



M&A SUITE

Clarilis Corporate



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?

- 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

FromCounsel_

Questionnaire

Preview

Create Draft

Summary

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Preview

Select the document you wish to preview: Share Purchase Agreement

Footnotes

waiver of the Condition(s) in accordance with Clause 4.4]

6.2 At Completion, the Sellers will perform their obligations and deliver, or procure the delivery of, each of the documents listed in Schedule 5 to the Buyer.

6.3 Subject to the Sellers having complied in full with their obligations under Clause 6.2, the Buyer will pay the Consideration in sterling by way of electronic transfer to [the account of the Sellers' Solicitors, on behalf of the Sellers] and such payment will be a complete discharge of the Buyer's obligation to pay the Consideration and the Buyer will have no obligation as to the distribution [or allocation between the Sellers] of the monies so paid and will not be answerable for the loss or misapplication of such sum.

6.4 [Without prejudice to any other right or remedy available to the Buyer, if the provisions of Clause 6.2 are not complied with in any [material] respect on the Completion Date, the Buyer may in its absolute discretion by written notice to the Sellers' Representative:

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Share Purchase Suite

INITIAL TARGET BUYER DETAILS SELLER(S) PRELIM DOCS CONSIDERATION COMPLETION OBLIGATIONS W&I

SELLER(S) SHARES

Total Issued Share Capital of the Target: + ADD SHARE CLASS

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

Sellers' Holdings in the Target: + ADD ROW: Please Select... v

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

The automated suite assumes that all shares are fully paid.



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

