

fondazione
enpaia

fondazione
enpaia

DUE DILIGENCE QUESTIONNAIRE

Fondazione E.N.P.A.I.A.

Ente Nazionale di Previdenza per gli Addetti e gli Impiegati in Agricoltura

Viale Beethoven, 48 - 00144 Roma **T** +39 06 54 581 | finanza@enpaia.it | enpaia.it
C.F. 02070800582 | P.IVA 01028511002

TABLE OF CONTENTS:

- A.** *INVESTMENT KEY INFORMATIONS*
- B.** *ORGANISATION AND OVERVIEW*
- C.** *TEAM*
- D.** *INVESTMENT STRATEGY AND CAPABILITIES*
- E.** *DEAL FLOW/SOURCING*
- F.** *INVESTMENT PROCESS*
- G.** *INVESTMENT MANAGEMENT AND MONITORING*
- H.** *PERFORMANCE AND TRACK RECORD ANALYSIS*
- I.** *COMPLIANCE AND RISK MANAGEMENT*
- J.** *FEES AND OTHERS*
- K.** *DOCUMENTS TO BE COLLECTED*

A. INVESTMENT KEY INFORMATION

1. Please provide a template giving the terms and conditions of the fund:

- **Name of the fund**
- **Legal status of the management-company and domiciliation**
- **Describe the legal and tax structure of the fund and state its legal domiciliation**
- **Size of the fund**
- **GP's / team's Commitment**
- **Name of the provider (contacts)**
- **Date of closing (first and last)**
- **IRR target/current yield**
- **Custodian and administrator**
- **Fees**
- **A sum up of your strategy**
- **What is your partnering philosophy (including co-investors)?**
- **Who are your main competitors?**
- **References: sponsors, co-investors, others**

B. ORGANISATION AND OVERVIEW

- 1. What is the name and address of the management company?**
- 2. What is the address of the location from which you will operate?**
- 3. Please provide a chart of the legal structure of your company**
- 4. Provide an organizational chart that details the different functions dedicated to the strategy**
- 5. Describe the history of your company. Provide a timeline of key dates and events**
- 6. Details of the ownership and the capital structure of your company**
- 7. Which statutory or regulatory authorities supervise your operations?**

C. TEAM

- 1. Please provide a chart of the investment team and the support staff**
- 2. Please provide investment professionals' curriculum vitae who will work directly on the proposed project**
- 3. Please provide the following information with respect to all staff departures over the past five years, turnover of staff: explain any variation**
 - a. Name**
 - b. Position**
 - c. Date of departure**
 - d. Length of service with your company**
 - e. Destination position and company**
 - f. Reason for departure**

- 4. Please provide a timeline of senior officers' tenure with the company**
- 5. What is the hiring plan?**
- 6. Please describe the firm's succession planning and any others plans for the future (e.g. recruitment, new offices etc,...)**
- 7. Please provide track record for the deals in which each manager was involved**
- 8. Team dedication and workload: time commitment to the fund for each team member**
- 9. What proportion of their time will be devoted to previous fund?**
- 10. Please state any external positions held by the investment professionals that could demands on their working time**
- 11. Where applicable, who will sit on board seats, and what maximum number of board seats may be allocated to a single individual?**
- 12. Please describe the remuneration arrangements for the team and distribution / vesting schedule of carried interest within it**

D. INVESTMENT STRATEGY AND CAPABILITIES

- 1. Describe your investment strategy**
- 2. Explain your choice. Why this market? What are the opportunities?**
- 3. Describe your competitive advantages**
- 4. What are the sectors / sub-sectors / regions targeted by the fund?**

5. *Describe any sectors/industries/ asset types you would avoid, and why*
6. *Describe the development stage of firms in which your company invests*
7. *Do you intend to be a lead investor, control investor, co-investor or sole investor?*
8. *How many companies have you got in your portfolio? What is the average amount of an investment?*
9. *Describe investment thresholds in the fund*
10. *Has your investment strategy or process changed in the past 3 years*

E.D *EAL FLOW/ SOURCING*

1. *Origination process*
 - a. *Describe your origination process*
 - b. *What are your criteria to choose a project?*
 - c. *What is your process for tracking prospective investments?*
 - d. *Do you use external partners for research purposes?*
 - e. *Do you pay a finder's fee?*
 - f. *What are your main sources/proprietary deals?*
 - g. *In what circumstances will you compete in auction process?*
2. *How many investment opportunities have you sourced over the last three years?*

