



What to put in your data room

In the simplest terms, your data room is what sits behind your pitch deck. It contains all of the detail that investors will need for their due diligence process, before they finalise an investment in your start-up. You should start creating your data room before you pitch so that it is well-organised and ready to go should any investors ask for it at your pitch.

There is a lot of guidance online on what should be in a data room. Here's what we learned from asking pre-seed and seed investors, law firms, and hundreds of founders with experience raising. This document provides a good place to start, but some investors may want something slightly different, so make sure to check with your potential investors first before giving them access to your data room.

What documents do I need?

- Financials.
 - Forecasting, cash flow model
 - All past income and expenditure
 - Forecast of future income/expenditure, monthly for 1 year, quarterly for years 2 and 3 and yearly for years 4 and 5.
 - Calculated forecasted ARR (annual recurring revenue), MRR (monthly recurring revenue), ASP (average sales price), CLV (customer lifetime value).
 - Include all data sources and calcs for forecast
- Business plan
- Copy of your pitch deck – long or short version
- TAM, SAM, SOM and all sources, assumptions, calculations and justification
 - Total addressable market, serviceable addressable market, serviceable obtainable market.
- All directors backgrounds, including relevant qualifications and experience, IDs, addresses, CVs
- Legals: any legal agreements including IP/trademark agreements



How-to guidance

- Cap table
- EIS/SEIS assurance

What format should it be in?

There are many different platforms you can use to share your data room. Some investors may have you post files to their shared folders. Some data room services allow you to track who has looked at your files and how long they have spent on each file.

The most important point here is that your documents should be well organised.

- Include a file or table that tracks your documents and where they are
- Have a consistent file-naming system
- Reference the documents in your data room in the sources for your pitch deck so that investors know where to go for the back-up data.

Example tracking/TOC file for data room

Status	Responsible		Documentation	Comment
		1.0	BUSINESS OVERVIEW	
Ready		1.1	Pitchdeck	
Ready		1.2	5-Year Financial Model	
In Progress		1.3	5-Year Business Plan	
In Progress		1.4	Capitalization Table	
		2.0	CORPORATE GOVERNANCE & LEGAL	
			Incorporation Certificate	
			Articles of Incorporation	
			Share Registry	
			Shareholder Agreement 1	
			Shareholder Agreement 2	
			Incorporation Certificate	
			Articles of Incorporation	
			Share Registry	
			Incorporation Certificate	
			Articles of Incorporation	
			Share Registry	
			Share Options Terms and Conditions	
			Stock Options Agreement - Executed - Person 1	
			Stock Options Agreement - Executed - Person 2	
		3.0	FINANCIAL	
			YE2020 Financial Statements	
			YE2021 Financial Statements	
			YE2022 Draft Financial Statements	
			Monthly Management Report - January 2023	
		4.0	CONTRACTS AND AGREEMENTS	
		4.1	Management Agreement - Person 1	
		4.2	Management Agreement - Person 2	
		4.3	Contracts Log	
		4.3.1 - ...	Contracts (zip)	
	PB	4.4	Employment Agreements Log	
		4.4.1	Employee 1	
		4.4.2	Employee 2	
		4.4.3	Employee 3	
		4.5	Partner1 Collaboration Agreement	
	TB	4.6	Supplier Contracts Log	
		4.6.1 - ...	Supplier Contracts (zip)	
			Supplier1	
			Supplier2	
			Supplier3	
		5.0	OPERATIONS	
			Company Handbook	
			OKRs - Q1 2023	
			OKRs - Q2 2023	
		6.0	OTHER	
			Investor FAQ	
			CV - Leadership Team 1	
			CV - Leadership Team 2	
			CV - Leadership Team 3	
			CV - Leadership Team 4	



How-to guidance

Final thoughts

If your data room is well-organised and it's easy for investors to find the files they need, this will make the due diligence process easier for everyone – including you! It's well worth the time to have an organised data room ready in advance of any pitches to investors. That way, when investors ask for a link to your data room, you can tweak what you already have (if needed) rather than creating everything from scratch.

For more information

Breakthrough Labs offers webinars and investor events that help you understand what different investors want in their data rooms. Keep an eye on our Events page for upcoming investor events.

Our Trusted Supplier directory offers connections with several law firms who guide start-ups through the due diligence process.

These online guides from investors are also helpful:

- Andreesen Horowitz (US) – The Insider's Guide to Data Rooms: What you need to know before you raise
 - <https://a16z.com/the-insiders-guide-to-data-rooms-what-to-know-before-you-raise/>
- Octopus Ventures (UK) – Perfect Pre-seed Data Room
 - <https://octopusventures.com/guides/raising-pre-seed-round/>