

dealcloser[™]

Electronic Signatures: how they will change your deals forever



what is an **electronic signature**?

Acceptance of a transaction (consumer or commercial) through electronic rather than physical (typically wet ink) means.

Examples of electronic signatures:

- A photo or scan of a signed document - photo or scanned page of wet ink signature is now an electronic signature
- A PIN at an ATM
- A signature block in an email
- Clicking “I Agree” to Terms of Service



what is a **digital signature**?

- A kind of electronic signature that includes additional security features based on public key infrastructure
- Includes a digital certificate that certifies the identity of the signer and associates that identity with the document itself
- Digitally signed documents detect tampering of the original document

A digital signature is unique to each signer because of the digital certificate issued to each individual signer by a trusted certificate authority.

what laws govern: USA

Uniform Electronic Transactions Act (UETA)

- Adopted by 47 states, the District of Columbia, Puerto Rico and the US Virgin Islands
- Defines electronic signature as an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record
- Enables the legal effect and enforceability of electronic signatures
 - Electronic signature must be linked to the electronic record
- If a law requires a signature, an electronic signature satisfies that law
- Parties must agree to conduct transaction electronically
 - Which can be determined from the context and surrounding circumstances, including the parties' conduct
- UETA does not apply to certain documents such as wills and codicils
 - Ultimately, focus is on business/commercial, including consumer, transactions

NOTE: THIS IS NOT LEGAL ADVICE

what laws govern: USA

Electronic Signatures in Global and National Commerce Act (E-Sign Act)

- Federal law - very similar to UETA
- Governs online/interstate/international commerce
 - Practically speaking, this Act governs most transactions
- Same definition of electronic signature as UETA
- Similar effect as UETA in terms of legal effect and enforceability of electronic signatures
- Consent to electronic transaction required by parties but consent must be explicit for consumers - context not enough
 - Explicit consent does not apply to transactions between commercial parties
- Similar exceptions as UETA

NOTE: THIS IS NOT LEGAL ADVICE

what laws govern: **Canada**

Provincial - Electronic Commerce Act (Ontario)

- Provincial electronic signature laws are based on the Uniform Electronic Commerce Act (Canada) and are fairly harmonized across each province (except Quebec)
- Most contractual arrangements aren't governed by law and don't even require a written document or signature, as these are evidence of an agreement but not the binding agreement itself
 - This, of course, should be avoided
- Different definition of electronic signature than the US but effectively the same
 - “electronic signature” means electronic information that a person creates or adopts in order to sign a document and that is in, attached to or associated with the document
- Enables the legal effect and enforceability of electronic signatures

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what laws govern: **Canada**

Provincial - Electronic Commerce Act (Ontario) - CONT.

- Electronic signature should reliably:
 - Identify the signer
 - Be associated with the electronic document
- Consumer protection laws require giving the consumer
 - The explicit opportunity to accept or decline the electronic agreement and to correct errors in the agreement
 - Any information required relevant to the agreement
 - A copy of the electronic agreement and the ability to print and retain the agreement
- Agreements between commercial parties do not require explicit consent to electronic transactions
 - Best practice to still include provisions for electronic execution and delivery of documents
- Exceptions to ECA include wills and codicils, among other documents

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what laws govern: **Canada**

Federal

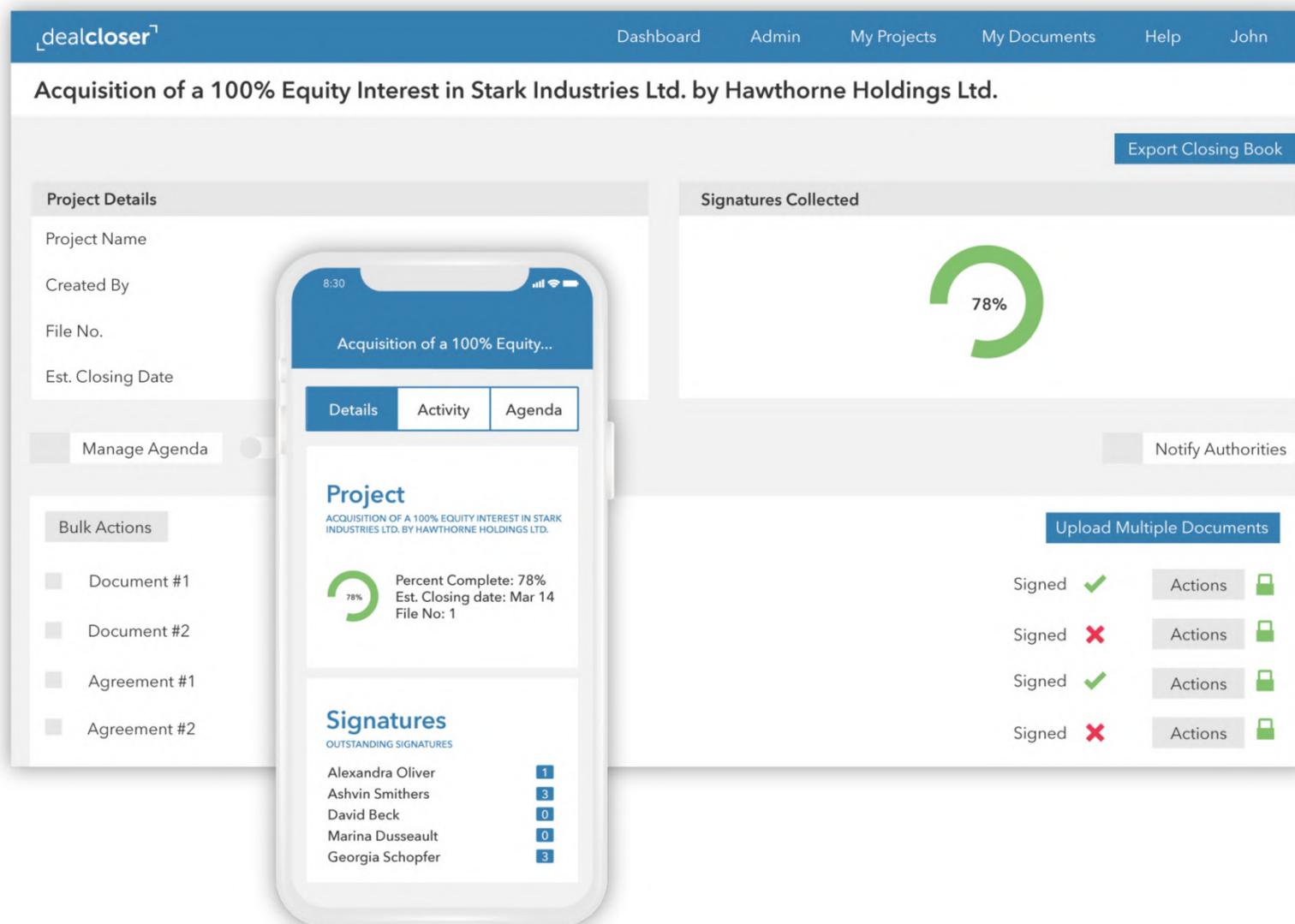
Personal Information Protection and Electronic Documents Act (PIPEDA)