3. *Describe your current pipeline*
4. *How many years would you need to invest the all fund? 5 years*

F. INVESTMENT PROCESS

1. *Describe your due diligence process*
2. *Describe your investment committee and list its member*
3. *Which parts of due diligence are handled internally and which outsourced?*
4. *What characteristics do you look for in a company and conversely, identify the characteristics that would signify a “deal killer”*
5. *Describe your deals’ structuring*
6. *What is the fund’s strategy with regard to debt and debt structuring? Which lenders do you favour?*
7. *Please describe your policy with regard to co-investment and syndication*
8. *Describe your valuation methods*
9. *What are your performance expectations?*
10. *Do you include SRI criteria in your investment selection?*
11. *Please provide your SRI reporting, if any*

G. INVESTMENT MANAGEMENT AND MONITORING

1. *What is your commitment in each company? What is your added value?*
2. *Describe the firm's approach to ESG matters in its investments: do you operate rigorous environmental, social and governance ("ESG") standards? Do you measure regularly by key ESG-related performance metrics appropriate to each business?*
3. *Are you a signatory to the United Nations Principles for Responsible Investment ("UNPRI")?*
4. *Who is responsible for the ongoing monitoring of an investment?*
5. *Monitoring process*
 - a. *Describe your risk monitoring process*
 - b. *What are your main risks?*
 - c. *How do you assess them?*
 - d. *Describe your internal controls regarding each risk*
 1. LIQUIDITY RISK:
 2. VALUATION RISK:
 3. LEGAL RISK:
 4. MARKET AND CREDIT RISK
 - e. *How do you mitigate risk at the portfolio level?*
 - f. *How do you mitigate risk at the asset level*
6. *Should something go wrong with an investment, how does the manager anticipate dealing with such a situation, and what recourses may be available to the fund in seeking to recover value?*
7. *Please describe your policy with regard to changing the management of portfolio companies*

8. *How do you monitor the performance of your portfolio assets?*
9. *Describe your valuation methods*
10. *How are underperforming investments handled internally?*
11. *What is your strategy for follow-on investments?*
12. *Describe your process for determining if an investment should be written down?*
13. *Provided details of exit strategies*
14. *At what point may the manager raise a successor fund?*

H. PERFORMANCE AND TRACK RECORD ANALYSIS

1. *Please provide assets' performances of your previous funds*
2. *Please provide current asset portfolio*
3. *Describe any investment realizations made to date*
4. *Describe the three best and worst investments in your portfolio*
5. *Please provide past case studies*
6. *Please provide table of deals realized and unrealized and deal's attribution*

I. COMPLIANCE AND RISK MANAGEMENT

- 1. Which regulatory body is the business registered with, and in what capacity?**
- 2. Who is responsible for compliance in the business?**
- 3. Does the firm have a written compliance manual?**
- 4. Are there funds within your company that might compete with this partnership/fund? Describe the policy and procedures in place to ensure fair treatment for investor**
- 5. Please describe the fund's policy with regard to Advisory Boards**
- 6. Describe your risk management philosophy and approach**
- 7. Who is the fund auditor, and has the auditor changed?**
- 8. Have you ever had any legal or fiscal issues?**
- 9. Have any of the key individuals or the manager ever filed for bankruptcy, or had any judgments entered against them? If yes, please describe the circumstances. Also, describe all settlements of legal actions involving the manager or the individual principals**
- 10. How will the Volcker Rule affect how you do business?**
- 11. Is there a formal business continuity plan in place?**

J. FEES AND OTHERS

1. Terms and conditions

- a. Management fee**
- b. List of any potential expense not included in management fee. Define in details all terms**
- c. List cash cascade**
- d. Hurdle**
- e. Define your income fees and describe the sharing between the fund and the manager**
- f. Abort fees**
- g. How are key-man issues addressed and managed : describe the key men clause**
- h. Is there any fault divorce clause**

2. Carried interest scheme

3. Information on other incentive schemes

4. Please provide the investors typology and a list of them (sponsors/agreements signed)

5. Under what circumstances can LPs remove the GP

6. Power of the advisory committee/voting threshold

7. *Most favoured nation clause*

8. *How often will the Fund issue reports to investors, and will these reports be audited or unaudited?*

K. DOCUMENTS TO BE COLLECTED

1. *Please provide your last funds reporting*

2. *Please provide the official version of the Offering Memorandum*

3. *Provide the authorization resolution of the Management Fund supervisory authority*

4. *Provide documents proving the suitability of the solicitation to subscribe for financial products*