareholder agreements
7. All key contracts and any agreements with suppliers or customers including licences and patents trademarks etc
8. Information on suppliers or customers major customers if they represent a significant influence on the company
9. Details of related party transactions (companies and persons) and the nature and quantum of transactions.
10. Forward order and margin book (if applicable)
11. Ranked (by sales/ purchases value) list of all current clients and suppliers
12. Bad debt history since 1993/94 and analysis of current provision
13. Company and product brochures
14. All sales and marketing literature
15. Standard terms of trade, variation orders and claims
16. Litigation - claims and counterclaims (historic and ongoing)
17. Details of all contract, management and accounting systems

Financial

18. Recent press coverage
19. Monthly management accounts since year ended 31 March 1994
20. Detailed sales analysis, by customer and by product since 31 March 1997 (e.g. revenue and gross margins and explanations for fluctuations)
21. Details of material Capex in that period
22. Business forecasts for the 3 years ended 2001 (Business Plan)
23. Narrative and support for material revenue, gross profit, operating profit cashflow and capex assumptions
24. Budget for year ended March 1999
25. Detailed results for year ended March 1998
26. Indicative proforma balance sheet to be sold
27. Borrowings and parent company guarantees
28. Contingent liabilities

29. Analysis of head office cost allocations/ not allocated
30. Details of all intercompany accounts and whether or not these are to be kept in balance sheet post deal
31. Details of distributable reserves
32. A statement of current accounting policies and bases and any details of changes in accounting policies over the past five years
33. Annual accounts since year ended 1994 if prepared
34. Tax returns (if applicable)
35. Banking facilities

Property and Assets

36. Maps and site plans
37. Title deeds
38. Fixed asset register
39. Condition reports and surveys
40. Details of any charges over assets

Executive and personnel

41. Staff handbooks or guides
42. List of employees
43. Details of employment conditions eg. age, length of service, grade or position, rate of pay, pay year to date, taxable allowances, redundancy liability,
44. Redundancy provisions: rules, analysis of current liabilities eg. by site or grade
45. Retirement provisions: rules
46. Pensions / Superfunds: rules

Health and Safety

47. Policy, procedures and arrangements, History, inspection reports accident record

Insurance

48. Policy details
49. Claims record