

**PROJECT [●]
LEGAL DUE DILIGENCE REQUEST LIST**

The following is a schedule of categories of documents and information that [●] (“Buyer”) would like to review as part of its legal due diligence in connection with a possible strategic transaction (the “Transaction”) with [●] (the “Company”). Please provide the items listed below in the data room for the Transaction, and mark each item that you upload with the applicable section number from this list. Once each item has been uploaded to the data room, please also annotate in the “Provided” column below where in the data room such documents are located.

Unless otherwise indicated, (i) all requests are for any documents or information which are currently existing and in effect or which occurred at any time since the Company’s formation but which are not now existing or in effect, and (ii) each request applies to the Company, its predecessors, and all of its past and present direct or indirect subsidiaries and controlled affiliates (if any), whether corporations, partnerships, joint ventures or other forms of entity. References to “agreements” mean all contracts, agreements, arrangements, commitments or understandings, oral or written, references to “including” mean “including without limitation”, references to “directors” or “board of directors” includes the equivalent governing body for any non-corporate entities and references to “shareholders” and “shares” includes the equivalent equity holders and equity interests for any non-corporate entity.

Certain items included in the following list may not exist or may be inapplicable to the Company. If that is the case with respect to any requested item, please advise accordingly by annotating as applicable. Please note that the following list may not be exclusive and, as due diligence proceeds, additional items may be requested.

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
1.	ORGANIZATIONAL			
1.1	Corporate structure chart showing all current and past subsidiaries, controlled affiliates, investments, joint ventures c., including (i) the nature and percentage of ownership, (ii) jurisdiction of formation, and (iii) a description of the role each entity plays in the operation of the Company’s business.			
1.2	Organizational documents (including charter and bylaws or any equivalent organizational document), including all amendments thereto.			
1.3	Minutes, resolutions and written consents of any board of directors, any committees thereof, and the securityholders of the Company, including, to the extent available, all material distributed to attendees of any meetings thereof.			
1.4	List of jurisdictions in which the Company is qualified to do business (including evidence thereof), has applied for qualification to do business or has an office or any employees or assets, or has delivered products or services in the last 5 years (including revenue generated in each such jurisdiction).			
1.5	Documents regarding any bankruptcy or insolvency proceeding, reorganization or recapitalization.			
1.6	List of active and inactive fictitious business names of the Company and related filings.			
2.	SECURITIES			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
2.1	A detailed capitalization table, including (i) all authorized, issued and outstanding shares and other securities of the company, organized by type, class and series, (ii) a list of all current and past shareholders, optionholders, warrant holders and other securityholders of the Company, (iii) price paid, date acquired and class, series and type of each share held, (iv) each option, warrant and other convertible security, and for each, the date acquired, the exercise price, the vesting schedules and vesting terms (including any acceleration), and the number, type and class of each security underlying such option, warrant or other security, and (v) whether any such shares are held in trust for a third party or subject to vote-pooling agreements.			
2.2	Copies of all equity plans, forms of awards used under the plans, and copies of all options and other awards granted under the plans (including but not limited to restricted stock units, restricted stock agreements and profits interests).			
2.3	Copies of agreements relating to: (i) purchase of equity (including warrant agreements); (ii) commitment to issue or sell shares or other securities (including promised but ungranted options to employees); (iii) repurchase, redemption or cancellation of shares; (iv) past issuance of shares; (v) voting of shares and registration rights; (vi) rights of pre-emption in shares, or tender obligations; (vii) restrictions on transfer of shares; (viii) warrants or other securities; (ix) assignment or transfer of shares; (x) participation rights / silent partnerships; and (xi) liens on shares.			
2.4	Private placement memoranda and offering documents utilized in connection with, and closing binders from, private placements of securities.			
2.5	All legal opinions given in connection with the offer or sale of any securities, including issuances of securities in mergers and acquisitions.			
2.6	Any other reports or communications with securityholders.			
2.7	Copies of Internal Revenue Code 409A valuation reports.			
2.8	Evidence of qualification or exemption under applicable federal (including Rule 701) and state blue sky laws for issuance and transfer of the Company's securities.			
2.9	Equity record books and ledgers and copies of all certificates evidencing such equity, if applicable.			
2.10	Schedule of any past, accrued or anticipated dividends, distributions or repurchases with respect to Company securities.			
2.11	Agreements that contain payment or vesting provisions that would accelerate or be triggered upon consummation of the contemplated transaction.			
2.12	Agreements between securityholders or with the Company relating to special dividend rights, anti-dilution rights, or buy-sell rights.			
3.	INDEBTEDNESS			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
3.1	Contracts and other documentation evidencing borrowings, whether secured or unsecured, by the Company, including loan and credit agreements, promissory notes, indentures, mortgages, capital leases, pledge agreements, security agreements, interest rate protection agreements and other evidences of indebtedness and all guarantees, and all amendments and waivers with respect thereto.			
