



Before a company transaction: organise the decision record

A preparation guide for owners, directors and executives considering investment, restructuring, acquisition or exit.

01 / Define the decision

Write down the proposed transaction, the entities involved, the intended outcome and the expected timetable. Identify what has already been agreed and what remains open.

Distinguish a sale of company interests from a transfer of particular assets or contracts. Do not assume that they require the same documents, approvals or review.

02 / Assemble the record

Gather the constitutional documents and amendments, current ownership records, shareholder agreements, board and shareholder decisions, and evidence of signing authority.

Add material customer and supplier contracts, financing and security documents, financial records, licences and relevant disputes. Note any document that is missing, outdated or inconsistent.

03 / Separate ownership from authority

Prepare separate maps for legal ownership, beneficial ownership and decision-making authority. A person's economic interest does not, by itself, answer who may sign a particular document.

For counsel's review, flag contractual consent clauses, restrictions on transfers, financing conditions and any regulated or listed-company activity.

04 / Questions for the first review

Which company type, current legal provisions, contractual restrictions and regulatory requirements apply to this transaction? Which decisions and consents must be documented, and by whom?

What may be shared with a counterparty, through which confidentiality arrangements, and at what stage? Assemble the record before requesting advice; share sensitive material only through an agreed channel.

Official reference points

MOCI / Companies Law No. 1 of 2016

CMA / Executive Bylaws

Preparation material for general information. It is not a legal opinion or a statement of compliance. Current provisions, amendments and applicability must be checked for each matter. Share sensitive documents only through a channel agreed with the office.