

# DUE DILIGENCE QUESTIONNAIRE

## Purchase



**[PROPERTY] (the "Property")**  
**[PURCHASER] (the "Purchaser")**  
**[SELLER] (the "Seller")**

### Introduction:

- A. The purpose of this Questionnaire is to identify, at the outset, the information which we/our clients normally require to enable us to conduct the customary due diligence exercise quickly.
- B. Much of the information sought will be known to the Seller but may not be readily available from other sources.
- C. Please pass a copy of this Questionnaire to the Seller (and appropriate advisers - e.g. Accountants, Surveyors) for their input.
- D. All replies given to this Questionnaire shall be treated as being prefaced by the words "So far as the Seller is aware".
- E. This Questionnaire and the Seller's Replies are not intended to form part of any missives/contract to follow hereon save where/to the extent they are expressly incorporated in any missives/contract to follow hereon.
- F. Reference in this Questionnaire to the Property includes reference to each and every part of it.
- G. Replies should specify the Question number in this Questionnaire. If you are using an electronic version of this Questionnaire the replies can be typed in the box below the typed Question.  
  
The F11 keystroke should be used to move from Reply box to Reply box. This will highlight any text already inserted, which will be removed automatically once the date and Reply are inserted.
- H. In giving Replies the Seller will have to keep in mind the need to satisfy the requirements of the Data Protection Act 1998 in regard to personal data.

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<b>Purchaser's Solicitors:</b>	<b>Seller's Solicitors:</b>
<b>Reference:</b> <b>E-Mail:</b> <b>Tel. No:</b> <b>Address:</b> <b>DX/LP No:</b>	<b>Reference:</b> <b>E-Mail:</b> <b>Tel. No:</b> <b>Address:</b> <b>DX/LP No:</b>

Version 4  
 January 2005



1 **TITLE**

	<b>Please provide:</b>	<b>Date Sent:</b>
1.1	Full prescriptive progress of titles with writs referred to for burdens and description and a minimum 40 year Property Search or if Property is registered the Land Certificate	<i>[Insert Date]</i>
1.2	A certified true copy of all notices given/received under the Abolition of Feudal Tenure Etc (Scotland) Act 2000 and the Title Conditions (Scotland) Act 2003	<i>[Insert Date]</i>
1.3	Draft memos/Form 10/12 for searches in Property, Personal and Company Registers	<i>[Insert Date]</i>
1.4	Draft letter of obligation	<i>[Insert Date]</i>
1.5	If the purchase will induce first registration please provide draft instruction for P16 Report	<i>[Insert Date]</i>
1.6	An appropriate plan for annexation to the disposition if either this is a sale of part or if this is a sale of unregistered land and the prior titles do not contain plans which will be acceptable to the Keeper	<i>[Insert Date]</i>

1.7 Are there any subsisting breaches of any title conditions or any disputes or claims affecting such conditions or the title to the Property. If so, please provide details:-

<b>Replies:</b> <i>[Insert Date and Comment]</i>
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1.9 Please provide details of :-

1.9.1 any rights exercised by the Seller over adjoining premises if not disclosed in the title deeds; and

1.9.2 any rights (or purported rights) exercised over the Property if not disclosed in the title deeds.

<b>Replies:</b> <i>[Insert Date and Comment]</i>
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2 **COMMUNITY RIGHT TO BUY**

If the Property or any part of it is registrable land for the purposes of Part 2 of the Land Reform (Scotland) Act 2003 please provide a search in the Register of Community Interest in Land from the date of creation of the Register to date confirming that there is no community right to buy.

**Replies:** *[Insert Date and Comment]*

**3 MOVEABLES**

3.1 Please provide details of :-

3.2 any plant, fixtures, fittings, signage etc which the Seller intends to remove from the Property; and

**Replies:** *[Insert Date and Comment]*

3.2.1 any floor coverings or other moveables which will be left in the Property with confirmation that they belong to the Seller free of any claims by any other party.

**Replies:** *[Insert Date and Comment]*

**4 PUBLIC UTILITIES**

4.1 Please complete the following table in respect of utilities and services connected to or serving the Property and please supply a copy of any service/supply contracts held by the Seller:-

Utility	Connected to Property?	Copy supply contract sent?	Supplier's name and address
Electricity			
Gas			
Water			
Telephone			
Cable/satellite			
Other (please specify)			

4.2 Please mark on a suitable plan the connection point with each of the public utility systems. If the route which the connecting media takes crosses any land outwith the Property or an adopted highway please supply a copy of the agreements authorising the use of this route.

**Date plan and copy documents sent:** *[Insert Date]*

4.3 Is the water supply metered?

**Replies:** *[Insert Date and Comment]*

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5 **POST CODE**

Please give the post code(s) for the Property.