3.2	Agreements and other documentation evidencing other financing arrangements, including sale and lease back arrangements, installment purchases, factoring agreements, etc.			
3.3	Agreements and other documentation evidencing obligations or liabilities as guarantor, surety, co-signer, endorser, maker, indemnitor, or otherwise in respect of the obligation of any other person or entity.			
3.4	Compliance reports submitted by the Company or its independent public accountants to lenders or other creditors during the past 5 years.			
3.5	All material correspondence with lenders, including all compliance reports submitted by the Company or its accountants.			
4.	AGREEMENTS			
4.1	List of, and agreements with, 15 largest suppliers, vendors, service providers and advertisers based on payables for [last three years] YTD.			
4.2	List of, and agreements with, 15 largest customers/clients by revenue, based on [last three years] YTD.			
4.3	List of, and agreements with, 15 largest resellers or partners by revenue, based on [last three years] YTD.			
4.4	General terms and conditions/standard forms of contract used in connection with purchases and sales.			
4.5	List of warranties and guarantees provided to customers.			
4.6	Material research and development agreements.			
4.7	Material outsourcing agreements.			
4.8	Agreements relating to capital expenditures.			
4.9	Agreements with any governmental authority or educational institution.			
4.10	Agreements relating to any mergers, acquisitions, consolidations, reorganizations, recapitalizations, etc. and all divestitures, dispositions, spin-offs, plant closings and other similar transactions or events.			
4.11	Agreements relating to any joint venture, joint development or similar arrangement or partnership.			
4.12	Agreements that provide for the indemnification of any person (including directors, officers and affiliates) by the company.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
4.13	Agreements relating to restrictions upon competition, solicitation of employees, suppliers or customers, transfers of assets, sale or issuance of equity, or pricing (e.g., MFN), requirements contracts, take or pay contracts, agreements including rights of first refusal/notice/offer or exclusivity provisions, and all agreements restricting ability of Company to engage in any type of business/operate in any geographic area.			
4.14	Agreements which contain provisions that grant (i) any person an option, a preferential right to purchase or a right of first refusal/offer/notice/negotiation relating to the Company, any securities of the Company, or all or any portion of the assets of the Company or (ii) the Company an option, a preferential right to purchase or a right of first refusal/offer/notice/negotiation relating to any other person, any securities of any other person, or all or any portion of the assets of any other person.			
4.15	Each "single source" or "sole source" supply agreement.			
4.16	Powers of attorney.			
4.17	Description of deposits or escrows.			
4.18	A schedule and description of all transactions (including any loans or guarantees), between the Company and, or by the Company on behalf of, any officer, director or significant shareholder or affiliate or member of the immediate family of any officer, director or significant shareholder of the Company or any corporation or other entity controlled by any officer, director or significant shareholder of the Company, and copies of all related agreements and documents.			
4.19	Agreements which require action to be taken or provide for legal or adverse consequences (e.g., breach, acceleration or loss of benefits, termination absent notice or consent) in connection with the Transaction.			
4.20	All other agreements material to the Company or its business or that were entered into outside the ordinary course of business.			
5.	ASSETS			
5.1	List of real property owned, leased or subleased by the Company, indicating whether such property is owned, leased or subleased (and if leased or subleased, the lessor/sublessor and lessee/sublessee thereof), together with any security interests or other encumbrances thereon.			
5.2	List of material personal property owned and all personal property leased by or leased from the Company, indicating whether such property is owned or leased by or from the Company (and if leased by the Company, the lessor thereof, and if leased from the Company, the lessee thereof), together with any security interests or other encumbrances thereon.			
5.3	Copies of all leases and security agreements referenced in 5.1 and 5.2 above, and any other agreements or options to purchase, lease, rent or sell any interest in real property or material personal property.			
5.4	List of any liens or encumbrances on any assets of the Company.			
6.	LABOR & EMPLOYMENT			
6.1	Copies of all current employment agreements to which the Company is party.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
6.2	"Change in control", severance, retirement, retention or transaction bonus agreements.			
6.3	Standard form of proprietary information and invention assignment agreements entered into with employees and dependent contractors/consultants, list of any current or former employees or independent contractors/consultants who have not entered into such agreements, and copies of any such agreements that deviate from the standard form or for which exceptions are carved out.			
6.4	Organizational chart indicating functions and reporting responsibilities of all employees. Separate organization chart of management by department and by legal entity.			
6.5	List of all current employees, including name, job title, employing entity, employment type (regular, term, temp), status (full-time, part-time, leave of absence), exempt/non-exempt status, pay type (salaried or hourly), compensation (annual salary or hourly rate, as applicable), bonus or commission potential, hire date, location, manager, and union status.			
6.6	Copies of all form(s) of offer letter, restrictive covenant agreement, arbitration/ADR agreement, wage deduction authorizations, background check authorizations, and other contracts or agreements the Company requires employees to execute in connection with their employment.			
