

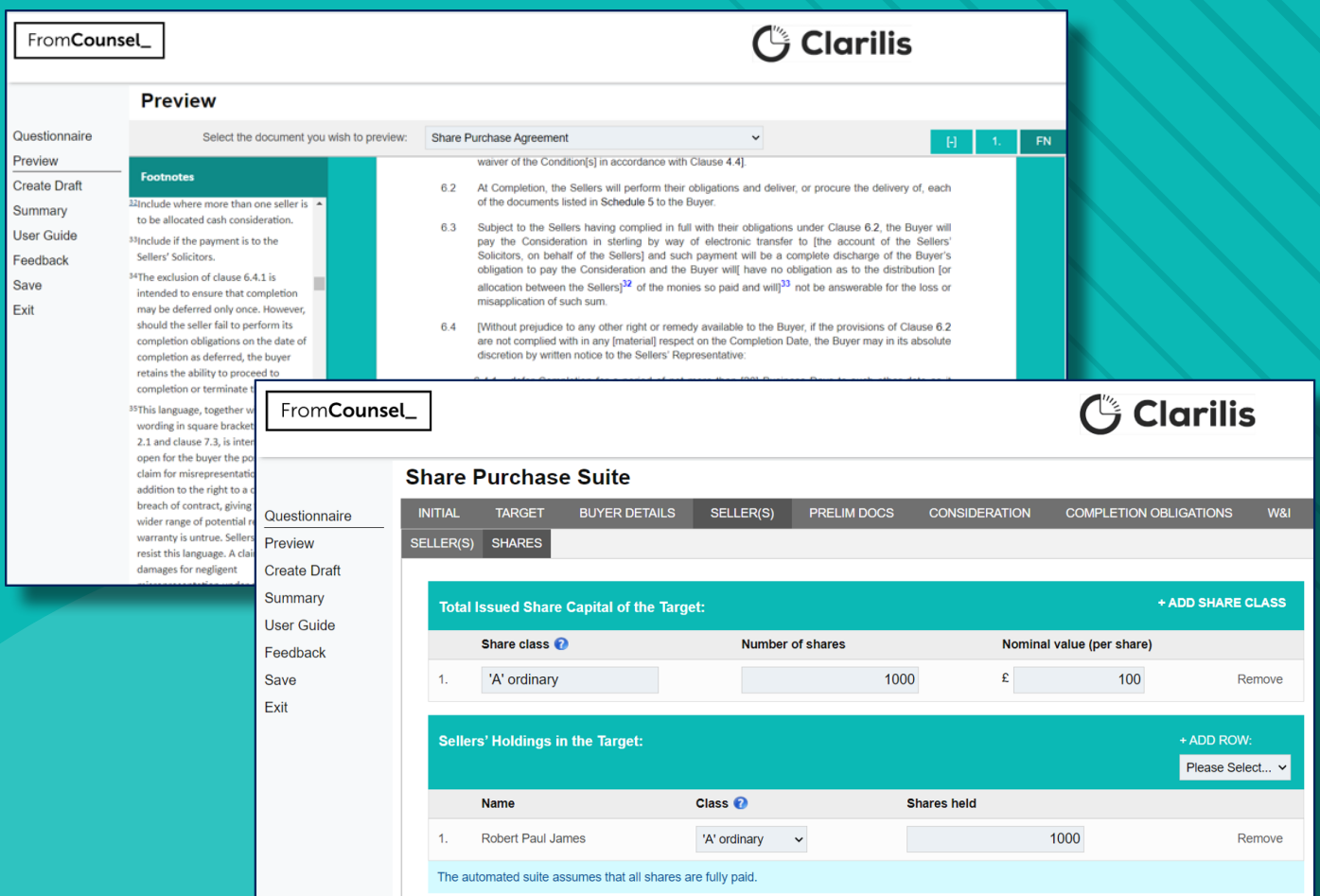
Automated M&A Document Suite

Combining FromCounsel's best-in-class legal documents and knowledge with Clarilis' leading drafting automation platform

Clarilis and FromCounsel provide deep automation of a sophisticated and extensive M&A document suite. The solution combines exceptional documentation from FromCounsel's team of pre-eminent barristers from Erskine Chambers and experienced PSLs, with powerful automation by Clarilis. Documentation is fully maintained and accompanied by comprehensive expert guidance.

Why automate?

- Drastically reduce drafting time
- Remove risk with the consistency and accuracy that deep automation offers
- Maintain high quality standards by using best-in-class documentation
- Improve fee margins by working more efficiently
- Optimise resources by removing repetitive processes
- Enhance client relationships by delivering a superior and agile service



The image displays two overlapping screenshots of the software interface. The top screenshot shows a 'Preview' screen for a 'Share Purchase Agreement' document. It includes a sidebar with navigation options like 'Questionnaire', 'Preview', 'Create Draft', 'Summary', 'User Guide', 'Feedback', 'Save', and 'Exit'. The main content area shows a preview of the document with footnotes and clauses 6.2, 6.3, and 6.4. The bottom screenshot shows the 'Share Purchase Suite' configuration screen. It features a navigation bar with tabs for 'INITIAL', 'TARGET', 'BUYER DETAILS', 'SELLER(S)', 'PRELIM DOCS', 'CONSIDERATION', 'COMPLETION OBLIGATIONS', and 'W&I'. The 'SELLER(S)' tab is active, showing a table for 'Total Issued Share Capital of the Target' and 'Sellers' Holdings in the Target'.

Share Purchase Suite Configuration:

Share class	Number of shares	Nominal value (per share)	
1. 'A' ordinary	1000	£ 100	Remove

Name	Class	Shares held	
1. Robert Paul James	'A' ordinary	1000	Remove

The automated suite assumes that all shares are fully paid.

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Solution differentiators

- Precedents and guidance from the first-rate legal knowledge service favoured by leading firms
- Market-leading automation solution applied with unmatched breadth and depth
- Extensive documentation from a suite of agreements and consideration options to a full range of completion deliverables and ancillaries
- Ability to draft all documentation via a single questionnaire
- Instant access to service with no implementation time
- Fully maintained documentation, automation and guidance
- Rigorous security measures and protocols

Automated M&A document suite includes:

Preliminary Documents:

- Confidentiality Agreement
- Exclusivity Agreement
- Heads of Terms
- Legal due diligence questionnaire

SPA Documents:

- SPA - Conditional
- SPA - Simultaneous
- SPA - Seller-friendly
- Completion accounts modules (net asset value or cash free/debt free)
- Locked-box module
- Guarantee module
- Retention accounts module
- Consideration shares/loan notes module
- Tax Deed module

Ancillary Documents:

- Contribution Agreement
- Documents list
- Disclosure Letter
- Power of attorney - Pre-registration security
- Stock transfer form - Fully paid
- Indemnity for lost share certificate
- Share certificate
- Resignation letter - Director
- Resignation letter - Secretary
- Auditor's resignation letter - private co (acquisition)
- Board minutes - Buyer
- Board minutes - Seller
- Board minutes - Buyer: Completion
- Board minutes - Seller: Completion
- Board minutes - Target
- Board minutes - Target subsidiary
- Companies House Forms - AP01, AP02, AP03, AP04, TM01, TM02, AA01, AD01, NM01, PSC01, PSC02 and PSC07



Best-in-class content

combined with our powerful



automation platform