<i>Replies: [Insert Date and Comment]</i>
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6 **PLANNING etc**

6.1 In relation to the current and authorised use of the Property and all works on it please provide:-

	<b>Item:</b>	<b>Date Sent:</b>
6.1.1	Original planning permissions and docquetted plans	<i>[Insert Date]</i>
6.1.2	Original building warrants and completion certificates or notices of acceptance of completion certificates as appropriate with docquetted plans	<i>[Insert Date]</i>
6.1.3	Original road construction consents and plans	<i>[Insert Date]</i>
6.1.4	Letter from the planning authority confirming that the planning conditions have been satisfied	<i>[Insert Date]</i>
6.1.5	Applications for and consents granted for advertisements, signage or identification boards	<i>[Insert Date]</i>
6.1.6	If available in connection with works carried out within last 5 years please provide a copy of the application in respect of the above matters and all amending letters	<i>[Insert Date]</i>

6.2 If not covered by the above, please exhibit evidence substantiating current authorised planning use.

**Replies:** *[Insert Date and Comment]*

6.3 Are there any subsisting breaches of Planning Law affecting the Property or, in the context of Planning Law, any actual or threatened claims/enforcement action? If so please provide details.

**Replies:** *[Insert Date and Comment]*

6.4 Please confirm that Property is not affected by any Planning Agreement under Section 75 of the Town and Country Planning (Scotland) Act 1997 (or the 1972 Act equivalent).

**Replies:** *[Insert Date and Comment]*

6.5 Please confirm location of CDM file for the Property, that it is complete and up to date, that it can be inspected on behalf of the Purchaser.

**Replies:** *[Insert Date and Comment]*

## 7 FIRE CERTIFICATION

7.1 Please exhibit either current Fire Certificate or written confirmation from the Firemaster that:-

- (a) the Property complies with all relevant fire requirements and
- (b) there is no need for a Fire Certificate.

**Replies:** *[Insert Date and Comment]*

7.2 What is the present means of escape from the Property in case of emergency? If the route crosses any land outwith the Property or an adopted highway, please supply a copy of all agreements authorising that means of escape and confirm that there are no outstanding breaches or disputes relating to it.

**Replies:** *[Insert Date and Comment]*

## 8 PROPERTY ENQUIRIES

Please provide:	Date Sent:
8.1 Local Authority Property Enquiry Certificate including road and water enquiries (the Roads Report to include a coloured plan illustrating the extent of	<i>[Insert Date]</i>

Please provide:	Date Sent:
the adopted road, i.e. does it include verges, extent of adopted pavement and any turnings into the Property from the road)	
8.2 Coal Authority Report if required in accordance with the Law Society Guidance Notes	[Insert Date]

9 **COMPLIANCE WITH STATUTE**

Are there any subsisting breaches of any statutory requirements affecting the Property or its current use(s) including without limitation Building Control and Licensing requirements or, in the context of any such requirements, any actual or threatened claims/enforcement action? If so, please provide details.

**Replies:** [Insert Date and Comment]

10 **REPORTS etc**

Please provide a copy of all Site Investigation Reports, Environmental Reports etc obtained by the Seller in respect of *inter alia* the Property.

**Replies:** [Insert Date and Comment]

11 **WORKS/ALTERATIONS etc**

11.1 Please provide details of any buildings/extensions which have been erected or major alterations/engineering works carried out on the Property within the last 12 years, together with a copy of all Building Contract documentation and all Team Appointments and related correspondence and a note of any outstanding (or anticipated) disputes, disagreements or claims with or by the Seller, Contractor or Team. In particular, please provide copy of available Collateral Warranties and any latent defects insurance policies for consideration..

**Replies:** [Insert Date and Comment]

11.2 If the defects liability period is still running under any such Building Contract, please advise as to the amount of the defects liability period retention and the anticipated expiry date for that period.

**Replies:** [Insert Date and Comment]

11.3 Please exhibit all Guarantees and Warranties granted relative to the Property.

**Replies:** [Insert Date and Comment]

11.4 Please provide full details of:-

11.4.1 any common repairs which have been agreed by the owners of the building of which the Property forms part or which are otherwise in prospect; and

11.4.2 any common repairs in respect of which a notice of potential liability for costs has been, or is to be, registered.

**Replies:** *[Insert Date and Comment]*

## 12 RATES AND OTHER OUTGOINGS

12.1 What is the rateable value of the Property?

**Replies:** *[Insert Date and Comment]*

12.2 Please exhibit the latest Rates Demand Notice(s) for the Property.

**Replies:** *[Insert Date and Comment]*

12.3 Please confirm that the Property is not assessed as part of other premises but, if so, please give details.

**Replies:** *[Insert Date and Comment]*

12.4 Please provide copies of all communications received/issued in connection with:-

12.4.1 the latest rating revaluation and any returns made; and

12.4.2 any proposal or pending appeal.

