



PRE-EXIT TAX CHECKLIST

— DURISKA · PRE-EXIT TAX CHECKLIST

Pre-Exit *Tax* Checklist

A 5-minute self-test for Slovak and CEE founders preparing for a sale, succession, or secondary transaction.

FOR FOUNDERS 12-36 MONTHS BEFORE A PLANNED EXIT

FIRM

KILIAN LEGAL s.r.o.

PRINCIPAL

Róbert Ďuriška LL.M.
J.D.

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CONFIDENTIAL

Founder education

How to use *this checklist*

Do not use this as a tax opinion. Use it as a triage tool. The goal is to identify whether you should investigate the structure before timing pressure removes your options.

Run the quick filter on page 3 first. If you mark four or more YES answers, the rest of the checklist is the next 20 minutes well spent. If you mark three or fewer, keep the document for later and revisit when your timeline tightens.

The two self-tests on pages 4 and 5 surface the issues that buyers, tax advisors, and auditors raise in the first week of due diligence. The 24-month timeline on page 6 shows what should already have happened by the time a buyer is at the door. The red-flag scan on page 7 highlights the patterns most likely to block participation-exemption treatment.

This is useful if you...

THIS CHECKLIST IS USEFUL IF YOU

- ✓ Own 10% or more of an operating company
- ✓ Expect exit value above €2M
- ✓ Are 12 to 36 months before a potential sale
- ✓ Need English-language diligence files
- ✓ Want fixed-scope legal execution instead of open-ended hourly work

THIS IS NOT ENOUGH IF YOU

- ✗ Are already under LOI or in live negotiations
- ✗ Need deal counsel for an active transaction
- ✗ Have a primarily real-estate holding company
- ✗ Need final tax advice without full factual review
- ✗ Want a guaranteed tax outcome

— IMPORTANT LEGAL AND TAX NOTE

This document is general information only. It is not legal, tax, accounting, investment, or financial advice. Qualification for any participation-exemption treatment depends on the specific facts, timing, ownership structure, substance, tax residency, documentation, and applicable law at the time of the transaction. Final advice should only be given after conflict check, document review, and a signed engagement letter.

Step 1 · Quick Filter

Six questions. Two minutes. The first decision: is your situation in the zone where pre-exit structuring still has time to work?

QUESTION / CHECKPOINT	YES	NO	COMMENT
I am a founder, co-founder, shareholder, or family-business owner.	<input type="checkbox"/>	<input type="checkbox"/>	
I own or control at least 10% of the company or expected sale asset.	<input type="checkbox"/>	<input type="checkbox"/>	
The company is an operating business, not mainly a passive real-estate vehicle.	<input type="checkbox"/>	<input type="checkbox"/>	
A sale, succession, secondary sale, or investor buyout could happen in the next 12-36 months.	<input type="checkbox"/>	<input type="checkbox"/>	
The expected value of the sale or secondary transaction is above €2M.	<input type="checkbox"/>	<input type="checkbox"/>	
The buyer or investor will likely run legal, tax, and ownership due diligence.	<input type="checkbox"/>	<input type="checkbox"/>	

– INTERPRETATION

- **5-6 YES** Strong reason to review your structure now.
- **3-4 YES** Timing and value may still justify a strategy session.
- **0-2 YES** Keep the checklist, but the Protocol may not be the right fit yet.

– STEP 2 · MARK EVERY RED FLAG

One red flag does not automatically mean the structure fails. But multiple red flags usually mean the issue should be reviewed before the buyer, investor, auditor, or tax authority asks the question first.

Self-Test 1 · *Timing and Ownership*

Timing is usually the part founders underestimate. The structure may be technically possible but commercially too late if the buyer process has already started.

QUESTION / CHECKPOINT	YES	NO	NOTES
The intended seller is a Slovak or EU legal entity, not only the individual founder directly.	<input type="checkbox"/>	<input type="checkbox"/>	
The relevant share or ownership interest has already been transferred into the intended structure.	<input type="checkbox"/>	<input type="checkbox"/>	
The relevant holding period has started and can be proven with documents.	<input type="checkbox"/>	<input type="checkbox"/>	
The expected sale date is more than 24 months away, or the holding-period issue has been analysed.	<input type="checkbox"/>	<input type="checkbox"/>	
There are no undocumented option promises, side letters, or phantom-equity arrangements.	<input type="checkbox"/>	<input type="checkbox"/>	
The cap table matches the commercial reality of who owns what.	<input type="checkbox"/>	<input type="checkbox"/>	
All prior transfers, subscriptions, and capital increases are documented and signed.	<input type="checkbox"/>	<input type="checkbox"/>	
The company register, shareholder documents, and RPVS records are aligned.	<input type="checkbox"/>	<input type="checkbox"/>	
No founder dispute, minority claim, or unapproved transfer right is unresolved.	<input type="checkbox"/>	<input type="checkbox"/>	
You can explain the commercial reason for the structure beyond tax savings.	<input type="checkbox"/>	<input type="checkbox"/>	

— FOUNDER RULE

If you cannot prove when the relevant holding period started, assume the buyer, tax advisor, or auditor will not give you the benefit of the doubt.

