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The Pre-Sale Checklist

Will your exit survive the taxman? A 5-minute self-check.

You spent years building it. The day you sell decides how much you actually keep, and that decision is mostly made years earlier, in how your shares are held. The old lawyer's rule says it best: careful never hurts. The careful owner keeps the money. The lucky one finds out, too late, that luck is not a plan. This check shows you, fast, whether you are careful or exposed.

Part 1 — The test

Tick yes only if it is true today, not 'we plan to'. Each 'no' is a place your exit can be taxed.

#	Question	Yes / No
1	The shares are held by a company, not by you personally.	[ ]
2	That company owns at least 10% of the business.	[ ]
3	It will have held those shares for 24 months in a row by the day you sell.	[ ]
4	A real person actually runs the investment inside that company.	[ ]
5	There is a real office and real decisions get made there.	[ ]
6	Proof has been kept all along, month by month, not left for later.	[ ]
7	If you sell in parts, the order keeps you above 10% each time.	[ ]
8	The shares were bought in writing, properly signed, and the ownership is registered.	[ ]
9	Whoever signed for the company actually had the authority to.	[ ]
10	For a big exit, you have considered asking the taxman in advance for a written ruling.	[ ]

How to read your score

- **All yes:** careful. The real test is whether your proof would hold up under questions. Worth confirming before you sell.
- **Any no:** a gap a careful owner closes. Most of it can still be fixed, if you move before the deal is real.
- **Three or more no:** exposed. Get a proper structure and the clock started as early as you can.

Part 2 — Your 2-year clock

- It does NOT start when you sign a 'maybe later' deal.
- It does NOT start when you buy an option or a right to buy.
- It starts the day the company truly owns the shares, and that date is written down and registered.

If you are within 24 months of a likely sale and the clock has not started, treat it as urgent.

Part 3 — What 'proof' really means

Proof is not a folder you build the week the taxman writes. It is a record made as things happen: the dated purchase, the decisions your company took as an owner, who ran it, where, and the risks it watched. A file made up later does not count. A file built all along is the difference between a clean exit and a fight you lose.

Part 4 — Your to-do list

1. Move the shares into the right kind of company, if they are not there already.
2. Buy in writing, sign properly, and register the ownership, that fixes the day your clock starts.
3. Check that whoever signs has the authority to.
4. Put a real person, place and decision-making in place, and keep them real.
5. Start a single proof file on day one, and add to it every quarter.
6. Plan the order of any partial sale so you never drop below 10% too early.
7. For a large or borderline exit, consider asking the taxman in advance, in writing.
8. Run a full check 6, 3 and 1 months before you sell.

Want us to do this for you, or just check where you stand? Book a 45-minute partner call. No obligation.

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This checklist is general information to help you spot risk early. It is not legal or tax advice and is not a promise about your own taxes. What you can keep depends on your facts. Talk to us, and your own advisors, before you act.