**Replies:** *[Insert Date and Comment]*

12.5 Please give details of:-

12.5.1 any works carried out to, or any change of use of, the Property which may cause the rateable value to be revised and

12.5.2 any application made for revision.

**Replies:** *[Insert Date and Comment]*

12.6 Has the Seller (or occupant) made or does it intend to make any claim for void period allowance or for exemption from liability for business rates? If so, please give details.

**Replies:** *[Insert Date and Comment]*

- 12.7 Except where apparent from the title deeds, please give details of all outgoing (other than rates) payable by the owner or occupier of the Property.

**Replies:** *[Insert Date and Comment]*

### 13 INSURANCE

- 13.1 Please provide full details of the Seller's existing insurances over the Property including:-

- 13.1.1 the identity of the Insurers;

**Replies:** *[Insert Date and Comment]*

- 13.1.2 the policy number(s), renewal date and evidence that the insurance is in force; and

**Replies:** *[Insert Date and Comment]*

- 13.1.3 sums insured and policy conditions including amount of cover and excesses and arrangements for terrorism cover.

**Replies:** *[Insert Date and Comment]*

- 13.2 Are there any outstanding insurance claims? If so, please provide details.

**Replies:** *[Insert Date and Comment]*

- 13.3 Please confirm that, during the last 5 years (or if shorter the period of the Seller's ownership), insurance of the Property has not been turned down by any Insurers or agreed to be provided only on special terms and/or rates which are significantly more onerous than then market terms/rates for similar properties.

**Replies:** *[Insert Date and Comment]*

### 14 ANTICIPATED VAT TREATMENT

Leaving aside any question as to whether the proposed sale will be a TOGC, how does the Seller consider that the sale will be treated for VAT purposes? Please provide reasons:-

- (a) standard-rated (in whole or in part);
- (b) exempt;
- (c) zero-rated; or
- (d) outside the scope of VAT?

**Replies:** *[Insert Date and Comment]*

**Note: If (a) above applies, please also reply to Questions in the attached Annexe 1: VAT.**

15 **CAPITAL ALLOWANCES**

Are there any items of plant or machinery or industrial, scientific research or hotel buildings forming part of the Property on which Capital Allowances could be claimed by the Purchaser as the owner of the Property?

**Replies:** *[Insert Date and Comment]*

**Note: If so, please reply to Questions in the attached Annexe 2: Capital Allowances.**

16 **ENVIRONMENTAL**

**"Environmental Law"** means all legislation, including all directives, rules, regulations and orders thereunder, binding in Scotland from time to time, relative to environmental protection, pollution, contamination, waste and related matters.

16.1 What (if any) authorisations/permits/consents are required under Environmental Law for activities currently carried out at the Property, including the storage of materials, water abstraction, discharges to sewers or controlled waters and the management of waste?

**Replies:** *[Insert Date and Comment]*

16.2 Please supply a copy of all (if any) authorisations/permits given in relation to the Property under Environmental Law.

**Replies:** *[Insert Date and Comment]*

16.3 Please give details of past and present uses of the Property and of activities carried out there, including the location of any known deposits of waste, chemical storage areas, existing or former storage tanks (whether below or above ground) and any parts which are landfill.

**Replies:** *[Insert Date and Comment]*

16.4 Please provide full details of any notices, legal proceedings, disputes or complaints under Environmental Law or otherwise relating to real or perceived environmental problems which affect the Property, including any communications relating to the actual or possible presence of contamination at or near the Property.

**Replies:** *[Insert Date and Comment]*

16.5 Supplemental to 15.4, please confirm whether the Property is listed, or is proposed to be listed, by the relevant local authority on any contaminated Land Register maintained under Section 78R of the Environmental Protection Act 1990.

**Replies:** *[Insert Date and Comment]*

- 16.6 Please provide full details of how any forms of waste and effluent from the Property are disposed of, including copies of any relevant consents, agreements and correspondence.

**Replies:** *[Insert Date and Comment]*

- 16.7 Please give details of any actual, alleged or potential breaches of Environmental Law and any other environmental problems relating to:-

- (i) the Property; or
- (ii) land in the vicinity of the Property,

that may adversely affect the Property, its use or enjoyment or give rise to any material liability or expenditure on the part of the owner or occupier of the Property.

**Replies:** *[Insert Date and Comment]*

- 16.8 Please provide copies of any current insurance policies that specifically provide cover in relation to contamination or other environmental problems affecting the Property. If such insurance cover has at any time been applied for and refused, please provide full details.

**Replies:** *[Insert Date and Comment]*

## 17 MANAGEMENT/MAINTENANCE/SERVICE CONTRACTS

- 17.1 Please provide a full copy of all management etc contracts for examination. The Purchaser may want to take them over; if not, Seller to be responsible for cancellation at its own cost.

