Syndicate Subscription Legal Plans

INITIAL PUBLIC OFFERING (IPO) CORPORATE CLIENT INTAKE QUESTIONNAIRE:

BEFORE YOU ANNOUNCE ANYTHING: press releases, interviews, investor decks, and social media posts about a planned offering can create "gun-jumping" problems and delay your filing. Route all public communications through us once an IPO is contemplated, and share material non-public information only after a non-disclosure agreement is in place.

CONFIDENTIAL. This questionnaire follows the IPO process from team assembly and corporate clean-up through audited financials, the registration statement, exchange listing, regulator review, underwriter diligence, the roadshow, and closing. Estimates are fine at this stage. If a question does not apply, write "N/A." If unknown, write "Unknown."

NAME OF THE CLIENT (COMPANY):

[__] Legal Entity Name: ____________________

State / country of incorporation: ____________________ Date formed: ____________

Industry / what the company does: ____________________

Contact person & title: ____________________

Syndicate Plan Member ID: ____________________

Address: ____________________

City: ____________ State: ____________ Country: ___ Zip: _______

Phone: ____________________ Email: ____________________

Last fiscal year revenue: $ ____________ Net income / (loss): $ ____ Employees: _______

Fiscal year end: ____________ Existing counsel: ____________

PART 1 — OFFERING OBJECTIVES

1.1 Target raise: $ ____________ Target valuation: $ ______ Target timing: _____

1.2 Intended listing venue:

- [__] Nasdaq
- [__] NYSE
- [__] NYSE American
- [__] OTC Markets
- [__] Undecided — need guidance

1.3 Path to going public:

- [__] Firm commitment underwriting
- [__] Best efforts
- [__] Direct listing
- [__] Regulation A+ offering
- [__] Reverse merger / SPAC
- [__] Not decided

1.4 Shares to be offered: ____________ Primary vs. secondary: ____________

1.5 Use of proceeds and business objective: ____________________

____

____

1.6 Has the company attempted to go public before? [__] Yes [__] No

PART 2 — YOUR IPO TEAM

Role	Firm / Name	Engaged?
Underwriter / investment bank		
Public company accountant (internal or external)		
Independent PCAOB auditor		
Transfer agent		
EDGAR agent		
Investor relations		
Internal IPO team lead		

2.1 Does the company have a CFO or controller with public company experience? [__] Yes [__] No

2.2 Has a letter of intent or engagement letter been signed with an underwriter? [__] Yes [__] No

PART 3 — CORPORATE CLEAN-UP

Item	Done	In Progress	Not Started
Holding company formation or restructuring	[__]	[__]	[__]
Change of domicile (state or country)	[__]	[__]	[__]
Amended articles & bylaws (authorized shares, board structure)	[__]	[__]	[__]
Employee stock option / equity incentive plan	[__]	[__]	[__]
Executive employment & confidentiality agreements	[__]	[__]	[__]
Intercompany agreements between affiliates	[__]	[__]	[__]
Board build-out (independent directors)	[__]	[__]	[__]
Audit committee with a financial expert	[__]	[__]	[__]
Related-party transactions identified & documented	[__]	[__]	[__]
Corporate minute books & records brought current	[__]	[__]	[__]
IP assignments from founders & contractors	[__]	[__]	[__]
Prior securities issuances reviewed for exemption compliance	[__]	[__]	[__]

3.1 Current directors: ____________________________ Independent directors: ____ Officers: __________

3.2 Are there outstanding convertible notes, SAFEs, warrants, or option promises? [__] Yes [__] No

3.3 Shareholder agreements, preemptive or registration rights? [__] Yes [__] No

If yes, explain: ____

____

3.4 Are there subsidiaries or operations outside the United States? [__] Yes [__] No

PART 4 — FINANCIAL STATEMENTS & ACCOUNTING

4.1 Have PCAOB-standard audits been completed? [__] Yes [__] No

Auditor & years audited: ______________________________

4.2 Are interim (stub period) financials available? [__] Yes [__] No

4.3 Accounting basis:

[__] U.S. GAAP [__] IFRS [__] Not sure

4.4 Has the auditor raised going-concern, restatement, or material weakness issues? [__] Yes [__] No

If yes, explain: ______________________________

____

4.5 Acquisitions requiring separate or pro forma financials? [__] Yes [__] No

If yes, explain: ______________________________

____

4.6 Are accounting systems and internal controls adequate for public reporting? [__] Yes [__] No

Audited financials usually drive the IPO timetable. The registration statement can be drafted while the audit is underway so it is ready to file when the audit is complete.

