

Template data room folder structure

Suggested folder structure and contents for a VC fundraise or sale process

This template helps you organise key documents for investor or buyer due diligence. Use consistent naming (e.g. “1.1 Cap Table – March 2025.pdf”) and include only final or near-final versions unless specifically requested otherwise.

Folder structure

1. Corporate & statutory documents

- 1.1 Certificate of incorporation
- 1.2 Articles of association (current)
- 1.3 Shareholders' agreement (and previous versions, if relevant)
- 1.4 Register of members/cap table
- 1.5 Statutory books (psc register, share ledger, option register)
- 1.6 Board minutes and resolutions (material approvals only)
- 1.7 Companies House filings (confirmation statements, SH01s, appointments)
- 1.8 Group structure chart (if applicable)

2. Share capital & option schemes

- 2.1 Share issue documentation (resolutions, subscription agreements, SH01s)
- 2.2 Option Scheme Rules (e.g. EMI, unapproved)
- 2.3 Individual option agreements/grant letters
- 2.4 EMI valuation/HMRC clearance (if applicable)
- 2.5 SAFE/CLN/convertible agreements
- 2.6 Warrants or other rights (if applicable)
- 2.7 EIS/SEIS compliance documentation

3. Financial & tax

- 3.1 Management accounts (last 12–24 months)
- 3.2 Annual statutory accounts (last two years)
- 3.3 Forecast model/business plan
- 3.4 Capex schedule (if material)
- 3.5 Revenue recognition policy/ accounting notes
- 3.6 Corporation tax returns & CT600s
- 3.7 VAT registration and filings
- 3.8 R&D claims (narratives and filings)
- 3.9 Any tax advice or structuring memos

4. Commercial contracts & revenue

- 4.1 Customer agreements (top 10–20 or material clients)
- 4.2 Standard terms & conditions/ SaaS agreement
- 4.3 Supplier/outsourcing agreements (if material)
- 4.4 Partnership/channel/ distribution agreements
- 4.5 Change of control or termination clauses summary
- 4.6 Outstanding quotes, proposals or Letters of Intent (if relevant)

5. Intellectual property & tech

- 5.1 IP assignment agreements (founders, staff, contractors)
- 5.2 Copyright licences/ tech transfer agreements
- 5.3 Trademark registrations (UK/EU/US)
- 5.4 Patent filings/applications (if any)
- 5.5 Domain ownership evidence
- 5.6 Open source software policy/ dependencies register
- 5.7 Source code escrow or licence agreements (if applicable)

6. Employment & incentives

- 6.1 Employment contracts (key staff only)
- 6.2 Consultant/contractor agreements
- 6.3 Bonus/commission schemes
- 6.4 Staff handbook/policies
- 6.5 Grievances/tribunal claims/settlement agreements
- 6.6 Organisation chart
- 6.7 Summary of employee benefits/share schemes

7. Data protection & compliance

- 7.1 Privacy policy and website terms
- 7.2 ICO registration certificate
- 7.3 Data processing agreements (with suppliers/processors)
- 7.4 Internal data mapping or GDPR audit
- 7.5 Security/disaster recovery/risk assessments
- 7.6 Cookie notice and consent tools

8. Regulatory & Insurance

- 8.1 Sector-specific licences/registrations
- 8.2 FCA or MHRA registrations (if applicable)
- 8.3 Professional indemnity, cyber, and Directors' & Officers' insurance policies
- 8.4 ESG/sustainability policies (if applicable)
- 8.5 Health & safety policies

9. Litigation & risk

- 9.1 Details of current or historic disputes
- 9.2 Claims/threats/letters before action
- 9.3 Settlement agreements
- 9.4 Legal opinions (if any)

10. Other/general

- 10.1 Press/media coverage
- 10.2 Board packs/monthly reports (last 6–12 months)
- 10.3 Founders' bios/pitch deck/investment teaser
- 10.4 Any other material correspondence or documents

Final thoughts

Setting up your data room is more than just admin – it's a signal to investors and buyers that you run a tight ship.

Let's talk

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Ashfords – Venture & Growth Capital Team

Pragmatic legal advice for ambitious founders



Sam Brown

s.brown@ashfords.co.uk

T +44 (0)20 7544 2402



Chris Dyson

c.dyson@ashfords.co.uk

T +44 (0)117 321 8054



Rory Suggett

r.suggett@ashfords.co.uk

T +44 (0)117 321 8067

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