**Replies:** *[Insert Date and Comment]*

- 17.2 In so far as not disclosed in contracts exhibited under (a), please provide details of all current contract payments and payment dates.

**Replies:** *[Insert Date and Comment]*

## 18 STAFF/TUPE

- 18.1 Does the Seller employ anyone at the Property or is anyone working in it or whose employment is otherwise connected to it to whom the provisions of the Transfer of Undertaking (Protection of Employment) Regulations 1981 will apply in relation to the sale to the Purchaser?

**Replies:** *[Insert Date and Comment]*

- 18.2 Are there any other person's employees who provide services at, in, to or in respect of the Property to whom such Regulations will apply in relation to the sale to the Purchaser?

**Replies:** *[Insert Date and Comment]*

**Note: If the reply to either 18.1 or 18.2 is in the affirmative, please also reply to Enquiries in the attached Annexe 3: Staff/TUPE.**

19 **LETTING**

19.1 Is the Property subject to any leases or other occupational rights?

*Replies: [Insert Date and Comment]*

**Note: If the reply to 19.1 is in the affirmative, please also reply to the Questions in the attached Annexe 4: Current Tenancies.**

19.2 If any of the leases referred to in your reply to 19.1 are agricultural leases governed by the Agricultural Holdings (Scotland) Act 1991 please confirm that the tenant in respect of each agricultural lease has not registered a Notice of Interest in the Register of Community Interests in Land and provide a search in the Agricultural Tenant's Interest section of the Register of Community Interests in land from the date of creation of the Register to date confirming the position.

*Replies: [Insert Date and Comment]*

20 **STAMP DUTY LAND TAX**

20.1 Has the Seller made any application to defer the payment of Stamp Duty Land Tax on any contingent, uncertain or unascertained consideration and is the Seller seeking an indemnity from the Purchaser in respect of the deferred payment?

*Replies: [Insert Date and Comment]*

***If the answer to 20.1 is Yes please answer questions 20.2 - 20.6 below. If the answer is No, please continue to question 20.***

20.2 Please provide a copy of the original land transaction return made to the Inland Revenue and a copy of the certificate issued by the Inland Revenue certifying that the transaction was notified to them.

*Replies: [Insert Date and Comment]*

20.3 Please provide a copy of all correspondence with the Inland Revenue regarding the application to defer the payment of Stamp Duty Land Tax.

*Replies: [Insert Date and Comment]*

20.4 What is the amount of Stamp Duty Land Tax on which payment has been deferred?

*Replies: [Insert Date and Comment]*

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20.5 When does the period of deferral end?

**Replies:** *[Insert Date and Comment]*

20.6 Has any event occurred that quantifies the amount of the contingent, uncertain or unascertained consideration that would impose an obligation on you to make a further land transaction return to the Inland Revenue?

**Replies:** *[Insert Date and Comment]*

21 **ASBESTOS**

21.1 Please supply a copy of the most recent survey or assessment carried out in relation to the Property for the purposes of complying with regulation 4 of the Control of Asbestos at Work Regulations 2002 or advise when and where it can be inspected.

**Replies:** *[Insert Date and Comment]*

21.2 Please supply a copy of the written plan and any other records prepared for managing asbestos in the Property or in any premises of which the Property forms part or advise when and where it can be inspected.

**Replies:** *[Insert Date and Comment]*

22

**MISCELLANEOUS**

Please confirm who (in addition to its solicitors) the Seller consulted in relation to preparing replies to this Questionnaire.

**Replies:** *[Insert Date and Comment]*

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## DUE DILIGENCE QUESTIONNAIRE: ANNEXE 1: VAT

[PROPERTY]

[PURCHASER]

**Note: If Question 13(a) applies, please answer the following enquiries:-**

**1 Registration Certificate and beneficiary**

- (a) Please provide a Certified True Copy of the Seller's VAT Registration Certificate.

*Replies: [Insert Date and Comment]*

- (b) Please confirm that the Seller is the person entitled to the benefit of the price for the sale of the Property.

*Replies: [Insert Date and Comment]*

**2 Standard Rated Supplies: Election**

Has the Seller (or any person in the Seller's VAT Group) made an election to waive the exemption in respect of the Property (or any other property of which it is part or to which it is physically linked)? If so, please:-

- (a) supply a copy of the document evidencing the election together with the notice of election given to HM Customs & Excise and any relevant notices and correspondence (including (i) Customs' acknowledgement and (ii) any Customs' permission for the election); and

*Replies: [Insert Date and Comment]*

- (b) confirm that the election is still effective and has not been disapplied or rendered ineffective (e.g. (1) as a result of change of use or (2) the provisions of paragraph 2(3AA) of Schedule 10 VAT Act 1994 applying, i.e. there is an exempt or largely exempt occupier who is connected to the Seller or to the Seller's funder or is the Seller's funder) or revoked by the Seller (or other person in its VAT Group).

