



Adapted for the Irish market in collaboration with
ARTHUR COX

Combining FromCounsel's best-in-class legal documents 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, adapted for the Irish market in collaboration with Arthur Cox, with powerful automation by Clarilis. Documentation is fully maintained and accompanied by 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
- Enable risk mitigated delegation

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

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.



Solution differentiators

- Precedents and guidance from the first-rate legal knowledge service, adapted for the Irish market in collaboration with Arthur Cox
- 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



Best-in-class content

combined with our powerful

automation platform