PART 5 — EXCHANGE LISTING APPLICATION

Listing Standard	Meets	Will Meet	Not Sure
Stockholders' equity / market value test	[__]	[__]	[__]
Round lot & total holders	[__]	[__]	[__]
Public float (shares & value)	[__]	[__]	[__]
Minimum bid price	[__]	[__]	[__]
Operating history or revenue test	[__]	[__]	[__]
Majority independent board	[__]	[__]	[__]
Audit, compensation & nominating committees	[__]	[__]	[__]
Code of conduct & governance guidelines	[__]	[__]	[__]

5.1 Current shareholders of record: ______________ Estimated round lot holders: ________

5.2 Is a reverse split or recapitalization needed before listing? [__] Yes [__] No

5.3 Would you like help choosing the exchange that best fits the company? [__] Yes [__] No

PART 6 — REGISTRATION STATEMENT & REGULATOR REVIEW

6.1 Filing form:

[__] Form S-1 [__] Form F-1 (foreign private issuer)

[__] Form 1-A (Regulation A) [__] Not sure

6.2 Is the company an emerging growth company? [__] Yes [__] No

Emerging growth companies may submit a draft registration statement confidentially and use scaled disclosure.

6.3 Will testing-the-waters meetings be used? [__] Yes [__] No

Section	Drafted	In Progress	Not Started
Business description	[__]	[__]	[__]
Risk factors	[__]	[__]	[__]
Use of proceeds	[__]	[__]	[__]
Capitalization & dilution	[__]	[__]	[__]
MD&A	[__]	[__]	[__]
Executive compensation	[__]	[__]	[__]
Principal & selling shareholders	[__]	[__]	[__]
Description of securities	[__]	[__]	[__]

6.4 Has a draft or filing already been submitted? [__] Yes [__] No

Submission date / comment letter date: ______________________________

PART 7 — UNDERWRITER DILIGENCE & FINRA

7.1 Diligence areas underway:

- [__] Corporate records & cap table
- [__] Material contracts
- [__] Litigation & regulatory matters
- [__] Financial models & projections
- [__] Customer & supplier references
- [__] Background checks on officers & directors
- [__] IP portfolio

7.2 Has the underwriting agreement been negotiated? [__] Yes [__] No

7.3 Underwriter compensation terms proposed:

- [__] Underwriter warrants
- [__] Right of first refusal
- [__] Tail fee
- [__] Expense reimbursement
- [__] Lock-up periods

Underwriting compensation must be filed with and reviewed by FINRA under its corporate financing rule (Rule 5110) before the offering may proceed.

7.4 Are officer, director, and control shareholder lock-ups agreed? [__] Yes [__] No

7.5 Do any officers or directors have disclosable legal or regulatory history? [__] Yes [__] No

If yes, explain: ______________________________

____

PART 8 — MARKETING, CLOSING & LIFE AS A PUBLIC COMPANY

8.1 Is a roadshow or investor marketing planned? [__] Yes [__] No

8.2 Has the company issued press releases or social posts about the offering? [__] Yes [__] No

If yes, explain: ______________________________

____

8.3 Closing items:

- [__] DTC eligibility
- [__] CUSIP / ISIN

[__] Transfer agent agreement
[__] Escrow / funding mechanics
[__] Blue sky / state filings
[__] Closing certificates & opinions

8.4 Post-IPO readiness:

[__] Periodic reporting calendar (10-K, 10-Q, 8-K)
[__] Section 16 & insider reporting
[__] Insider trading & blackout policy
[__] Disclosure controls & committee charters
[__] D&O insurance
[__] Investor relations plan

For ongoing reporting and governance after listing, please also complete our Corporate Compliance & Public Reporting Intake Form.

PART 9 — RISK SCREEN, DOCUMENTS & CERTIFICATION

9.1 Are there pending or threatened lawsuits, investigations, or regulatory matters? [__] Yes [__] No

If yes, explain: ____

____

9.2 Are there tax filings, liabilities, or audits outstanding? [__] Yes [__] No

If yes, explain: ____

____

9.3 Operations involving sanctioned countries or export controls? [__] Yes [__] No

9.4 Is a non-disclosure agreement required before documents are shared? [__] Yes [__] No

Please provide the following, if applicable. Check each item available.

[__] Charter, bylaws & amendments
[__] Capitalization table
[__] Audited & interim financials
[__] Business plan / investor deck
[__] Prior offering documents & Form Ds
[__] Shareholder & investor agreements
[__] Material contracts
[__] Equity plan & option grants
[__] Board & shareholder minutes
[__] Underwriter engagement letter

Certification:

I declare that the information provided in this questionnaire is true, correct, and complete to the best of my knowledge, and that I am authorized to provide it on behalf of the company named above. I understand this information is provided to Syndicate Subscription Legal Plans in confidence for the purpose of evaluating and scoping an initial public offering.

Signed and dated this ____ day of ______________________, 20___

Signature: ____

Print Name: ____________________________

Title: ____________________________

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Your information will be reviewed within one hour.