JUPITER PRIME

Consulting • Training • Advisory

جوبيتر برايم للاستشارات والتدريب

COURSE BROCHURE

Legal Due Diligence Red Flag Reporting Training Course

jupiterprime.uk

info@jupiterprime.uk

Registered in the United Kingdom and Saudi Arabia

Legal Due Diligence Red Flag Reporting Training Course

Legal Due Diligence Red Flag Reporting is a 1-week training course for corporate lawyers, deal teams and investment managers who must turn a target's documents into a Red Flag Report and Deal Protection Schedule. Compressed deal timetables mean legal findings must reach negotiators quickly, in a form that moves price and terms. Jupiter Prime Training delivers this course for legal due diligence red flag reporting.

Why Legal Due Diligence Red Flag Reporting Matters Now

Three forces shape legal due diligence red flag reporting today. Competitive auctions shorten the window for data room review, investment committees expect findings ranked by consequence rather than listed by document, and sellers push risk back to buyers through tighter disclosure and capped recourse. A buyer who reports well prices change of control triggers, title defects and pending claims; one who reports badly inherits them. The course rests on recognised transaction practice: scoping by materiality, a request list tied to the data room index, and conversion of each finding into a warranty, indemnity, condition or price adjustment.

Who Gains Most from Legal Due Diligence Red Flag Reporting

- Lawyers who scope the legal review and set materiality thresholds
- Deal professionals who use legal findings to shape valuation
- In-house counsel who coordinate external advisers
- Contract specialists who read commercial agreements for consent rights
- Investment staff who brief committees on residual exposure

Acquisition teams that send their lawyer, their deal lead and their investment analyst together gain most, because they leave sharing one reporting format.

Legal Due Diligence Red Flag Reporting Capabilities

Participants move from data room material to ranked findings and negotiated protection, using target files from manufacturing and technology businesses.

- Design a due diligence scope and request list matched to deal size and structure — the lead adviser
- Assess contracts for change of control, exclusivity and assignment restrictions — the negotiating team
- Weigh litigation, title and licensing exposure by likelihood and consequence — the investment committee
- Build a red flag report that ranks findings and proposes a remedy for each — deal sponsors
- Specify warranties, specific indemnities and conditions precedent that answer each finding — share purchase agreement drafters
-

Calculate price adjustment, escrow and retention proposals from quantified findings — the finance lead

Key Legal Due Diligence Red Flag Reporting Terms

- Red flag report — a short report listing only material legal issues found in a target, each with a proposed remedy.
- Data room — the controlled repository where the seller places documents for buyer review.
- Change of control clause — a contract term letting a counterparty terminate or renegotiate when ownership of the target changes.
- Disclosure letter — the seller's document qualifying warranties by revealing known exceptions.
- Specific indemnity — a seller promise to reimburse a defined, identified loss in full, regardless of disclosure.
- Materiality threshold — the value or impact level below which a finding is not reported, agreed at scoping.

Legal Due Diligence Red Flag Reporting Day by Day

Day 1: Deal Context and Scoping

- Transaction Structure Map — Share Versus Asset Purchase Review Focus
- Materiality Threshold Setting — What Findings Reach The Report
- Request List Design — Matching Questions To Target Risk Profile
- Data Room Index Audit — Gaps And Missing Document Categories
- Adviser Workstream Allocation — Who Reviews Which Legal Area

Day 2: Contracts and Corporate Records

- Constitutional Document Review — Authority, Share Classes And Transfer Limits
- Change Of Control Screening — Consents Needed Before Completion
- Customer And Supplier Contract Sampling — Revenue Concentration Exposure
- Financing Agreement Review — Security, Covenants And Prepayment Triggers
- Question Log Discipline — Seller Answers Recorded For Reliance

Day 3: Disputes, Title and Regulatory Exposure

- Litigation And Claims Register — Probable Outcome And Cost Estimate
- Real Property Title Check — Encumbrances, Leases And Occupation Rights
- Intellectual Property Chain Of Title — Ownership Gaps In Key Assets
- Licence And Permit Inventory — Transfer Or Reissue On Completion
- Employment And Pension Liabilities — Hidden Cost For Buyer

Day 4: From Findings to Deal Protection

- Finding Severity Matrix — Ranking Issues For Committee Attention
- Warranty Drafting Response — Covering General Unknown Risks
- Specific Indemnity Design — Ring Fencing Identified Losses
- Price Adjustment And Escrow Mechanics — Quantified Exposure In Value
- Conditions Precedent And Pre Completion Covenants — Fixing Issues Early

Day 5: Practising the Red Flag Report

- Case Data Room Review — Applying Scope And Request List
- Contract And Dispute Findings Drafting — Plain Language For Sponsors
- Disclosure Letter Response — Testing Seller Qualifications Against Findings
- Negotiation Simulation — Trading Indemnities Against Price Movement
- Red Flag Report And Deal Protection Schedule — Final Committee Version

Applying Legal Due Diligence Red Flag Reporting After the Course

- Rebuild the request list and materiality thresholds for the next acquisition.
- Run a severity matrix session on a recent deal file, mapping each finding to a remedy.

Legal Due Diligence Red Flag Reporting Questions FAQ

What is legal due diligence red flag reporting and why does it matter now?

It is the practice of reviewing a target's legal documents and reporting only material issues with remedies. It matters now because faster auctions and tighter seller terms leave buyers little time to find and price risk before signing.

Which roles gain most from legal due diligence red flag reporting?

Corporate lawyers, deal leads and investment managers gain most. Each sees how findings flow from the data room into the purchase agreement.

How does legal due diligence red flag reporting differ from a general mergers and acquisitions course?

It focuses on the legal review itself and its translation into contract protection. A general mergers course covers strategy, valuation and integration, while this one stays with documents, findings and contract remedies.

What do you bring back from legal due diligence red flag reporting?

You bring back a tested reporting format and a finished practice report. It includes a scope template, a severity matrix and a schedule linking each finding to a contract remedy.

Legal Due Diligence Red Flag Reporting: The Way Forward

The Red Flag Report and Deal Protection Schedule first informs the go or no-go decision and the opening price position. Lead counsel, the deal sponsor and the finance lead use it together during negotiation. After its first use, revisit the materiality thresholds: they show whether the review spent effort on issues that moved price and terms or on documents that did not.