6.7	All ongoing obligations to any retired or other former employees, including pursuant to any severance or other arrangements.			
6.8	A list of Company employees and independent contractors/consultants terminated in the past 2 years with date of termination, reason for termination, position, location, amount of severance paid (if any) and whether release signed; forms of release agreements with former employees and independent contractors/consultants; copies of all separation or termination agreements with former employees and independent contractors/consultants pursuant to which the Company has ongoing obligations.			
6.9	Summary of any outstanding loans to employees and related agreements.			
6.10	Personnel manuals and policies applicable to the Company employees, including policies regarding compensation philosophy, pay grades, vacation, severance, disability benefits, supplemental unemployment benefits, pre- and post-retirement health and medical benefits, transfer and other material personnel matters.			
6.11	Benefit Plan documents, including trust instruments, plan summaries, financial statements (for the past 2 years), annual reports, determination letters and applications for determination letters filed since the most recent determination letter as well as plan evaluations and actuarial evaluation reports for each of the following: (i) bonus plans, (ii) profit-sharing plans, (iii) equity option plans, (iv) deferred-compensation plans, (v) equity-participation plans, (vi) pension and retirement plans, (vii) equity bonus plans, (viii) phantom equity plans, (ix) severance pay plans, (x) health insurance, (xi) disability insurance, (xii) "cafeteria" plans, and (xiii) any other employee benefit plans.			
6.12	All collective bargaining agreements (including applicable side letters, MOAs, MOUs, etc.) and other contracts with any labor organization, works council or similar employee representative body to which the Company is party or by which it is bound (including labor peace/card check neutrality agreements, shutdown agreements, and the like).			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
6.13	List of and material documentation regarding all pending, threatened and recent (last three years) disputes, grievances, complaints, investigations and other proceedings involving employees or consultants/independent contractors relating to wages, hours, collective bargaining, unemployment compensation, worker's compensation, equal employment opportunity, age and disability discrimination, harassment, sexual harassment, retaliation, immigration control, employee classification, payment and withholding of taxes, continuation coverage with respect to group health plans and occupational safety and health matters.			
6.14	List of any other labor or employment-related disputes, grievances, arbitrations and litigation (e.g., labor strikes, slowdowns or stoppages; charges or complaints of unfair labor practices; etc.).			
6.15	A description of and material documentation regarding any (i) strikes, work stoppages, walkouts, lockouts, or other such labor disputes, and (ii) union organizing activities, against or involving the Company within the past five years.			
6.16	List of any notifications made with respect to any "reportable events" under Section 4043 of ERISA.			
6.17	Formal performance improvement plans for current employees.			
6.18	Copies of documents setting forth the terms of incentive compensation (including commission/bonus plans or agreements).			
6.19	List of independent contractors, and for each independent contractor please include a description of services provided, fee or payment arrangement (i.e., hourly, fee, project basis), location of services, average weekly work hours, notice requirement for termination, and any other material obligations; please also provide copies of all current agreements with independent contractors.			
6.20	Please provide written position descriptions for all exempt positions other than C-Suite and its direct reports.			
6.21	Please provide copies of all forms 1099 issued by the Company for the past three tax years.			
6.22	Please provide copies of all forms EEO-1 filed by the Company for the past three years.			
6.23	If applicable, please provide copies of all current affirmative action programs in place at the Company.			
6.24	Please provide copies of completed Forms I-9 for 25 randomly-selected employees.			
6.25	Please provide copies of same wage statements for (i) three randomly-selected nonexempt employees (including at least one from California, if applicable) and (ii) two randomly-selected exempt employees (including at least one from California, if applicable).			
6.26	If unionized, please provide copies of grievance logs for each bargaining unit for the past three years.			
6.27	Copies of all agreements with professional employer organization(s), staffing agreements, employee leasing agreements, and other written arrangements pursuant to which the Company obtains the services of contingent workers (including any form of volunteer/intern agreement).			
7.	INTELLECTUAL PROPERTY			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
7.1	List of all products currently or previously manufactured, distributed, licensed, supplied or sold by the Company and all products currently under development by the Company, and a list of all third party software programs, hardware and hardware components, technologies, drivers, interfaces and code modules and their respective version numbers, which are integrated, bundled or distributed with the Company's products (listed by version number of the products).			
7.2	Copy of the Company's product and technology roadmap, if applicable.			
7.3	A schedule of all intellectual property that is owned by the Company, including all U.S. and non-U.S. patents, patent applications, registered and unregistered copyrights, trademarks, domain names, slogans, logos or service marks. For all entries, include expiration dates (if applicable), jurisdiction of filing or registration, status (including the payment of any maintenance fees), applicable serial, patent or registration numbers, and applicable filing, issue or registration dates. Also, any copies of all records or documentation relating to the Company's patent maintenance, and any legal opinions related to infringement, non-infringement or validity of any patent.			