Self-Test 2 · Substance and Documentation

A structure is not just a diagram. It needs operating evidence. The question is whether the entity actually behaves like the owner it claims to be.

QUESTION / CHECKPOINT	YES	NO	NOTES
The holding company has a clear business purpose and governance rhythm.	<input type="checkbox"/>	<input type="checkbox"/>	
Board or shareholder decisions are documented with minutes or resolutions.	<input type="checkbox"/>	<input type="checkbox"/>	
The holding company has adequate personnel, advisors, or management support for its role.	<input type="checkbox"/>	<input type="checkbox"/>	
The holding company bears and manages risks connected with its ownership interests.	<input type="checkbox"/>	<input type="checkbox"/>	
There is evidence of decision-making in Slovakia where required by the facts.	<input type="checkbox"/>	<input type="checkbox"/>	
The company maintains proper accounting records.	<input type="checkbox"/>	<input type="checkbox"/>	
Intercompany relationships are documented and commercially explainable.	<input type="checkbox"/>	<input type="checkbox"/>	
Banking, accounting, and corporate records are not scattered across personal inboxes.	<input type="checkbox"/>	<input type="checkbox"/>	
The structure could be explained to buyer counsel in a clean diligence memo.	<input type="checkbox"/>	<input type="checkbox"/>	
The substance file can be produced without a last-minute document hunt.	<input type="checkbox"/>	<input type="checkbox"/>	

— SUBSTANCE PRINCIPLE

The more valuable the exit, the less you should rely on memory, verbal explanations, or documents created only after the LOI.

The 24-Month *Pre-Exit Timeline*

A buyer process compresses time. Pre-exit structuring only works when the structure, holding period, and supporting evidence exist before diligence pressure starts.

TIMING	WHAT SHOULD HAPPEN
<i>24+ months before target sale</i>	Confirm ownership pathway, intended seller, timing, eligibility assumptions, and commercial rationale.
<i>18-24 months before sale</i>	Implement the Holdco if appropriate; align register filings, shareholder documents, and initial substance records.
<i>12-18 months before sale</i>	Run quarterly governance, prepare minutes, update cap table, and maintain accounting and banking evidence.
<i>6-12 months before sale</i>	Prepare buyer-facing memo, document room index, tax support file, and issue log.
<i>0-6 months before sale</i>	Use deal counsel for negotiation, SPA support, disclosure, and live diligence responses.

— TIMING TEST

"If a buyer sent a due-diligence request tomorrow, could we show the structure, rationale, holding period, cap table, minutes, accounting records, and substance file within 48 hours?"

— THE HONEST ANSWER

If the answer is no, the issue is not only tax. It is leverage, speed, and credibility in the transaction process. A founder who cannot answer a routine diligence question in 48 hours is a founder who will negotiate from the back foot.

Eight Red Flags *to Spot Early*

Use this page as the founder's red-flag scan. Mark anything that may apply.

#	RED FLAG	WHY IT MATTERS
1	LOI is already signed or expected within weeks.	You may now need transaction counsel more than pre-exit structuring.
2	Shares are still held directly by the founder.	This may be correct in some cases, but it should not be accidental.
3	The Holdco exists but has no substance file.	An empty company can create more questions than answers.
4	Cap table promises are verbal.	Advisors, early employees, and co-founders may later claim undocumented economics.
5	RPVS and ownership records do not match reality.	Registry inconsistency is a diligence distraction and sometimes a transaction blocker.
6	Real estate dominates the company value.	This can change the tax and structuring analysis.
7	Prior reorganisations were done without a paper trail.	Missing rationale and valuations weaken later explanations.
8	Existing advisors disagree on the structure.	Alignment should happen before a buyer imposes its own view.

— ACTION TRIGGER

If you mark three or more red flags, request a confidential review before you share structure information with a buyer or investor. The cost of the review is a fraction of what a single qualification-blocking issue costs in a live transaction.

25-Item Punch List · Part A

Complete this before asking whether the structure is ready. Missing facts slow the analysis and create false confidence.

