



DATA ROOM: EXAMPLE FILING STRUCTURE AND DOCUMENTS TO INCLUDE



1. Corporate Records and Constitutional Documents

- i. All minutes of directors' and shareholders' meetings, and all written consents of directors and shareholders.
- ii. Certificate of Incorporation.
- iii. Articles of Association.
- iv. Current Shareholders / Investment Agreements.
- v. Similar information for the Company's subsidiaries, if any.
- vi. A corporate entity organizational chart, if there are any parents or subsidiaries.
- vii. Register of Members and Cap Table.



2. Business Plan and Financials

- i. Current business plan and any financial projections.
- ii. Most recent financial statements.



3. Intellectual Property

- i. A list of the Company's trademarks, patents, copyrights and domain names (or any applications therefore) including documentation of filing or registration with the appropriate entities.
- ii. If any of the foregoing were assigned to the Company, please provide documentation of the assignment.



4. Material Agreements

- i. The Company's standard terms of service / terms of use for its customers.
- ii. Any contracts or proposed transactions to which the Company is a party or by which it is bound which involve obligations of, or payments to, the Company in excess of £20,000.
- iii. Any property leases or licences.
- iv. Any documents evidencing indebtedness for money borrowed or any other liabilities incurred by the Company.
- v. Any documents evidencing any mortgages, liens and loans with respect to the Company's property or assets.
- vi. Any documents evidencing any loans or advances made by the Company.
- vii. Any licenses or agreements of any kind with respect to the Company's or others' patent, copyright, trade secret or other proprietary rights, proprietary information or technology, including employee confidentiality and proprietary information agreements.
- viii. Any insurance policies held by the Company or of which the Company is a beneficiary and a summary of such policies, if available.
- ix. Any judgment, order, writ or decree by which the Company is bound or to which it is a party.

- x. Any standard forms of agreements used by the Company.
- xi. Any joint venture and partnership agreements.
- xii. Any management, service and marketing agreements.
- xiii. Any confidentiality and non-disclosure agreements.
- xiv. Any agreements requiring consents or approvals in connection with the financing.
- xv. Any consulting contracts.
- xvi. Any other agreements material to the business of the Company, or outside the ordinary course of business.
- xvii. A list of officers and directors. If any directors have any other responsibilities as an employee outside of the Company these should be noted on the list.



5. Disputes and Potential Litigation

- i. Any correspondence or documents relating to any pending or threatened action, or proceeding or investigation, including, without limitation: (a) those involving the Company's employees in connection with their prior or present employment or use of technology; and (b) those being conducted by or before any governmental entity or regulatory agency.
- ii. Any correspondence or documents relating to allegations of the Company's infringement on the proprietary rights of others.
- iii. Any correspondence or documents relating to any employment agreements or actions, union representation, or strike or other employment dispute.



6. Employees and ESOP

- i. A list of the Company's employees and consultants, including title, base salary, target bonus (if applicable), commission plan (if applicable) and classification (including, if an employee, whether the employee is exempt or non exempt) and country of residence (if outside UK).
- ii. The Company's standard outline of offer letter.

- iii. Any agreements, understandings or proposed transactions between the Company and any of its officers, directors, affiliates, or any affiliate thereof, including without limitation, employment agreements and offer letters with severance benefits or vesting acceleration provisions.
- iv. Any plans, agreements or arrangements that provide benefits upon a change in control.
- v. Any severance or deferred compensation plans (including any salary deferral agreements, whether written or oral, with employees or consultants).
- vi. Any employee benefit plans, including, without limitation, employee share plans, pension plans and if applicable insurance plans.
- vii. Any forms of agreements used in connection with any stock option plans (such as a form of option agreement, notice of exercise and restricted stock purchase agreement).
- viii. Any documents associated with the Company's Pension Scheme and relevant agreements with employees.
- ix. All documents or other information relating to any loans made by the Company to its employees, directors or consultants.
- x. The Company's employee handbook.
- xi. If the Company has any employees based outside of the UK, separately list (by country) all benefits provided to non-UK based employees.

Get expert legal advice on due diligence and setting up a data room

At Seven Legal we work with start-ups and Founders of high-growth ventures. We have supported clients through the due diligence process with stage-specific legal advice tailored to start-up ventures.

For a no-obligation discussion to discover how we could help your business, please contact us today at contact@sevenlegal.co.uk.

The above hierarchy structure for a data room was created based on Y Combinator's guide. Check out their guide [here](#).