

DATASHEET

A Seal-Software Insight Accelerator

Actionable Insights. Incredible Savings.

SEAL'S INSIGHT ACCELERATORS:

- Pre-built collections of richly detailed analytic policies
- Designed to address specific subject matter in a variety of frequent business use cases.
- Easily deployed on the Seal platform
- Provide detailed insight into business, compliance, legal and regulatory challenges
- Generate actionable information for critical topics to accelerate contract analysis, review and remediation efforts

M&A Insight automates the identification and extraction of key contractual provisions across a wide range of topics with a high degree of accuracy.

M&A Insight™

1. The Challenge

M&A due diligence has undergone a dramatic shift over the past decade, requiring increased investment by both buyers and sellers. Prospective buyers are expected to conduct extensive diligence before executing an exclusive letter of intent. Sellers are required to substantially invest in the disclosure process before initiating the sale process. Transaction time pressures frequently force both parties into an inefficient process. In so doing, large teams of attorneys are employed to manually analyze a limited set of terms that often provides incomplete information and gives rise to operational risk should the transaction close.

2. The Solution

Seal's M&A Insight™ Accelerator addresses these challenges and provides the most comprehensive and cost-effective option for M&A due diligence. Combining the Seal platform's powerful AI capabilities, legal-AI industry expertise, and deep understanding of both the business and regulatory needs associated with M&A due diligence, M&A Insight delivers an unrivaled level of detailed information.

M&A Insight automates the identification and extraction of key contractual provisions across a wide range of topics with a high degree of accuracy, enabling clients to quickly perform a more consistent and robust diligence process. M&A Insight dramatically increases each party's access to meaningful information, while also decreasing the time and costs associated with the overall diligence process.

Importantly, M&A Insight's utility continues far beyond the consummation of a particular transaction. Seal's clients frequently transform the contract diligence data site into an ongoing contract repository – providing the ability to revisit and analyze contracts for post-merger integration as well as additional operational challenges as needed.

REPRESENTATIVE TOPICS INCLUDE:

- Assignment
- Change of Control
- Confidentiality
- Governing Law, Jurisdiction & Dispute Resolution
- Insurance
- Limitation of Liability – *General, Fixed Dollar Cap, Multiple of Fees and Greater Than/Less Than*
- Renewal – *Addressed and Evergreen*
- Restrictive Covenants – *Non-Competition, Non-Solicitation, MFN, Exclusivity and Take or Pay/Minimum Spend*
- Subcontracting
- Termination – *General, Change of Control, Convenience, Penalties/Fees*

Looking for more insight?

Seal insight accelerators are designed and built by legal AI-literate industry experts to address the specific requirements for individual industry and regulatory requirements.

Insight accelerators are available for the following use cases:

- Brexit
- Commercial Credit Agreements
- GDPR - Data Privacy and Security
- Lease Agreements
- M&A
- NDA
- Procurement
- Qualified Financial Contracts

Custom accelerators are available through Seal Professional Services.

3. Topics Addressed

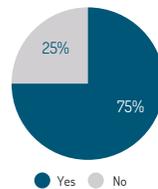
M&A participants can quickly assess their contracts, examine fundamental transaction issues (i.e., change of control, assignment rights, restrictive covenants), and gain an unprecedented level of insight into risk, compliance and pricing matters due to the highly scalable nature of the sophisticated solution.

4. Insights & Answers

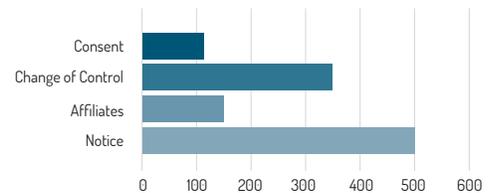
M&A Insight does much more than identify whether a topic is generally addressed. It leverages powerful, detailed analytics that align directly with essential due diligence requirements. For example, M&A Insight doesn't simply answer the question: "Is the topic of assignment addressed in the contract?" M&A Insight asks and answers detailed additional questions such as:

- Is there a prohibition on assignment by either party?
- Can a party assign the contract in the context of a Change of Control?
- Can a party assign the contract by providing notice to the other party?
- If so, what are the specific mechanics of providing notice, if any?

Does the agreement address the target's right to assign the agreement?



Assignment Topics



5. Components

- **Comprehensive Analytics Set** – easy to install on the Seal platform, tested in most strenuous environments against tens of thousands of contracts
- **Rule Book** – a user guide to know what to expect from each analytic
- **Playbook** – recommended view with analytics and corresponding answer fields with pick list of answers
- **Topical Updates** – analytic updates to correspond to evolving business and regulatory requirements

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