#	ITEM	DONE	NOTES
1	Map current legal owner of each share or ownership interest.	<input type="checkbox"/>	
2	Confirm percentage held directly and indirectly by each founder.	<input type="checkbox"/>	
3	Identify expected transaction type: share sale, asset sale, secondary, succession, or partial buyout.	<input type="checkbox"/>	
4	Confirm whether the intended seller is an individual or legal entity.	<input type="checkbox"/>	
5	Check whether any holding period has already started.	<input type="checkbox"/>	
6	Collect share-transfer agreements, subscription documents, and capital-increase records.	<input type="checkbox"/>	
7	Collect shareholder agreements, option plans, side letters, and advisor-equity promises.	<input type="checkbox"/>	
8	Compare cap table against company register and internal records.	<input type="checkbox"/>	
9	Check RPVS filing alignment where applicable.	<input type="checkbox"/>	
10	Document the commercial rationale for any proposed structure.	<input type="checkbox"/>	
11	Review whether company value is materially connected to real estate.	<input type="checkbox"/>	
12	Identify minority consent rights, drag/tag rights, veto rights, and transfer restrictions.	<input type="checkbox"/>	

25-Item Punch List · Part B

This part turns the structure into evidence. A clean file is easier to defend than a clever diagram.

#	ITEM	DONE	NOTES
13	Open a dedicated folder for the pre-exit structure file.	<input type="checkbox"/>	
14	Create a board and shareholder resolution calendar.	<input type="checkbox"/>	
15	Prepare minutes for material decisions connected to the ownership interest.	<input type="checkbox"/>	
16	Confirm accounting treatment and double-entry records where relevant.	<input type="checkbox"/>	
17	Collect bank, invoice, advisory, and governance evidence for substance.	<input type="checkbox"/>	
18	Prepare a one-page structure diagram with dates and legal entities.	<input type="checkbox"/>	
19	Prepare a list of prior reorganisations and why they happened.	<input type="checkbox"/>	
20	Prepare buyer-facing diligence index for ownership and tax support documents.	<input type="checkbox"/>	
21	List all known weaknesses before the buyer finds them.	<input type="checkbox"/>	
22	Agree who will speak to tax advisor, corporate lawyer, auditor, and buyer counsel.	<input type="checkbox"/>	
23	Prepare a response protocol for buyer questions on structure and substance.	<input type="checkbox"/>	
24	Schedule a pre-LOI review 30-60 days before expected buyer approach.	<input type="checkbox"/>	
25	Decide whether you need a full legal protocol or only a strategy memo.	<input type="checkbox"/>	

Document Pack *to Collect*

Do not wait for a buyer to ask for these. Build the file while nobody is negotiating against you.

CATEGORY	DOCUMENTS TO COLLECT
OWNERSHIP	Shareholder list, cap table, transfer agreements, subscription docs, register extracts, RPVS records.
GOVERNANCE	Articles, shareholder agreements, board minutes, shareholder resolutions, consent records.
TAX SUPPORT	Structure memo, timing analysis, holding-period evidence, commercial-rationale note, advisor comments.
SUBSTANCE	Management decisions, banking records, accounting files, contracts, office or advisor support, meeting calendar.
TRANSACTION READINESS	Dataroom index, issue log, buyer Q&A protocol, pre-LOI briefing notes.

— DATAROOM STANDARD

"Your goal is not to flood the buyer with documents. Your goal is to produce a clean narrative: ownership, timing, substance, rationale, and transaction readiness."

— NOTE ON OPEN ISSUES

Track every gap, every weakness, and every unanswered question in a single log. The founder who knows their own weaknesses controls the diligence conversation. The founder who is surprised by them loses leverage.

Next Step

Use your score to decide the right path.

— PATH ONE

Request a Confidential Review if

- Exit is 12–36 months away
- Expected value is above €2M
- You marked three or more red flags
- Your current structure is undocumented
- You want fixed-scope execution rather than open-ended advice

— PATH TWO

Start with a Strategy Session if

- Facts are complex or advisors disagree
- You are not sure whether the Protocol fits
- You need a written memo before committing
- You want to coordinate lawyer, tax advisor, and auditor
- You prefer to test the structure before implementation

— HOW TO REACH OUT

Email subject: "Checklist Review"

robert@duriska.com

RÓBERT ĎURIŠKA LL.M. J.D. · KILIAN LEGAL S.R.O.

Send a short summary of your company, ownership percentage, expected exit timeline, and expected transaction value. I read every submission personally.

— FINAL REMINDER

This checklist is a triage tool, not a tax opinion. Do not implement a structure based only on this document. Review facts, documents, and applicable law before acting.