7.4	Documentation evidencing or relating to the intellectual property referred to in 7.3, including patents and patent applications, registered copyrights, trademarks, etc.			
7.5	Agreements for licensing of intellectual property to third parties (including without limitation any cross licenses, patent, copyright or trademark licenses, agreements related to publicly available third-party licenses (such as GNU licenses), licenses to any educational institution or government agency, and forms of end-user agreements, and any royalty arrangements related to the foregoing).			
7.6	Agreements for licensing of intellectual property from third parties, including each maintenance agreement therefor (including without limitation any patent, copyright or trademark licenses, publicly available third-party licenses, and licenses from any educational institution or government agency, and any royalty arrangement related to the foregoing) and copies of any letters from third parties inviting the Company to license patents.			
7.7	List of all public domain, open source, copyleft or community source code materials used or planned to be used by the Company, including, but not limited to, those included, contained or incorporated in or that are linked to or called by any product; for example, any libraries or code licensed under the GNU General Public License, GNU Lesser General Public License, Berkeley Software Distribution License, MIT License, an Apache License, or similar license arrangement.			
7.8	List and summary descriptions of all third parties that have been provided with the source code or have a right to be provided with the source code (including any such right that may arise after the occurrence of any specified event or circumstance, either with or without the giving of notice or passage of time or both) for any products.			
7.9	If the development of any product has been funded by third parties, including government or academic funds, identify and provide copies of any relevant documents.			
7.10	Correspondence or reports regarding actual or threatened claims or potential claims or notifications of infringement by the Company or their customers of, or any other disputes or controversies with respect to, the intellectual property rights of others.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
7.11	Correspondence or reports regarding actual or threatened infringement by any other parties of, or any other disputes or controversies with respect to, the Company's intellectual property rights.			
7.12	List of material databases and data collections used or controlled by the Company.			
7.13	Agreements with independent firms, consultants, or contractors for product research and development.			
7.14	Any other confidentiality, non-disclosure, non-competition, work-for-hire and invention and copyright assignment agreements to which the Company, its employees or consultants are parties.			
7.15	Copies of all documentation governing the ownership of the Company's intellectual property to the extent not already provided.			
7.16	Documents or agreements relating to any purchases or other acquisitions of intellectual property by the Company, including documentation of all assignments or transfers of rights by the founders and predecessors of the Company.			
7.17	Name of the law firm(s) that handle patent, trademark, copyright or other intellectual property matters for the company and a contact person at such law firm(s).			
8.	LITIGATION AND SIMILAR PROCEEDINGS			
8.1	List of prior, pending or threatened litigation, proceedings, or claims involving the Company or its assets, or any principal securityholder, officer or director in their capacity as such, and all material documents related thereto, including settlement agreements.			
8.2	Correspondence, reports, notices or other documents relating to any violation or infringement or alleged violation or infringement by the Company of any applicable law or regulation (federal, state, local or foreign) or with respect to any dispute with any governmental authority.			
8.3	Consent decrees, judgments, other decrees or orders, settlement agreements and other agreements not otherwise referred to in this request list to which the Company is a party or is bound, requiring or prohibiting any future activities.			
8.4	Documentation relating to compliance with health, safety and civil rights laws by the Company.			
8.5	All audit response letters from the Company's attorneys to the independent public accountants regarding litigation in which the Company is or may be involved.			
8.6	Description of any whistleblower complaints, instances or allegations of fraud, or similar matters and all related documentation.			
9.	ENVIRONMENTAL			
9.1	A schedule of all permits required under applicable environmental protection laws for the operation of the business of the Company, and copies of all such permits currently held.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
9.2	Information concerning compliance by the Company under applicable environmental protection laws and any notices of violation thereof.			
9.3	A schedule and copies of all material documentation with respect to any claims pending, or to the knowledge of the Company threatened, against the Company alleging a violation of, or any liability (including liability for indemnity or contribution) under applicable environmental protection laws or the common law relating to hazardous substances; and identification of any such claims resolved within the past 5 years.			
9.4	Information concerning the use, storage, transportation, generation, treatment or disposal of hazardous substances, hazardous wastes and/or solid wastes in connection with the business or operations of the Company, and copies of any communications with governmental agencies with respect thereto.			
9.5	Environmental audit or inspection reports (including any Phase I or Phase II environmental assessments) in the possession, custody or control of the Company, whether performed by the Company or by any other person, concerning property or facilities at any time owned, leased or operated by the Company.			
9.6	A schedule of all sites currently or at any time in the past used by the Company for waste disposal, recycling or fuel storage.			
9.7	Information concerning any remedial investigations, feasibility studies, or remedial or corrective actions conducted by the Company with respect to environmental contamination or pollution, and copies of material documents with respect thereto, including reports regarding discharges to surface or groundwater or air emissions.			