*Replies: [Insert Date and Comment]*

3 **Standard Rated Supplies: New Build etc**

Have any new buildings been erected or any alterations/refurbishment/fit-out costing +£250k been carried out at the Seller's (or any member of its VAT Group's) expense (including payment/rent concessions to Tenants as consideration for the works) in the last 3 years? If so, please provide details including the date of each relevant Certificate of Practical Completion, the date on which each part of the works was fully occupied and whether any works are not yet complete.

*Replies: [Insert Date and Comment]*

4 **Mixed Supplies:** If the sale is likely to involve both either standard rated and exempt supplies or standard rated and zero rated supplies (for example, both buildings (exempt) and furnishings or other moveables (standard rated) are being sold), how is it proposed to allocate the price to establish the non-vatable element?

*Replies: [Insert Date and Comment]*

5 **Transfer of a business as a going concern ("TOGC")**

5.1 If the Transaction will be standard rated, could it be treated as a TOGC and so be taken outside the scope of VAT? Please provide reasons.

*Replies: [Insert Date and Comment]*

**Note: If the Seller's answer is yes, please answer Questions 5.2 - 5.4 below.**

5.2 Are there any factors of which the Seller is aware (other than those solely within the Purchaser's control) that may affect the availability of this treatment?

*Replies: [Insert Date and Comment - e.g. Tenants being in same VAT Group as Seller]*

5.3 Is the Property a Capital Goods Scheme item? If so, and if the period of adjustment has not yet expired, please supply the following:

5.3.1 the start date of the adjustment period and of any intervals which have started or will start before completion of the Transaction;

*Replies: [Insert Date and Comment]*

5.3.2 the total input tax attributable to the Property (whether or not recoverable) which is subject to adjustment in accordance with the Capital Goods Scheme and the amount of that input tax which has been recovered by the Seller, or by anyone previously responsible for making adjustments during the current period of adjustment;

*Replies: [Insert Date and Comment]*



- 5.3.3 details of any adjustment/repayment of the input tax recovered in relation to the Property by the Seller or anyone previously responsible for making adjustments; and

**Replies:** *[Insert Date and Comment]*

- 5.3.4 in addition to the above, for retention a full copy (duly certified as a true copy) of the Seller's Capital Goods Scheme records relating to the Property.

**Replies:** *[Insert Date and Comment]*

- 5.4 Please indicate whether the Seller will transfer to the Purchaser any records the business is obliged to keep regarding VAT or whether the Seller intends to apply to HM Customs & Excise for permission to retain these records.

**Replies:** *[Insert Date and Comment]*

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## DUE DILIGENCE QUESTIONNAIRE: ANNEXE 2: CAPITAL ALLOWANCES

[PROPERTY]

[PURCHASER]

**Note:** Please answer the following if, per Question 14 above, there are unused Capital Allowances which will be available to the Purchaser

**1 Status of Seller**

Does the Seller hold the Property as an investor (i.e. on a capital account) or as a trader as part of its trading stock?

*Replies: [Insert Date and Comment]*

**2 Plant and Machinery Allowances**

2.1 Has the Seller made a claim and have the Inland Revenue accepted this?

*Replies: [Insert Date and Comment]*

2.2 When did the Seller acquire the Property (pre or post-24/07/96)?

*Replies: [Insert Date and Comment]*

2.3 If the Seller acquired after 24/07/96 and has not made a claim, has a previous owner made any claim?

*Replies: [Insert Date and Comment]*

2.4 Please provide quantitative figures relating to any claims made by the Seller (or previous owner if 2.3 above applies) covering cost, the current tax written down value and the plant and equipment in respect of which the claims were made.

*Replies: [Insert Date and Comment]*

2.5 Has any of the plant and machinery included in the sale been or will it be treated as a long life asset in accordance with Chapter 10 of the Capital Allowances Act 2001? If so, please provide details.

*Replies: [Insert Date and Comment]*

- 2.6 Please provide details of any plant or machinery in the Property either owned by a tenant or subject to an equipment lease.

*Replies: [Insert Date and Comment]*

### 3 Industrial Buildings/Hotel Allowances

- 3.1 Has the Seller made a claim for Industrial Buildings Allowance and have the Inland Revenue accepted this?

*Replies: [Insert Date and Comment]*

- 3.2 Please provide quantitative figures/details relating to any claims by the Seller covering cost, the dates of original expenditure and first use, type of use of the building by current and previous occupiers (including dates) and any period of non-qualifying use.

