



**CORPORATE
PLUS**
Clarilis Corporate



Draft suites of corporate documents in minutes with Clarilis Corporate Plus

Corporate Plus is a comprehensive set of deeply automated corporate documents covering SPAs, Early-Stage Investments, a wealth of Share Reorganisation tasks, and BPAs (BPA Suite coming soon).

The solution combines our market-leading automation platform with curated and maintained content by FromCounsel, Addleshaw Goddard LLP, the BVCA, and Companies House.

Why automate?

- Draft complete suites of corporate documents in minutes
- 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
- Increase capacity in busy teams
- Enhance client relationships by delivering a superior and agile service

The image displays three overlapping screenshots of the Clarilis Corporate Plus software interface, demonstrating its capabilities for drafting corporate documents.

M&A Suite (Share Purchase Suite): The interface shows a sidebar with navigation options like Questionnaire, Preview, Create Draft, Summary, AI Draft, User Guide, Update History, Feedback, Save, and Exit. The main content area is titled "Share Purchase Suite" and includes tabs for INITIAL, TARGET, BUYER, SELLER(S), CONSIDERATION, COMPLETION, W&I, GENERAL, and ANCILLARIES. A table titled "Total Issued Share Capital of the Target:" lists share classes (A ordinary, B ordinary) with columns for Number of shares, Nominal value (per share), and a Remove button.

Early Stage Investment Suite: The interface shows a sidebar with navigation options like Questionnaire, Preview, Create Draft, Summary, User Guide, Update History, Feedback, Save, and Exit. The main content area is titled "Early-Stage Investment Suite" and includes tabs for INITIAL DETAILS, COMPANY, NDA, PARTIES, SHARES, INVESTMENT, SHAREHOLDERS AGREEMENT, BOARD, ARTICLES, RRA, and ANCILLARIES. A table titled "Which document(s) are you drafting today?" lists documents (NDA, Term Sheet, Articles of Association, Shareholders' Agreement, Subscription Agreement, Registration Rights Agreement) with columns for Draft? and a Remove button.

BPA Suite (Business Purchase Suite): The interface shows a sidebar with navigation options like Questionnaire, Preview, Create Draft, Summary, AI Draft, User Guide, Feedback, Save, and Exit. The main content area is titled "Business Purchase Suite" and includes tabs for GUIDANCE, MATTER DETAILS, DOCUMENTS, and ANCILLARIES. A table titled "Which document(s) are you drafting today?" lists documents (Preliminary documents, Business Purchase Agreement, Disclosure Letter, Ancillary documents, Documents List) with columns for Drafting? and a Remove button.





**CORPORATE
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**CORPORATE
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includes



M&A SUITE
Clarilis Corporate



**EARLY-STAGE
INVESTMENT**
Clarilis Corporate



**SHARE REORG
SUITES**
Clarilis Corporate



BPA SUITE
Clarilis Corporate

and  **AI Draft**

Solution differentiators

- Curated and maintained content provided by top industry sources
- Market-leading deep automation
- Extensive documentation from a suite of agreements to the full range of completion deliverables and ancillaries
- Comprehensive house styling options
- Includes Clarilis AI Draft to take your drafting further
- Available off-the-shelf, with no implementation required
- Fully maintained documentation, automation and guidance
- Rigorous security measures and protocols

M&A Suite

The Clarilis automated M&A suite provides for fast, efficient, and risk-mitigated document production for a wide range of share sale and purchase transactions. It enables transactional lawyers to draft an SPA and all ancillaries in around an hour. The M&A Suite is based on content provided by FromCounsel, and includes the following documents:

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



Share Reorganisation Suites

The Share Reorganisation Suites include more than 100 deeply automated documents covering share transfers, variations of class rights, share issues, share buybacks, reductions of capital, redesignations of capital, and articles of association. These automated suites contain extensive optionality, far beyond the level seen in most traditional 'flat' precedents. The Share Reorganisation Suites are based on content provided by FromCounsel, and include the following documents:

Share Transfer Suite

- Board Minutes (Company)
- Board Minutes (Transferee)
- Board Minutes (Transferor)
- Stock Transfer Form
- Indemnity for Lost Share Certificate
- Waiver of Pre-emption Rights
- Share Certificate
- 790G Notice
- 790H Notice
- Companies House Forms (EH06, PSC01, PSC02, PSC03, PSC04, PSC07)

Variation of Class Rights Suite

- Initial Board Minutes
- Written Consent
- Written Consent – Filing Copy
- Consent to Short Notice
- Notice of Class Meeting
- Minutes of Separate Class Meeting
- Proxy Form
- Print of Special Resolution
- Concluding Board Minutes
- Companies House Form (SH10)