9.8	Summary of all OSHA inquiries (if any).			
9.9	Any material information regarding any environmental, health or safety issues not otherwise provided in response to the items above.			
10.	INSURANCE			
10.1	List of all insurance contracts to which Company is a party indicating the insurance company, the risks covered and the insured amount as well as the premiums (including premiums due but not yet paid) and copies of the insurance contracts; information as to whether Company complies with the provisions of such contracts, and whether coverage is impaired.			
10.2	History of insurance claims, with details of any pending claims or incidents which arise in claims.			
11.	FOREIGN OPERATIONS			
11.1	List of all countries where the Company is doing business and in which the Company is qualified to do business.			
11.2	Description of business activities carried out in each of the countries listed in Sections 11.1.			
12.	ANTI-CORRUPTION			
12.1	Does the company have FCPA or anti-bribery compliance policies and procedures? If so, please provide copies.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
12.2	Does the company have FCPA or anti-bribery compliance training materials? If so, please provide copies.			
12.3	Does the company do anything to ensure compliance with the UK Bribery Act, to the extent it applies? If so, please explain.			
12.4	Has the company (a) supplied any goods or services to, or (b) sought to obtain registrations, licenses, or other regulatory approvals or action from, non-US government entities (including state-owned commercial enterprises) over the last five years? If so, please list all consultants and other intermediaries engaged to perform sales or services to government entities to render services in connection with registration, licensing, permits or approvals from government agencies.			
12.5	Is there any company approval process, standard diligence, or checklist for engaging intermediaries? If so, please provide a copy.			
12.6	Have any payments, gifts, hospitality (meals, lodging, travel) provided to any government official or candidate for political office over the past five years? If so, please describe in detail.			
12.7	Have any contributions or donations made by the company to any political parties, candidates for political office, or government agencies over the last five years. If so, please describe in detail.			
12.8	Has the company ever obtained a legal opinion or legal guidance relating to the FCPA or anti-corruption matters? If so, please provide.			
13.	EXPORT AND DEVELOPMENT ACTIVITY; EXPORT COMPLIANCE AND PROCEDURES			
13.1	How many and what percentage of customers are located outside the US? Please list the countries.			
13.2	Does the company export any products, software (via download or otherwise, including mobile applications), or technology from the United States?			
13.3	<p>For each item identified above, please state:</p> <ul style="list-style-type: none"> ▪ the Export Control Classification Number (ECCN) or ITAR U.S. Munitions List Category; ▪ the date on which this was determined; and ▪ how it was determined, whether by self-classification or official agency classification, providing copies of associated documents. 			
13.4	Do company products perform cryptography or contain parts/components capable of information security functions (encryption, decryption, key management, authentication, copy protection, anti-virus protection), even if only by reliance upon calls to third-party / open source encryption?			
	a. If so, has the company obtained an Encryption Registration Number, filed Classification Requests, or submitted any required reporting to BIS? Provide copies of such documents.			
	b. If applicable, what sections of License Exception ENC (15 C.F.R. Part 740) authorize export?			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
	c. Has the Company ever exported source code?			
13.5	Please describe any export of services (including customer service or a SaaS service from a U.S.-hosted cloud server).			
13.6	Does the company employ foreign nationals? If so, of what countries, employed in what capacities?			
13.7	Does the company employ any IP-blocking/geolocation measures in connection with any services? Please describe.			
13.8	Does the company have any branch offices/subsidiaries outside the United States? Please explain what they do.			
13.9	Has the company had transactions or dealings, direct or indirect, with persons or entities in Cuba, Iran, North Korea, Sudan, Syria, Venezuela, the Crimea region of Ukraine, the so-called Donetsk People’s Republic or Luhansk People’s Republic regions of Ukraine, or with the governments of these countries/regions?			
13.10	Has the company ever engaged in any direct or indirect transaction (including free) with any person/entity on the:			
	a. OFAC Specially Designated Nationals and Consolidated Sanctions List?			
	b. BIS Denied Persons (if exportation of an item)?			
	c. BIS Entity List (if exportation of an item)?			
	d. BIS Unverified List (if exportation of an item)?			
13.11	Please describe in detail any company interactions with China (including Hong Kong), Russia, Belarus, and Ukraine.			
13.12	How has the Company addressed recent export controls and sanctions targeting Russia, Belarus, and Ukraine? Does the company expect changes with respect to its business operations or compliance efforts?			
13.13	Please describe in detail how the company ensures compliance with the country- and list-based export and sanctions obligations discussed above.			
13.14	Has the company entered any contracts with or sold to any US government agency? What agencies?			
13.15	Has the company ever provided ITAR “defense services” or engaged in “brokering”? If so, please describe and explain the company’s registration status under the ITAR.			