**NOTE: Where alterations have been made at different times, please provide the above details in respect of each separate amount of expenditure incurred.**

*Replies: [Insert Date and Comment]*

- 3.3 Does the Property form part of an area designated as an Enterprise Zone? If so, when was the area designated?

*Replies: [Insert Date and Comment]*

### 4 Scientific research allowance

Has the Inland Revenue accepted any claim for scientific research allowance in respect of any building or other asset included in the sale? If so, please provide details.

*Replies: [Insert Date and Comment]*

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## DUE DILIGENCE QUESTIONNAIRE: ANNEXE 3: STAFF/TUPE

[PROPERTY]

[PURCHASER]

**Note: Please answer the following if the answer to Question 17.1 or 17.2 above was affirmative:-**

### 1 Employees

In respect of all such employees referred to in Question 17.1 and 17.2 above, please provide details of:-

- 1.1 all contractual and non-contractual terms and conditions of employment (whether written, verbal or otherwise) of all such employees including any service occupancy agreements for resident employees, standard form contracts of employment (if any) and any other documents, collective agreements, booklets relating to sickness and disability schemes, staff handbooks, policies, disciplinary and grievance procedures, job evaluation schemes, and, where relevant, together with details as to which terms and conditions relate to which employee and which are contractual and which are not;

*Replies: [Insert Date and Comment]*

- 1.2 the numbers and job description of such employees together with details of their full name, sex, age, date of commencement of continuous service for the purposes of sections 55 and 108 of the Employment Rights Act 1996, notice period, remuneration (indicating whether overtime is contractual or voluntary), holiday entitlement, entitlement to commissions or bonuses, share incentive or profit sharing arrangements, share options and all other benefits (in each case whether contractual or otherwise specifying which are contractual and which are not);

*Replies: [Insert Date and Comment]*

- 1.3 any pay review and any negotiations currently in progress or due in the next 6 months, and of any changes to terms and conditions of employment made in relation to any such employees in the last 12 months;

*Replies: [Insert Date and Comment]*

- 1.4 those who are currently off sick and have been absent for more than 3 months, and all employees who have been absent from work through ill health for 3 months or more in the last 12 months;

**Replies:** *[Insert Date and Comment]*

- 1.5 those currently on maternity/parental leave, study leave or other approved leave of absence or seconded by the Seller or whose contract of employment has been suspended and in each case expected dates of return to work with the Seller;

**Replies:** *[Insert Date and Comment]*

- 1.6 all individuals working on training, work experience or similar schemes;

**Replies:** *[Insert Date and Comment]*

- 1.7 all consultancy agreements of self-employed personnel;

**Replies:** *[Insert Date and Comment]*

- 1.8 those engaged on a homeworking, "casual" or temporary basis including length of time working for the Seller and arrangements or practices on which they are engaged;

**Replies:** *[Insert Date and Comment]*

- 1.9 those acquired by the Seller (or other employer of such employees, as applicable) under a TUPE transfer within the last 12 months and any changes made to their terms and conditions of employment made after the transfer, or before it in each case in connection with it;

**Replies:** *[Insert Date and Comment]*

- 1.10 identity of any bargaining unit either agreed or in the process of negotiation and the levels of membership of trade unions in any bargaining unit and throughout the workforce;

**Replies:** *[Insert Date and Comment]*

- 1.11 any trade union recognised by the Seller (or other employer of such employees), giving the names of representatives, the position held and how long the position has been held, the date and details of the recognition agreement, with brief details of current and historic labour relations, including but not limited to a summary of all official disputes in the past five years including the causes of such disputes, the settlements reached, the categories of employees and the trade union involved, the number of man days lost and all other material details concerning the disputes;

**Replies:** *[Insert Date and Comment]*

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- 1.12 any application received for recognition of a trade union and details of the date received and the response of the Seller to the application;

**Replies:** *[Insert Date and Comment]*

- 1.13 any agreement (including a copy of the same), whether plant, local, national or otherwise, with any trade union or other employee representatives, and any procedure for the nomination or adoption of such representatives;

**Replies:** *[Insert Date and Comment]*

- 1.14 other employee representatives or employee representative organisations such as works councils with the names of representatives, the position held and how long the position has been held in each case;

**Replies:** *[Insert Date and Comment]*

- 1.15 all disputes with any employee or employee representatives and any other matter which might give rise to such a dispute;

**Replies:** *[Insert Date and Comment]*

- 1.16 all litigation threatened or pending against the Seller, including any court, employment tribunal or arbitration claims (including arbitration claims for unfair dismissal before ACAS) or any matters that might give rise to such litigation;

**Replies:** *[Insert Date and Comment]*

- 1.17 all court judgements or current employment tribunal awards in respect of any employee dispute;

