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| **Instructions (delete before using)**  Use as a template for a share sale (buy-side) introduction section of a legal due diligence report (**LDDR**). Delete the “Optional” sections in the grey box if not required. If you delete optional sections, delete any definitions that are also no longer required in the glossary section. |

**Introduction**

**Proposed Transaction**

The Prospective Buyer is proposing to undertake the Proposed Transaction under which it will buy and the Seller will sell the Sale Shares (which includes, if applicable the Group Company) in consideration for the Transaction Consideration.

**Purpose of this Report**

This Report is prepared for the Client by the Firm which presents the findings of the due diligence conducted on the Company Group. This Report is intended to provide the Client a comprehensive understanding of the legal position of the Company Group, which would assist in their assessment of the Proposed Transaction.

The due diligence process concluded on the Review Date. Our team, consisting of experienced professionals, thoroughly examined the Review Materials in accordance with the Scope of Work. The main goal was to identify potential legal risks and liabilities which could potentially affect the value or structure of the Proposed Transaction.

**Scope of review**

This due diligence was conducted within a limited timeframe and in accordance with the Scope of Work as agreed upon with the Client. The review is intended to highlight significant legal risks; it is not an exhaustive list of all potential risks.

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| **Outstanding Requests for Information**  There are outstanding Requests for Information (**RFI**) which have not been answered as at the Review Date, the responses to which (including additional documents disclosed in response to RFIs) do not form part of the Review Materials. The responses may have a material impact on the findings in this Report. This incorporates responses to RFIs provided to the Firm prior to the Review Date. |

**Confidentiality**

This Report is intended solely for the confidential use of the Client and its authorised representatives for the purpose of evaluating the Proposed Transaction. The Report contains sensitive and proprietary information, the release of which may cause substantial harm to the Company Group.

The information contained in this Report is confidential, privileged, and only for the information of the Client and may not be used, published, or redistributed without the prior written consent of the Firm. The Client and its representatives agree to hold all information in strict confidence and not to disclose any such information to third parties without the explicit prior consent of the Firm.

Furthermore, the Client agrees to only use the information for the purpose for which it was provided, namely evaluating the Proposed Transaction. Unauthorised use, distribution, or copying of this document or any part thereof is strictly prohibited and may lead to legal consequences.

The Report, its copies, and any documents or other materials containing confidential information must be returned immediately upon request, or if the Client decides not to proceed with the Proposed Transaction, all such materials must be returned, and any electronic copies should be securely deleted.

By accepting this Report, the recipient acknowledges and agrees to the terms of this confidentiality agreement. Should you have any questions or concerns regarding these terms, please do not hesitate to contact the Firm.

**Reliance**

This Report is issued with the understanding that the Client, as the intended recipient, will use it exclusively for the purposes of evaluating the Proposed Transaction. The findings, opinions, and conclusions expressed herein are based on the Review Materials as of the Review Date, and the Firm does not assume responsibility for any changes, modifications, or discrepancies in the facts or documentation that may have occurred after this date.

The Firm conducted this legal due diligence investigation with a high degree of professional care and diligence. However, our responsibility is limited to providing an opinion based on the said investigation, and it should not be construed as a guarantee of the current or future legal or financial status of the Company Group. Our team does not provide any assurance regarding the accuracy or completeness of the information provided by the Company Group, and we do not accept any liability for any loss or damage that may arise from any person acting or refraining from action as a result of relying on this Report.

The Client is hereby advised to conduct its own independent evaluation and to seek legal, financial, or other professional advice before proceeding with the Proposed Transaction. Acceptance of this Report by the Client constitutes acknowledgment and acceptance of these terms and conditions of reliance. Any issues or concerns regarding these terms should be promptly communicated to the Firm.

**Qualifications and Assumptions**

The conclusions drawn in this Report are based on the Review Materials as of the Report Date. The Firm has relied on such information being both accurate and complete. We have not independently verified the accuracy, completeness, or reliability of this information, nor have we audited any financial statements or other information provided.

The Report is current as of the Review Date and does not take into account possible changes in the legal position, financial condition, or operational status of the Company Group after the conclusion date of our review.

**Other considerations**

The findings and conclusions in this Report represent our best professional judgment based on the Review Materials. There may be other interpretations or conclusions that are also reasonable or possible.

This Report does not cover non-legal issues such as the commercial viability of the Proposed Transaction, financial due diligence, or other business risks associated with the Company Group.

This Report is based on the laws and regulations as they stand on the Review Date and in the jurisdiction in which the Review Date operates. Any changes in the law, regulation, or interpretation thereof could impact the analysis contained in this Report.

By accepting this Report, you acknowledge these qualifications and assumptions. Any questions or concerns relating to these qualifications and assumptions should be immediately brought to the attention of the Firm.

**Glossary**

Capitalised terms used in this Report are defined at the end of the Report.

**Glossary**

| **Term** | **Definition** |
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| Client | The recipient of this Report |
| Company Group | The Group Company and the Company's interest in the Affiliated Company. |
| Firm | The provider of this Report |
| Group Company | [Definition to be provided in actual document] |
| Proposed Transaction | The proposed transaction described in this Report |
| Prospective Buyer | [Definition to be provided in actual document] |
| RFI | Requests for Information. |
| Report | This due diligence report. |
| Review Date | [Definition to be provided in actual document] |
| Review Materials | Materials reviewed as part of the due diligence process |
| Sale Shares | [Definition to be provided in actual document] |
| Scope of Work | [Definition to be provided in actual document] |
| Seller | [Definition to be provided in actual document] |
| Transaction Consideration | [Definition to be provided in actual document] |