



PLAYBOOK

The 90-Day Deal-Ready Playbook

Organise evidence, reduce surprises and prepare an SME before controlled transaction disclosure

LANGUAGE

EN

STATUS

RELEASE CANDIDATE

EVIDENCE CUTOFF

24 September 2026

REFERENCE

P01

The 90-Day Deal-Ready Playbook

What this playbook is designed to do

This playbook helps an SME move from an intention to sell or raise capital to an **explainable, documented and governed transaction file**. It structures 90 days of preparation so evidence gaps become visible, responsibilities are assigned, material documents are organised and disclosure can be controlled before buyers enter detailed diligence.

Ninety days is a preparation method, not a legal deadline, certification promise or transaction guarantee. Complex, regulated, multi-country, distressed or poorly documented businesses may need materially more time.

In the DealPME model, **transaction readiness and Deal-Ready certification are distinct**. The platform can structure evidence and remediation; certification remains a human institutional decision within its applicable scope. DealPME is not the certifier.

1. One-page roadmap

Period	Objective	Main output	Gate
Before Day 1	Establish governance	Sponsor, team, perimeter, timetable, confidentiality	G0 - Preparation mandate validated
Days 1-15	Establish legal/document foundation	Ownership, RCCM, authority, document index	G1 - Identity and authority documented
Days 16-30	Stabilise financial evidence	Financials, performance bridge, debt, WC, CAPEX	G2 - Numbers are reconcilable
Days 31-45	Map business and commitments	Customers, suppliers, contracts, key people, disputes	G3 - Critical dependencies known
Days 46-60	Review operations, assets, tax and compliance	Asset, permit, tax, insurance and ops files	G4 - Operational risks understood
Days 61-75	Remediate and prepare disclosure	Gap register, action plan, VDR, proposed disclosure tiers	G5 - File is controllable
Days 76-90	Run readiness review	Review pack, open items, disclosure plan, launch decision	G6 - Present / remediate further / stop

A gate never means “risk-free company”. It means the evidence is sufficient to make the next decision in a governed way.

2. Separate three concepts

2.1 A performing company

A profitable company can still be difficult to sell if accounts do not reconcile, key contracts are missing, ownership is unclear or the founder is operationally indispensable.

2.2 A company ready to be presented to a buyer

The business has a sufficiently structured file for a buyer to understand operations, ownership, performance, risks, commitments and dependencies without reconstructing the company from fragments.

2.3 Deal-Ready certification

Certification is a separate institutional status. Under DealPME process P06, CCI-Togo retains responsibility for criteria, expert selection and the decision to grant, renew or withdraw the label. **Automatic certification is not permitted.**

3. The eight readiness domains

Use `worksheets/readiness-dashboard.csv` to manage the file.

A. Corporate & ownership

Document RCCM/registration evidence, current constitutional documents, ownership structure and significant changes, relevant corporate decisions, signing authority, shareholder agreements where applicable, transfer restrictions and material subsidiaries/related entities.

OHADA's company-law Uniform Act covers corporate formation and operation, directors' responsibility, transformations, mergers, demergers, partial asset contributions, dissolution, liquidation and publicity rules.

Gate G1: legal identity, ownership and authority to prepare the transaction are documented or explicitly open as issues.

B. Finance & accounting

Prepare available financial statements, supporting ledgers where needed, revenue analysis, a bridge from management performance measures to accounts, non-recurring items, debt, cash, receivables/payables, working capital, fixed assets, CAPEX and known off-balance-sheet commitments.

OHADA's AUDCIF and revised SYSCOHADA provide the accounting framework within their applicable scope. This playbook does not replace accountant or statutory-auditor review.

Gate G2: material figures can be traced to identifiable accounting evidence and significant differences are documented.

C. Tax

Organise filings and payments, audits, disputes, arrears, withholding taxes, VAT/sector taxes, transfer-pricing issues where applicable, special regimes and available tax certificates.

Stop condition: a material tax issue that is not understood must be escalated to a qualified tax professional rather than “answered” by the platform.

D. Commercial & customers

Prepare revenue segmentation, customer concentration, material contracts/orders, retention where relevant, pipeline methodology, pricing and discounting, channel dependencies and geographic exposure.

Diligence question: what happens if the largest customer, main channel or critical market disappears?

E. Contracts & legal

Map material customer/supplier agreements, leases, financing documents, guarantees/security, IP licences, distribution/agency agreements, joint ventures, disputes and change-of-control/consent clauses.

Stop condition: validity, enforceability and legal-effect questions require qualified legal review.

F. People & management

Prepare organisation charts, leadership roles, key-person contracts, material compensation/incentives, founder dependency, succession/continuity, material employment disputes and significant benefit obligations.

Practical test: if the current owner is absent in six months, what stops working?

G. Operations, assets & technology

Document sites, key assets, ownership/leases, maintenance, capacity/utilisation, inventory, core IT, backup/cyber basics, software licences, technical dependencies and maintenance/growth CAPEX.