**Replies:** *[Insert Date and Comment]*

- 1.18 the Seller's (or other employer of such employees, as applicable) health and safety policy, details of its existing safety representatives/safety committees and consultative arrangements, and details of any health and safety/personal injury claims in the last five years, details of any prohibition or improvement notices or adverse visits by the factory inspector, in each case in relation to the Property;

**Replies:** *[Insert Date and Comment]*

- 1.19 all enquiries, correspondence or contact between the Seller and the Commission for Racial Equality, the Equal Opportunities Commission, the Health and Safety inspector or any other statutory body or regulator concerning employees;

*Replies: [Insert Date and Comment]*

- 1.20 reasons for any dismissals in the last two years which are connected with this or any other actual or attempted transfer/sale of the Property;

*Replies: [Insert Date and Comment]*

- 1.21 the methods by which the Seller monitors the working time and rest periods of employees, both in general and in relation to the Working Time Regulations 1998 (48 hour working week);

*Replies: [Insert Date and Comment]*

- 1.22 records of working time as required to be kept by the Working Time Regulations 1998 covering the period of the last 12 month;

*Replies: [Insert Date and Comment]*

- 1.23 those who have, or have expressed a desire to opt-out of the weekly working limit set out in the Working Time Regulations 1998 and copies of any individual agreements by which those employees have opted out of the provisions of Regulation 4 of the Working Time Regulations 1998 and copies of any collective or workforce agreements by which any other provisions of the Working Time Regulations 1998 have been varied or disapplied in connection with employees of the Business; and

*Replies: [Insert Date and Comment]*

- 1.24 any employees treated by the Seller as falling within Regulation 20 of the Working Time Regulations 1998.

*Replies: [Insert Date and Comment]*

## 2 **Disability Discrimination Act 1995**

Please provide details of all employees and all individuals who provide services, in each case at, in or in respect of the Property who are disabled within the terms of the Disability Discrimination Act 1995 or who suffer from a long term illness or physical or mental impairment which affects or may affect their ability to do their work, and full details of the disability, illness or impairment in question.

*Replies: [Insert Date and Comment]*



## DUE DILIGENCE QUESTIONNAIRE: ANNEXE 4: CURRENT TENANCIES

**[PROPERTY]**

**[PURCHASER]**

**Note: Please answer the following if the answer to Question 18 above was affirmative. Where there is more than one letting, identify the individual unit(s), by separate headings, where the reply relates to a specific unit or units.**

### **1 Letting Documents**

- 1.1 Please provide originals or extracts of all letting documents, including the lease(s) with coloured plans (originals or certified true copies) and any back letters, guarantees, rent deposit agreements, licences, letters of consent, exclusivity or solus trading arrangements, copy standard securities or other charges granted by the tenants and notified to the landlord with all related documentation and notices, all other notices by or to the landlord under the letting documents (originals or certified true copies), subleases, assignments, management regulations, copy collateral warranties granted to the tenants and any other letting documentation (the "Letting Documents").

If any obligations remain outstanding under the original agreement for lease or missives for any of the tenancies please provide the original agreement for lease or missives.

*Replies: [Insert Date and Comment]*

- 1.2 Please provide an inventory(ies) of the Letting Documents for each tenancy.

*Replies: [Insert Date and Comment]*

- 1.3 Where applicable please also provide a disc with copies of all current management documentation, including the pro-forma lease, licences and other documents used in connection with the letting of the Property.

*Replies: [Insert Date and Comment]*

- 1.4 Are there any informal arrangements with any tenant which are not disclosed by the deeds listed in the Inventory(ies) of Letting Documents?

*Replies: [Insert Date and Comment]*

## 2 Landlord's Consents

Please give details of any applications for consent by any tenants that:

- 2.1 have been made and are currently being considered;`

*Replies: [Insert Date and Comment]*

- 2.2 have been made but since withdrawn within the last year; or

*Replies: [Insert Date and Comment]*

- 2.3 have been refused within the last year.

*Replies: [Insert Date and Comment]*

## 3 Rent and Other Payments and Rent Review

- 3.1 Please provide details of each tenant's current rent billing address.

*Replies: [Insert Date and Comment]*

- 3.2 Please provide details of any particular requirements or addresses for the service of formal notices on the tenants which are not apparent from the Letting Documents.

*Replies: [Insert Date and Comment]*

- 3.3 Please provide documentary details of all Banker's Order or Direct Debit arrangements which are in place etc for every tenancy.

*Replies: [Insert Date and Comment]*

- 3.4 If there are any turnover rents, please provide relevant accounts and details of sums payable over last 3 years.

*Replies: [Insert Date and Comment]*

- 3.5 Except where apparent from the Letting Documents supplied, please give details of any rent concessions, deferments, abatements, reverse premiums and other inducements given to any tenants.

*Replies: [Insert Date and Comment]*

- 3.6 Please provide a schedule of any outstanding arrears of rent, insurance, service charge and other payments and a note of action taken/proposed in connection with such arrears.