13.16	Does the company have any military customers? If so, please identify them and what you sell to them.			
13.17	Was the development of any of the company’s items funded by any government? Provide details.			
13.18	Has the company engaged, or will it engage, in any supply chain or other transaction involving information and communications technology or services supplied by a person/entity owned by, controlled by, domiciled in, or otherwise subject to the jurisdiction or direction of: China (including Hong Kong), Russia, or Venezuela, or nationals of these countries? If so, please describe.			
13.19	Does the company have written export controls / sanctions compliance policies and procedures? Provide copies.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
13.20	Do employees participate in training about U.S. export controls / sanctions? Please provide training materials.			
13.21	Does the company use resellers / distributors? If so, how does the company ensure compliance with U.S. export / sanctions laws in this context?			
13.22	Has the company merged with, or acquired the equity or assets of, any other company in the past five years? What company/ies?			
13.23	Has the company ever relied upon an OFAC general or specific license or exemption, a BIS license or license exception, or an ITAR license or other authorization? Please identify all such instances with particularity.			
13.24	Has the company ever engaged in the manufacture or export of defense articles or defense services at any time that it did not hold a valid ITAR registration?			
14.	ANTI-BOYCOTT			
14.1	Does the company do business with any of the following countries: Algeria, Indonesia, Kuwait, Malaysia, Oman, Saudi Arabia, Tunisia, Bahrain, Iran, Lebanon, Mauritania, Pakistan, Sudan, Yemen, Brunei, Bangladesh, Iraq, Libya, Nigeria, Qatar, Syria, Gabon, or United Arab Emirates (including Dubai and Abu Dhabi)?			
14.2	Has the company ever received a boycotting request as defined in 15 C.F.R. Part 760? If so, how was it handled?			
15.	SECURITY CLEARANCES & NISPOM			
15.1	Does the company hold, has it held, or has it applied for a facility security clearance? If so, provide complete details			
15.2	Do any company employees hold a security clearance?			
16.	INTERNAL AND GOVERNMENT INVESTIGATIONS; VIOLATIONS			
16.1	Have there ever been violations, voluntary self-disclosures, investigations, government inquiries, allegations, or enforcement actions by, against, or involving the company relating to any anti-corruption, export control, export compliance, security clearance, or anti-boycott matter? If so, please describe in detail.			
16.2	If the company has consulted outside counsel on any anticorruption, export control, export compliance, security clearance, or anti-boycott topic, please identify the counsel and topic.			
17.	GOVERNMENTAL REGULATIONS AND FILINGS			
17.1	Copies of all regulatory compliance policies and procedures.			
17.2	List of all permits, licenses, registrations and other authorizations required for the operation of the business from governmental entities, self-regulatory entities or other industry groups, copies of each such document, and a listing of renewal schedules for each such permit, etc.			
17.3	Any material reports to and correspondence with any governmental authority.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
17.4	Copies of agreements relating to, and information regarding, the Company's performance of services or delivery of a product, pursuant to a grant, lease or agreement with any governmental authority.			
17.5	Information regarding whether the Company holds any classified agreements with any government and/or was required to obtain and hold federal personnel or facility clearances.			
17.6	Description and copies of any U.S. classified information or documents evidencing that Company is controlled by persons other than U.S. citizens.			
17.7	Information regarding and documents evidencing the Company's participation in any agreement that required the company to comply with the Federal Acquisition Regulations.			
18.	PRIVACY AND DATA SECURITY			
18.1	List all categories of personal data the Company collects, uses, or processes, and identify whether such information relates to employees, customers, suppliers, or consumers. As used herein, personal data means all information that may be reasonably linked to a natural person or a natural person's device, including name, contact information, government identification number, IP address, unique device identifier (e.g., device serial number), usage data, or any other categories of data that are considered personal information, personally identifiable information, personal data, or the like under applicable law.			
18.2	Describe any data security breach events, network security events, or losses or thefts of information experienced by company, including any instances in which Company knows or reasonably suspects that personal data may have been accessed, used or disclosed without authorization.			
18.3	Provide any internal policies, guidance, or training provided to Company employees regarding use of Company computer networks and equipment and protection of the privacy and security of information.			
18.4	Describe any events in which the Company has experienced any significant outages or had to rebuild its systems, in whole or in part, due to virus outbreak, security breach, or malware infestation.			
18.5	Provide copies of all reports from all data security risk assessments, audits, and/or penetration testing.			
18.6	Please provide a description and copies of all current and prior policies, directives, rules, procedures, and other documents relating to privacy, data protection, information security, and the treatment of personal data including those to support compliance with personal data processing legislation contained in Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (GDPR).			
