

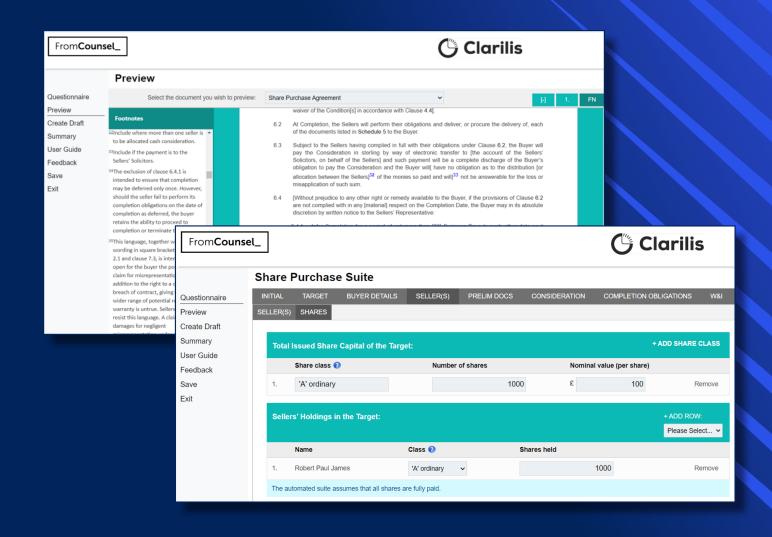


Combining FromCounsel's bestin-class legal documents and knowledge with Clarilis' leading drafting automation platform

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?

- Draft SPAs and all ancillaries in under two hours
- 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







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

www.clarilis.com