CORPORATE PLUS
Clarilis Corporate

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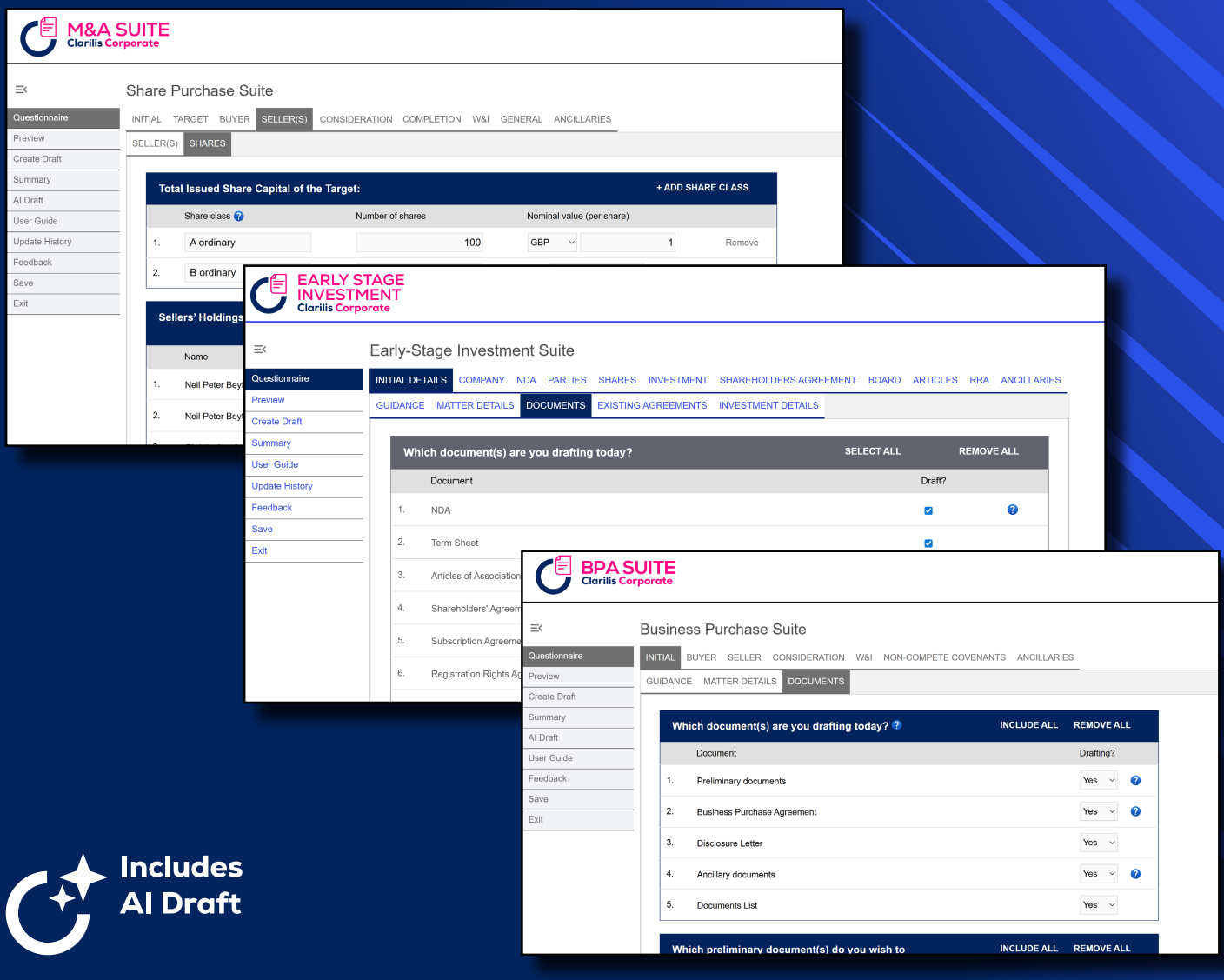
Draft suites of corporate documents in minutes with Clarilis Corporate Plus

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

The solution combines our market-leading automation platform with curated and maintained content by FromCounsel, Addleshaw Goddard LLP, UK Private Capital (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



Includes AI Draft

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CORPORATE PLUS Clarilis Corporate includes M&A SUITE Clarilis Corporate, SHARE REORG SUITES Clarilis Corporate, EARLY-STAGE INVESTMENT 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

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Share Reorganisation Suites

The Share Rorganisation 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 Rorganisation 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)

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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 UK Private Capital (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:

UK Private Capital (BVCA) Model Documents

- Articles of Association*
- Subscription Agreement*
- Shareholders' Agreement*
- Registration Rights Agreement
- Disclosure Letter*
- Confidentiality Letter*

Additional Documents

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

* Scots law version included

BPA Suite

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
- Legal Due Diligence Questionnaire
- Buyer/Seller Board Minutes
- Deeds of Assignment and Novation
- Template Notice of Assignment
- Members' Written Resolution (Seller Change of Name)
- Guarantee
- Disclosure Letter
- Documents List

Standardised content

combined with our powerful

automation platform

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