18.7	If the Company processes payment card data, describe and provide copies of the Company's policies, procedures, and processes for complying with the Payment Card Industry-Data Security Standards.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
18.8	Provide any external audit reports or standard evaluations regarding the integrity of the Company's systems/network controls (e.g., SAS70, ISO27001 certification, SOC II, third-party reports from data security risk assessments, audits and/or penetration testing) for the past 5 years and any documents certifying or stating that Company meets any legal, regulatory, or industry security standards, including but not limited to those in GDPR, HIPAA, FERPA, and the Gramm Leach Bliley Act, and those issued by the North American Electric Reliability Corporation. To the extent that any such report has identified any deficiencies in the Company's controls, please disclose the status of efforts to remediate such deficiencies.			
18.9	Provide copies of all Data Protection Authority registrations, notifications and/or authorizations, including documentation that the Company is certified under the U.S.-E.U. or U.S. Switzerland Privacy Shield and reflecting the Company's compliance with the Privacy Shield principles.			
18.10	Provide copies of all current or prior notices to individuals provided by the Company to employees, customers or consumers relating to privacy or data security.			
18.11	Describe any use of data listed in 15.1 that is in identifiable form. Additionally, describe under what circumstances you share identifiable data with third parties, the identity of such third parties, and what limits are put on such sharing with third parties.			
18.12	Describe any use of data listed in 15.1 in de-identified, aggregate or anonymous form, including for improvement of the company's products, research or any other purpose.			
18.13	Please identify all third parties (including service providers, vendors, subcontractors, etc.) that process or have access to personal data on behalf of the Company and provide copies of the Company's agreements with all such third parties, including, where applicable, any data processing addenda. Please provide any copies of any assessment forms used when conducting pre-contractual due diligence of any such service providers.			
18.14	Describe the Company's direct marketing practices, including whether the Company engages in email, SMS, or telemarketing campaigns.			
18.15	Provide information regarding any online tracking technologies used by the Company to track individuals for the purpose of online behavioral advertising, retargeting, content personalization, content delivery through methods such as cookies, beacons/tags, JavaScript, local storage, browser fingerprinting, or other similar means.			
18.16	Provide any policies relating to the handling, storage and use of employee data, including any employee privacy policy.			
18.17	Please provide copies of any cyber-liability or related insurance coverage in place at the Company.			
18.18	Describe the Company's efforts to comply with its obligations under the GDPR and the California Consumer Privacy Act.			
19.	FINANCIAL INFORMATION			
19.1	Financial statements of the Company for the last three fiscal years, and unaudited financial statements for all interim periods if available.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
19.2	Detailed P&L and cashflow forecasts for current and next 2 years including detailed calculations and assumptions.			
19.3	3 years of historical and 2 years of forecast bookings waterfall by type (new, expansion, downsell, churn, etc.).			
19.4	Detailed monthly trial balances for the last 2 fiscal years and year-to-date.			
19.5	All material correspondence with independent accountants, including management letters.			
19.6	Document processes for Deferred Revenue, including: (i) Identification, (ii) Release, (iii) Recording, (iv) Tracking, and (v) Balance.			
19.7	Backlog information trended for trailing 12 months; by product and customer.			
19.8	List of all short-term-, medium-term and long-term liabilities of Company indicating debtor, creditor, amount, interest rate and due date including factoring, leasing, tenancy, sale- and lease-back-transactions, loans and lines of credit.			
19.9	Factoring agreements, working capital, financing, cash management including lock boxes, deposit accounts, disbursement accounts and others.			
19.10	Detailed schedule of accounts payable aged as of the last two fiscal year ends and most recent month end.			
19.11	Detailed schedules of any other accrued payables, liabilities, off-balance sheet items, litigations and contingent commitments as of last two fiscal year ends and most recent month end.			
19.12	Accounts receivable summary detailing account balances, aging and reserves.			
19.13	Summary of the bad debts reserve, actual write offs, and provisions, for last three years.			
19.14	Description of inventory practices including costing methods, frequency with which time and costing standards are revised, information as to the degree they are generally met, standards for obsolescence, excess and defect material write-down, frequency of physical inventories, and procedures to assure inventory stays in balance, including a schedule of current inventory type, amount, condition, and location and a measure of inventory usage for the previous 12 months including returned goods reports.			
19.15	Copies of any documented accounting policies, accounting procedures used, product pricing policy, credit policies and terms, projections prepared for any financing, acquisition or business planning.			