H. Permits, compliance & regulatory risk

Map licences, permits, HSE/ESG requirements where material, sector regulation, insurance, compliance procedures and known investigations/restrictions.

Where the company is distressed or potentially insolvent, route the issue to qualified professionals. OHADA insolvency law includes preventive and judicial procedures including conciliation, preventive settlement, judicial reorganisation and liquidation.

4. Use an evidence language, not a binary completeness score

Status	Meaning	Action
MISSING_EVIDENCE	Required evidence not provided	Obtain it or formally explain absence
MANAGEMENT_ASSERTION	Management statement not yet corroborated	Seek evidence or validation
CONTRADICTIONARY_EVIDENCE	Documents/statements conflict	Reconcile before release
UNRESOLVED_CALCULATION	Calculation not reproducible	Rebuild reconciliation
PROFESSIONAL_VALIDATION_REQUIRED	Qualified judgement required	Route to authorised professional
VERIFIED	Evidence checked under defined procedure	Preserve version/source/date
APPROVED_JUDGEMENT	Governed human decision made	Preserve reviewer + timestamp
NOT_FOR_RELEASE	Evidence exists but not cleared for current tier	Maintain access restriction

This avoids the false comfort of one readiness score.

5. The 90-day workplan

Before Day 1 - Establish governance

Nominate a decision sponsor and preparation lead; define deal perimeter; restrict knowledge of the project; establish one controlled document channel; open the gap register; set the weekly cadence.

G0: sponsor, team, perimeter and confidentiality rule validated.

Stop: no clear authority to prepare the transaction or unresolved shareholder conflict affecting authority.

Days 1-15 - Establish file identity

Collect registration evidence, constitutional documents and key corporate records; reconcile key information; create the ownership map; list powers and transfer restrictions; identify related entities; build the first document index.

Outputs: corporate fact sheet, ownership map, authority map, document index v1.

G1: the legal perimeter is understandable.

Days 16-30 - Stabilise the numbers

Load available financial statements; reconcile key metrics; build monthly/quarterly views where evidence exists; identify non-recurring items; establish debt/cash, working capital and CAPEX; record data-quality limitations.

Outputs: financial evidence pack, performance bridge, debt/cash schedule, working-capital schedule, unresolved-calculation register.

G2: essential numbers are reconcilable or their limitations are explicit.

Stop: a material metric cannot be traced to a source or a significant discrepancy remains unexplained.

Days 31-45 - Understand the commercial engine and obligations

Analyse customer concentration, material contracts, supplier dependencies, pricing, pipeline, leadership, disputes and change-of-control obligations.

Outputs: customer concentration schedule, contract matrix, key-person map, litigation/issues list.

G3: dependencies that may affect value, risk or timetable are known.

Days 46-60 - Review operations and compliance

Review assets, ownership and maintenance; capacity constraints; IT and licences; insurance; tax documentation; permits; sector obligations; financial-distress indicators.

Outputs: asset register, operations risk map, tax/compliance file, permits register, insurance schedule.

G4: main operating and regulatory risks are documented and assigned.

Days 61-75 - Remediate and prepare disclosure

Prioritise gaps:

- **P0:** blocks presentation or creates immediate risk.
- **P1:** should be addressed before deep diligence.
- **P2:** can be disclosed with a credible remediation plan.

Assign owners/dates, close priority reconciliations, obtain professional validation, version documents, remove superseded files, classify confidentiality and prepare progressive disclosure logic such as T0/T1/T2 where applicable.

G5: the file can be opened in a controlled manner without releasing all sensitive information automatically.

Days 76-90 - Final review and launch decision

Test corporate consistency, financial reconciliation, material-risk visibility, confidentiality classification, professional validations, management readiness and disclosure discipline.

Three outcomes:

READY TO PRESENT - the file can enter controlled presentation.

REMEDiate FURTHER - economics remain viable but material gaps should be addressed first.

STOP / PROFESSIONAL REVIEW - a legal, tax, solvency, ownership, fraud, compliance or authority issue requires prior professional/institutional judgement.

These are preparation statuses. They do not replace the CCI-Togo Deal-Ready certification decision.

6. Maintain five control documents

1. **Readiness Dashboard** - status, owner, critical gap, action, due date, professional review.
 2. **Gap Register** - ID, domain, issue, evidence status, deal impact, owner, action, due date, reviewer, status.
 3. **Document Index** - ID, domain, document, period, version, source owner, verification, confidentiality tier, review date.
 4. **Decision Log** - record material changes to perimeter, disclosure, financial method, exceptions, professional validation or readiness status.
 5. **Disclosure Map** - what may be shared at each stage. Available evidence is not automatically releasable evidence.
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7. Questions before opening a data room

- Is the appropriate NDA executed?
- Is the buyer sufficiently qualified?
- Are identity and authority understood?
- Is the purpose of access clear?
- Is the requested evidence necessary at this stage?
- Would a redacted version or summary be sufficient?
- Should access expire?
- Is download necessary?
- Is an expert or clean team required?
- Is access logged?

A VDR is not simply a file folder. It is a controlled disclosure system.

