

DEAL-MAKING PROCESS CHECKLIST

This checklist summarizes the key considerations for deal-making with respect to French Charter compliance. Note that this checklist is provided for information purposes only and is not exhaustive.

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Deal-Making Phase	Key Considerations
1. DUE DILIGENCE	
Initiating an Access to Information Request with OQLF	Submit an access to information request to the OQLF to uncover any undisclosed language-related complaints or claims.
Francization Procedures	<p>Determine if the target corporation is subject to francization obligations under the Charter and if it has complied with its obligations i.e.:</p> <ul style="list-style-type: none"> - Registration with the OQLF (25 employees or more starting June 1, 2025); - Providing the OQLF with an analysis of its linguistic situation for evaluation; - Potentially putting in place a francization program within a month delay if the OQLF is unsatisfied with the linguistic situation. <p>Note that the registration requirements with the OQLF are based on the size of the workforce of the target corporation and the list above is not exhaustive.</p>
Employment Agreements and HR Documentation	<ul style="list-style-type: none"> - Review employment-related policies and documentation to confirm their availability in French for Quebec staff. - Review the availability of French versions of employment agreements which shall be provided to employees to comply with recent Charter amendments.
Contract Checkpoint	<ul style="list-style-type: none"> - Review target corporation compliance with its obligations to provide French versions of contracts of adhesion before parties can decide to be bound by a version in another language. - Review the availability of French versions of all standard form contracts. - Review the language of the registrations made in the Quebec register of personal and movable real rights and the Quebec land register.
Trademarks	Review the status of registration of the target corporation's trademarks.
Review of Commercial Documentation and Website	<ul style="list-style-type: none"> - Review the availability of commercial documents accessible to the public in French. - Review compliance of the target corporation's website with the Charter. - Analyze the quality and accessibility of the French versions of commercial documentation.
2. NEGOTIATION STAGE	
Closing Documents	The share or asset purchase agreements representations and warranties section can address language-related obligations and findings from the due diligence investigation.
Closing Deliverables	The requirement to translate any agreements or documents following the results of the due diligence analysis can be included as a closing deliverable in a form satisfactory to the foreign buyer/investor.
3. POST-CLOSING	
Post-Closing Language Compliance	<p>Factor in, the purchase price, costs associated with rectifying translation defaults and potential penalties imposed by the OQLF on the target corporation.</p> <p>Develop an internal action plan to address any identified areas of non-compliance discovered during the due diligence investigation.</p>