Articles of Association Suite

- Articles of Association
- Model Articles of Association
- Memorandum of Association
- Initial Board Minutes
- Consent to Short Notice
- Notice of General Meeting
- Proxy Form
- Minutes of General Meeting
- Members' Written Resolution
- Print of Special Resolution
- Concluding Board Minutes

Share Issue Suite

- Letter of Application for Shares
- Initial Board Minutes
- Allottee Board Minutes
- Consent to Short Notice
- Directors' Written Statement
- Members' Written Resolution
- Notice of General Meeting
- Proxy Form
- Minutes of General Meeting
- Print of Ordinary / Special Resolution
- Waiver of Pre-emption Rights
- 790G Notice
- 790H Notice
- Share Certificate
- Concluding Board Minutes
- Companies House Forms (SH01, EH06, PSC01, PSC02, PSC03, PSC04)

Share Buyback Suite

- Initial Board Minutes
- Share Buyback Agreement
- Stock Transfer Form
- Auditor's Report
- Directors' Statement
- Members' Written Resolution
- Notice of General Meeting
- Proxy Form
- Minutes of General Meeting
- Waiver of Pre-emption Rights
- 790H Notice
- Indemnity for Lost Share Certificate
- Concluding Board Minutes
- Print of Members' Written Resolution
- Print of Special Resolution
- Gazette Notice
- Companies House Forms (SH03, SH06, EH06, PSC03, PSC04, PSC07)

Consolidation & Sub-Division Suite

- Initial Board Minutes
- Members' Written Resolution
- Consent to Short Notice
- Notice of General Meeting
- Proxy Form
- Minutes of General Meeting
- Indemnity for Lost Share Certificate
- Share Certificate
- Concluding Board Minutes
- Companies House Forms (SH02, EH06)

Reduction of Share Capital Suite

- Initial Board Minutes
- Notice of General Meeting
- Consent to Short Notice
- Proxy Form
- Directors' Solvency Statement
- Class Consent In Writing
- Minutes of General Meeting
- Print of Special Resolution
- Members' Written Resolution
- Print of Written Resolution
- Directors' Compliance Statement s 644(5)
- Concluding Board Minutes
- Companies House Form (SH19)

Redesignation of Shares Suite

- Initial Board Minutes
- Members' Written Resolution
- Notice of General Meeting
- Consents to Short Notice
- Proxy Form
- Minutes of General Meeting
- Concluding Board Minutes
- Print of Special Resolution
- Share Certificate
- Companies House Forms (SH02, SH08, SH10)

Early-Stage Investment Suite

The Early-Stage Investment Suite reduces the time and cost associated with the preparation and review of early-stage financing documents, enabling a first draft within minutes. With a balanced starting point to avoid bias towards the VC or company/entrepreneur, negotiation is also reduced. It incorporates the BVCA model form documents, with additional market-standard automated ancillary precedents and forms from Addleshaw Goddard LLP, and additional drafting options commonly seen in the market for the core BVCA documents. It includes the following documents:

BVCA Model Documents

- Articles of Association
- Subscription Agreement
- Shareholders' Agreement
- Registration Rights Agreement
- Disclosure Letter
- Confidentiality Letter
- Written Resolutions and Print of Resolutions
- Board Minutes / Written Resolutions of Directors - Investor
- Board Minutes / Written Resolutions of Directors - Investee Company
- Board Minutes / Written Resolutions of Directors - Subsidiary
- Director Resignation Letter
- PSC Notifications
- Loan Conversion Notice
- NED Appointment Letter
- FPO Self Certification Form
- Share Certificate
- Documents List
- Companies House Forms (SH Forms, PSC Forms, AP Forms, and TM Forms)

Additional Documents

- Term Sheet
- Disclosure Letter (non-BVCA)
- Deeds of Termination
- Investor/Shareholder Consent
- Warrant Instrument
- Director Consent Letter

BPA Suite (coming soon)

The Clarilis automated BPA Suite provides for fast, efficient, risk-mitigated document production for the sale and purchase of a business as a going concern. The BPA Suite is based on content provided by FromCounsel, and includes the following documents:

- Business Purchase Agreement - buyer version
- Business Purchase Agreement - seller version
- Heads of Terms
- Confidentiality and Exclusivity Agreements
- Buyer/Seller Board Minutes
- Disclosure Letter
- Deeds of Assignment and Novation
- Guarantee



Standardised content

combined with our powerful

automation platform

