
Counterparty Due Diligence Training Course for Joint Ventures and Co-Investment

4 – 8 April 2027
Kuala Lumpur





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Programme Summary

Counterparty due diligence for joint ventures and co-investment is the subject of this one-week training course for board members and senior executives at advanced level, culminating in a counterparty vetting dossier and decision memo for a live or recent deal. Outside capital and local partners bring value, but a partner's ownership, conduct or weak finances can expose the whole venture. The approach moves from risk-based principles through ownership, integrity and capacity checks to fit, protections and oversight. Mars Training Centre UK delivers this programme in counterparty due diligence.

The Business Case

A poorly vetted investor or partner rarely fails at signing; the damage arrives later, as reputational incidents, deadlocked boards or unfunded capital calls. Leaders who vet proportionately before commitment can price risk into the terms, decline unsuitable counterparties early and build protections that hold under strain.

- Reputational and Integrity Exposure: Falls as ownership and sanctions issues surface before commitment.
- Deal Abort Cost and Time: Reduces as red flags are tested at an early screening gate.
- Venture Stability After Signing: Improves as funding capacity and exit routes are written into the agreements.

Principles and Evidence Base

- OECD Due Diligence Guidance for Responsible Business Conduct: Its risk-based cycle structures the vetting process in Session 1 and the monitoring plan in Session 5.
- FATF Recommendations on Beneficial Ownership: Identifying the natural persons who ultimately own or control an entity guides the ownership mapping in Session 2.
- Know-Your-Counterparty Practice: Source-of-funds and source-of-wealth verification frames the investor capacity tests in Session 3.
- Risk-Based Proportionality: Matching depth of enquiry to deal size and influence shapes the tiered screening model.

Intended Participants

- Board members who approve new shareholders, co-investors or venture partners.
- Executives who originate and negotiate joint ventures and capital raisings.
- Finance leaders who judge whether a counterparty can meet its funding obligations.
- Legal and risk heads who design screening procedures and contractual protections.



The programme serves corporate development, investment, legal and risk functions in energy, real estate, infrastructure and institutional investment.

Learning Outcomes

1. Participants will be able to design a tiered vetting process proportionate to deal risk.
2. Participants will be able to construct a beneficial ownership map and test source of funds for a prospective investor.
3. Participants will be able to diagnose integrity and sanctions red flags and decide which are deal-breakers.
4. Participants will be able to evaluate a partner's financial capacity, strategic fit and cultural compatibility.
5. Participants will be able to prioritise contractual protections that address the risks found in vetting.
6. Participants will be able to justify a deal recommendation to a board.

Programme Structure

Day 1: Foundations of Counterparty Due Diligence

What should the organisation know about a counterparty before it commits, and how deep should it look?

- Counterparty Versus Target Due Diligence: Scope and Purpose
- OECD Risk-Based Due Diligence Cycle Applied to Partners
- Tiered Screening Model and Proportionality Criteria
- Deal Team Roles, Information Requests and Confidentiality
- Early Screening Gate and Go or No-Go Criteria

Day 2: Ownership, Control and Integrity Screening

Who really owns and controls the counterparty, and what is their track record?

- Beneficial Ownership Mapping Through Layered Structures
- Politically Exposed Persons and Related-Party Links
- Sanctions, Litigation and Regulatory History Checks
- Adverse Media Review and Source Credibility Grading
- Integrity Interviews and Reference Calls With Former Partners

Day 3: Financial Capacity and Source of Funds

Can the investor or partner fund its share today and through future capital calls?

- Source-of-Funds and Source-of-Wealth Verification
- Financial Statement Review for Funding Capacity
- Contingent Liabilities and Group Guarantee Exposure
- Funding Commitment Stress Test Across the Venture Life
- Co-Investor Track Record and Portfolio Behaviour



Day 4: Strategic Fit, Governance and Deal Protections

Will the partnership work in practice, and what protects the organisation if it does not?

- Strategic Fit Scorecard and Objective Alignment
- Cultural Compatibility Assessment and Decision-Style Mapping
- Reserved Matters, Board Composition and Deadlock Resolution
- Representations, Warranties and Anti-Corruption Undertakings
- Exit Routes, Transfer Restrictions and Change-of-Control Triggers

Day 5: Applying Counterparty Due Diligence to a Live Deal

Is the vetting dossier complete enough to support a board decision?

- Consolidating Day 2 Ownership and Integrity Findings Into a Risk Rating
- Pricing Day 3 Capacity Gaps Into Deal Terms and Conditions
- Matching Day 4 Protections to Each Residual Risk
- Post-Signing Monitoring Triggers and Periodic Re-Screening
- Completing the Vetting Dossier and Board Decision Memo

Methodology

The programme relies on case analysis built around realistic counterparty profiles. Deal teams map ownership from partial records, grade conflicting media reports and test funding capacity against venture budgets. Cases come from energy, real estate and infrastructure partnerships, and each session ends with peer challenge.

- Suggested activity: Tracing the ultimate owners of a prospective co-investor through three corporate layers.
- Suggested activity: Ranking a set of adverse media findings by credibility and materiality.
- Suggested activity: Negotiating deadlock and exit clauses in a simulated joint venture term sheet.

Capstone Output

Each participant completes a counterparty vetting dossier for a deal from their own organisation or a supplied case. It contains the screening tier, an ownership map, integrity and capacity findings, a fit scorecard, a protections matrix and a board memo recommending proceed, condition or decline.

Frequently Asked Questions

Is the counterparty due diligence programme suitable for board members?

Yes. It suits board members and senior executives who approve or negotiate investor and joint venture deals. It assumes transaction experience but no compliance specialisation.



Which frameworks does counterparty due diligence training rest on?

It rests on the OECD Due Diligence Guidance for Responsible Business Conduct, the FATF Recommendations on beneficial ownership and established know-your-counterparty practice.

How is the counterparty due diligence dossier used at work?

You can use it as the template for your next partner approval, as a board paper and as the basis for post-signing monitoring.