19.16	Selling, General, and Administrative (SG&A) expense analysis and overhead analysis.			
19.17	List of bank accounts of the Company and authorized signatories for such accounts.			
19.18	Information regarding subsidies, investment grants, tax privileges and other privileges.			
19.19	Sales pipeline by customer, amount, likelihood and timing.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
19.20	<p>Complete Monthly/Quarterly transaction data extracted from the ERP / sales module / customer master in a non-summarized, delimited "flat-file" to perform a detailed analysis of revenue on a cash/billings basis. The flat-file should include the following:</p> <ul style="list-style-type: none"> a) Transaction amount b) Transaction date c) TB account mapping d) Invoice number, if applicable e) Product mapping, type, and tier if applicable f) End Customer g) Distributor / Channel Partner, if applicable h) Contract start/end date, if applicable i) Currency and amount in local currency j) Pricing metrics (volume indicator (seats/users/tokens) for pricing), if applicable k) Credit memo description, if applicable l) Indicate if this invoice relates to a New or Recurring / Renewal customer/contract, if applicable m) Location - Country / State n) Billing frequency o) Indicator for upsell / downgrades <p>If above transaction register is not available, please provide complete detail of monthly billings (i.e. invoice or "cash" billings rather than recorded revenue) by customer code, product name/category and by type (i.e. license, maintenance, subscription, professional services & application services) from January 2017 through the latest available month. This should include fields noted above as applicable.</p>			
20.	TAXES			
20.1	Copies of U.S. and foreign corporate income and trade tax returns of the Company (including its predecessors) for the last 7 years (in every case including the respective tax balance sheets).			
20.2	Copies of or statements of all tax elections filed with the relevant tax authorities, and copies of all consents, agreements and waivers, other than as attached to tax returns filed for any open year.			
20.3	A detailed schedule of all tax free transactions and transactions not carried out at fair market value within the last 7 years not listed on the Company's tax returns.			
20.4	Summary of any carryforwards, including loss carryforwards, interest carryforwards, NOLs, GBCs, FTCs, capital losses, credits or charitable contributions, both regular and AMT, if applicable.			
20.5	A description of transfer pricing methodologies.			
20.6	Copies of written tax-sharing/allocation agreements or summary of such agreements if unwritten.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
20.7	All tax opinions received from attorneys, accountants or other specialists for the past 7 years.			
20.8	Copies of written tax rulings in effect or that were in effect at any time during an open year.			
20.9	Copies of tax clearance certificates for any taxes.			
20.10	A detailed schedule of all agreements concluded between the Company and its direct or indirect shareholders or related parties to such direct or indirect shareholders including a description of the services rendered or supplies effected under each agreement and the consideration paid for these services or supplies; the schedule should also comprise services rendered and supplies effected for which no particular agreement has been concluded.			
20.11	List of any domestic or foreign governmental entities that have conducted or are conducting or have indicated their intention to conduct an examination or audit. Also, any tax issues that have been raised by any such entities that have not yet been formally reported.			
20.12	Copies of the respective latest tax audit report for corporate income tax, trade tax, payroll tax, VAT, withholding tax, property tax, real estate transfer tax, social security contributions, customs and any other tax, as well as descriptions of any pending tax litigation or administrative appeals or hearings.			
20.13	Listing & history of all tax examinations, determinations and assessments during the past 7 years or in progress including corporate income, trade, withholding, excise, payroll, gross receipts, property and VAT).			
20.14	A description of any changes in accounting methods for the last four years, including a rollout of Section 481 adjustments and copies of any requests to change accounting methods and periods (Form 3115, Application for Change in Accounting Method) and any notices from the IRS or other correspondence related thereto of the Company.			
20.15	All information related to any audit of any return or report filed by or on behalf of the Company for the last 7 fiscal years or related to any pending audits or administrative or judicial disputes relating to taxes for any open periods.			
20.16	Agreements which waive or extend the period for assessment or collection of any federal, state, local, foreign, or other taxes.			
20.17	All correspondence with any tax authorities including audits, revenue agents' reports and notices of proposed or final adjustments to the Company's tax liabilities for the past 7 years.			
20.18	Any determination letters from any tax authority received in the last 5 years.			
20.19	A detailed schedule of all tax liens against the Company's assets.			
20.20	Copies of all VAT and payroll tax self-assessments and annual returns, if applicable.			
20.21	Copies of all property tax returns and status of any property tax examinations in progress.			

NO.	ITEM DESCRIPTION	PROVIDED	TO BE PROVIDED	N/A
20.22	List of (i) locations from which the Company accepts orders or does business, (ii) locations where the Company has offices and/or employees located and a description of the functions of the employees located at those locations and which legal entity employs them, and (iii) states/countries where property is owned or leased (including inventory on consignment or stored at a public warehouse and data center assets).			
20.23	Copies of all franchise tax returns and status of any franchise tax examinations in progress.			
20.24	Copies of the last 3 returns filed for all jurisdictions where the Company is required to file any sales, use, gross receipts, business and occupation or similar tax returns.			
20.25	Copies of all withholding tax returns / self-assessments.			
20.26	A detailed schedule of all services received from outside of the U.S. including a description of the services and the consideration paid for these services.			
20.27	Copies of tax provision workpapers and memos supporting calculation and risks.			
20.28	Information relating to any changes in accounting methods or principles during the past 3 years.			
20.29	A detailed schedule of all tax liabilities, including loss contingencies and uncertain tax positions.			
20.30	A detailed schedule of the tax basis of all assets, its accumulated depreciation and the depreciation method used.			