8. Escalation triggers

Escalate immediately when material evidence indicates uncertain ownership, suspected fraud/falsification, significant litigation or investigation, unreconciled debt/guarantees, payment difficulty or potential insolvency,

material tax exposure, missing critical permit, reviewer conflict, substantial contradiction between statements and documents, or any issue requiring qualified legal/tax/accounting/technical/regulatory judgement.

Rule: the platform does not resolve professional judgement questions through generated text.

9. Roles and governance

Activity	Company	DealPME	Expert	CCI-Togo
Build/remediate file	A/R	C	C	I
Technical completeness control	C	A/R	C	I
Select certification expert	I	C	I	A/R
Perform diagnostic	C	I	A/R	C
Grant/refuse/withdraw label	I	I	C	A/R
Publish/withdraw system badge	I	R	I	A

This reflects the P06 governance of the CCI-Togo pilot. Any other jurisdiction/institution needs its own documented governance.

10. Measure readiness without creating a misleading score

A single score can hide fundamentally different problems: a missing file, an accounting contradiction, a tax opinion required, a legal decision pending or verified evidence.

Use three dimensions instead:

Coverage - do we have the evidence?

Evidence quality - can it be verified?

Transaction impact - could the gap affect price, timetable, financing, conditions or closing?

Institutional certification may apply different criteria. The transaction-readiness dashboard must not pre-empt the institutional decision.

11. Owner's final checklist

Before controlled market presentation, the owner should be able to say:

- I know exactly which entity/assets are in scope.
 - I know who is authorised to decide and sign.
 - Key figures can be traced to accounts.
 - Material gaps are documented, not hidden.
 - Customer, supplier and key-person dependencies are understood.
 - Critical contracts and permits are identified.
 - I know which questions require professional judgement.
 - Documents have clear versions and owners.
 - I know what can be shared at T0, T1, T2 or equivalent disclosure stages.
 - I know who can enter the VDR and why.
 - I can explain the business without improvising on known risks.
 - I am prepared to stop if a critical condition is not met.
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12. Using the playbook with DealPME

Where the relevant capabilities are live and permitted, the playbook can connect to Deal-Ready, Pass Transmission, VDR, Deal-Experts, LegalTech/Tax workflows and RPS/T0-T1-T2 disclosure governance.

No product connection changes the responsibilities of the parties, institution or qualified professionals.

Sources and limitations

OHADA. AUDCIF/SYSCOHADA, the company-law Uniform Act, RCCM/commercial-law framework and insolvency Uniform Act provide the main official foundations used here. Tax, employment, sector and permit obligations may depend on national or other regimes.

DealPME. PRD v1.0 PR-READY and P04-P25 Process Reference P06. In the governed pilot, CCI-Togo retains the certification decision and automatic certification is prohibited.

Limit. This playbook is a transaction-preparation instrument. It is not legal, tax, accounting, employment, regulatory, investment or valuation advice and does not guarantee certification, financing or transaction completion.

Working tool — Document Index

Print or complete this table during the process. Blank fields are intentional and should be completed using deal-specific evidence or decisions.

Row 1

doc_id	D-001
domain	
document_name	
period	
version	
source_owner	
verification_status	
confidentiality_tier	
review_date	
notes	

Working tool — Evidence Status Legend

Print or complete this table during the process. Blank fields are intentional and should be completed using deal-specific evidence or decisions.

status	meaning
MISSING_EVIDENCE	Required evidence has not been provided.
MANAGEMENT_ASSERTION	Statement supplied by management but not independently evidenced.
CONTRADICTIONARY_EVIDENCE	Available documents or statements conflict.
UNRESOLVED_CALCULATION	Calculation cannot yet be reconciled or reproduced.
PROFESSIONAL_VALIDATION_REQUIRED	Qualified legal/tax/accounting/technical review is required.
VERIFIED	Evidence has been checked against the defined review procedure.
APPROVED_JUDGEMENT	An authorised human reviewer has made the governed judgement.
NOT_FOR_RELEASE	Evidence exists but is not cleared for the current disclosure tier.

Working tool — Gap Register

Print or complete this table during the process. Blank fields are intentional and should be completed using deal-specific evidence or decisions.

Row 1

gap_id	G-001
domain	
issue	
evidence_status	
transaction_impact	
owner	
action	
due_date	
reviewer	
status	OPEN

Working tool — Readiness Dashboard

Print or complete this table during the process. Blank fields are intentional and should be completed using deal-specific evidence or decisions.

domain	status	evidence_owner	critical_gap	next_action	target_date	professional_review
Corporate & ownership	NOT_STARTED					
Financial & accounting	NOT_STARTED					
Tax	NOT_STARTED					
Commercial & customers	NOT_STARTED					
Contracts & legal	NOT_STARTED					
People & management	NOT_STARTED					
Operations & assets	NOT_STARTED					
Permits & compliance	NOT_STARTED					

Sources, methodology and limitations

The sources below support the rules, methods or context used in this playbook. They do not turn the document into transaction-specific legal, tax, financing, valuation or investment advice.