*Replies: [Insert Date and Comment]*

- 3.7 Please provide a record of rent, insurance, service charge and other payments over the last three years, showing in each case the due date, the invoice date (if later) and the payment date.

*Replies: [Insert Date and Comment]*

- 3.8 If either of the last two rent reviews in respect of any letting have been referred to an arbiter or expert, please provide a copy of all submissions and counter submissions and of the arbiter's or expert's determination, and details of any stated case or other proceedings arising from any such determination.

*Replies: [Insert Date and Comment]*

- 3.9 In respect of any rent review that is outstanding, approaching or currently being negotiated, please provide details of all action taken and state the present position and provide copies of all notices and correspondence with the tenant and its advisers.

*Replies: [Insert Date and Comment]*

#### 4 **Guarantees and Rent Deposits**

- 4.1 Please give full details of any rent deposits including information on Bank accounts and relevant amounts.

*Replies: [Insert Date and Comment]*

- 4.2 Please provide details of any claim made under those arrangements.

*Replies: [Insert Date and Comment]*

- 4.3 Have there been any disputes with or claims or communications with any guarantors over the past 5 years? If so, please provide details.

*Replies: [Insert Date and Comment]*

#### 5 **Service Charge and Management**

- 5.1 What is the service charge accounting period, the quarterly payment dates and the estimated annual service charge for the current period?

*Replies: [Insert Date and Comment]*

- 5.2 Please give details of the annual service charge for the last three years including copies of all certificates, auditors' reports, accounts and other documents relating to its calculation and apportionment.

**Replies:** *[Insert Date and Comment]*

- 5.3 Please supply:

- 5.3.1 details of any sinking fund or reserve account; and

**Replies:** *[Insert Date and Comment]*

- 5.3.2 details of any planned maintenance programme and major projected expenditure.

**Replies:** *[Insert Date and Comment]*

- 5.4 With regard to the apportionment of service charge:

- 5.4.1 Please provide details as to how the service charge costs are allocated amongst all the tenants (and others) with details of the share attributable to each tenancy.

**Replies:** *[Insert Date and Comment]*

- 5.4.2 If there has been any variation of the allocation in 5.4.1 (temporary or permanent) or if any change is contemplated, please provide details.

**Replies:** *[Insert Date and Comment]*

- 5.4.3 Please provide details of any capping or weighting provisions agreed with the tenants in so far as not disclosed in the Letting Documents.

**Replies:** *[Insert Date and Comment]*

- 5.5 Please provide details of any significant expenditure which has been incurred but has not yet been included in either the current or a previous year's accounts.

**Replies:** *[Insert Date and Comment]*

## 6 Insurance

- 6.1 Please provide details as to how the insurance costs are allocated amongst all the tenants (and others) with details of the share attributable to each tenancy.

**Replies:** *[Insert Date and Comment]*

- 6.2 If there has been any variation of the allocation in 6.1 (temporary or permanent) or if any change is contemplated, please provide details.

**Replies:** *[Insert Date and Comment]*

- 6.3 Please provide details of any capping or weighting provisions agreed with the tenants in so far as not disclosed in the Letting Documents.

**Replies:** *[Insert Date and Comment]*

- 6.4 Are there any additional insurance requirements which have been requested by any Tenants? If so please provide details.

**Replies:** *[Insert Date and Comment]*

## 7 Termination of Tenancies

- 7.1 Please provide details if any tenant has indicated formally or informally an intention to vacate.

**Replies:** *[Insert Date and Comment]*

- 7.2 Are there any negotiations for the surrender, renewal or variation of any tenancy? If so please provide details.

**Replies:** *[Insert Date and Comment]*

## 8 Disputes, Complaints and Enforcement

Except as already disclosed in other replies, please give details of:

- 8.1 any disputes or complaints in relation to the current tenancy(ies), whether or not resolved, including any issues in relation to the payment of rent, the nature and cost of the services provided and insurances effected and the allocation of such costs amongst the tenants or any of them;

**Replies:** *[Insert Date and Comment]*

- 8.2 any tenant breach or dispute over the last 5 years together with a note of the action which has been or is being taken in respect of such breach or dispute. Please include details of any waiver whether express or implied; and

**Replies:** *[Insert Date and Comment]*

- 8.3 any details known to the Seller or its advisers, of any actual or impending liquidation, receivership, administration, insolvency, etc of any tenant.

**Replies:** *[Insert Date and Comment]*

9 **ASBESTOS**

Please supply copies of any correspondence between the Seller and its tenants in relation to the Control of Asbestos at Work Regulations 2002 together with copies of any surveys or assessments carried out by the tenants in compliance with those regulations that have been supplied to the Seller.

**Replies:** *[Insert Date and Comment]*

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