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Legal Corporate Mergers & Acquisitions Checklist

Instructions for Use: This checklist is designed to guide our team through the complex process of mergers and acquisitions (M&A). To ensure thorough due diligence and compliance with legal standards, please follow each step carefully. Document all findings and decisions for future reference and compliance verification.

Preliminary Considerations

- Initial Assessment:** Conduct an initial review to determine the strategic fit of the potential merger or acquisition.
- Confidentiality Agreement:** Ensure a confidentiality agreement is signed by both parties to protect sensitive information.
- Preliminary Due Diligence:** Perform a preliminary due diligence to identify any potential deal breakers early in the process.

Due Diligence

- Financial Analysis:** Review the target's financial statements, tax returns, and other financial metrics.
- Legal Compliance:** Verify the target company's compliance with laws and regulations.
- Intellectual Property:** Assess the integrity and ownership of intellectual property.
- Contracts Review:** Examine existing contracts with customers, suppliers, and employees.
- Litigation Risks:** Identify any current or potential litigation risks.

Valuation and Negotiation

- Valuation:** Determine the value of the target company using various valuation methods.
- Offer Preparation:** Prepare a preliminary offer based on the valuation and strategic considerations.
- Negotiation:** Engage in negotiations with the target company, aiming to reach a preliminary agreement.

Structuring the Deal

- Deal Structure:** Decide on the structure of the deal (e.g., asset purchase, stock purchase).
- Financing Arrangements:** Outline the financing arrangements, including loans, equity financing, or a combination of both.
- Regulatory Approvals:** Identify and apply for any necessary regulatory approvals.

Final Due Diligence

- Comprehensive Legal Due Diligence:** Conduct a thorough legal review covering all aspects of the target company.
- Final Financial Review:** Perform a final review of the target's financial health and projections.
- Operational Review:** Evaluate the target company's operations, including IT systems, human resources, and operational capabilities.

Closing Preparation

- Drafting Agreements:** Draft the necessary legal documents, including the purchase agreement, with detailed terms and conditions.
- Closing Checklist:** Prepare a closing checklist to ensure all conditions are met before finalizing the deal.
- Board Approvals:** Obtain approval from our board of directors and the target company's board, if applicable.

Post-Merger Integration

- Integration Planning:** Develop a detailed plan for integrating the target company into our operations.
- Employee Communication:** Communicate the merger or acquisition to employees of both companies in a timely and clear manner.
- Systems Integration:** Begin the process of integrating systems, processes, and cultures.
- Regulatory Compliance:** Ensure ongoing compliance with all regulatory requirements post-merger or acquisition.

Review and Analysis

- Performance Review:** Assess the performance of the acquisition against initial objectives and projections.
- Lessons Learned:** Document lessons learned and best practices for future M&A activities.