- Applies to signature requirements of certain federal laws only
 - Does not apply to many laws at this point
- Typically stricter than most provincial laws governing electronic signatures

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about dealcloser.

before we give you a demo, here's a little bit about dealcloser.



the basics.

- We're the **fastest-growing** transaction management company in **North America**.
- We currently have **over 50 law firms** using dealcloser.
- Our largest firm is **500 lawyers**, doing over **100 deals per month**.
- We serve **2 of the 4 biggest accountancy firms**.

what makes us different.

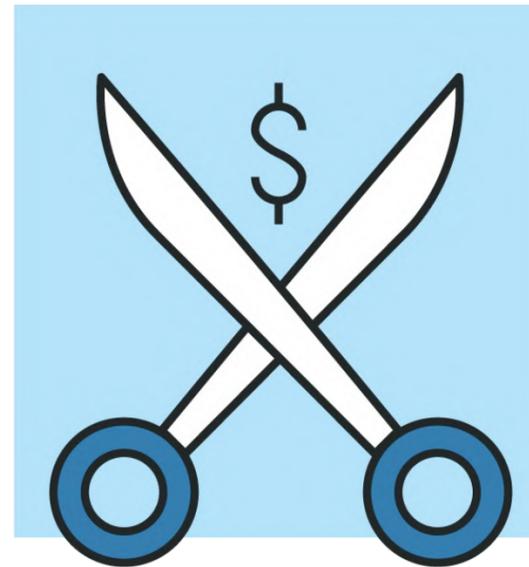
- We have the **best user experience**.
- Our platform is the **most modern**.
- All important components (eSigning, blacklining, etc.) are **fully integrated**.

the benefits.

how dealcloser will help you.



Close more deals and earn more revenue.

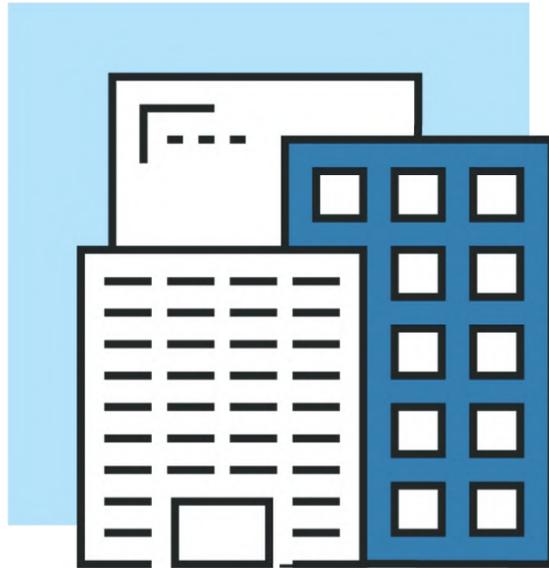


Significantly reduce overhead costs.

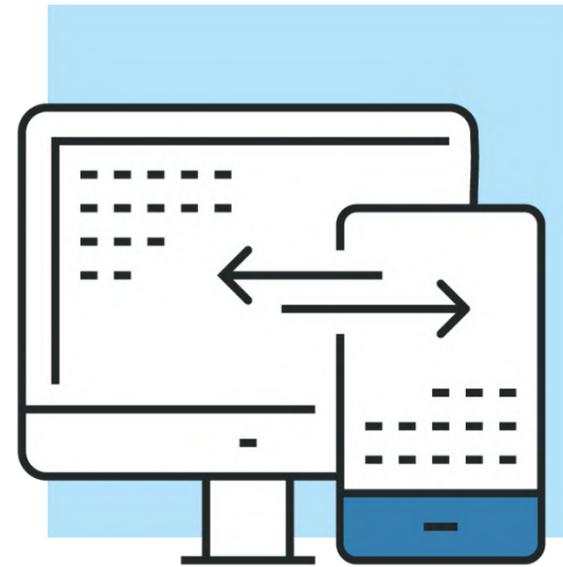


Bill & collect faster after the deal has closed.

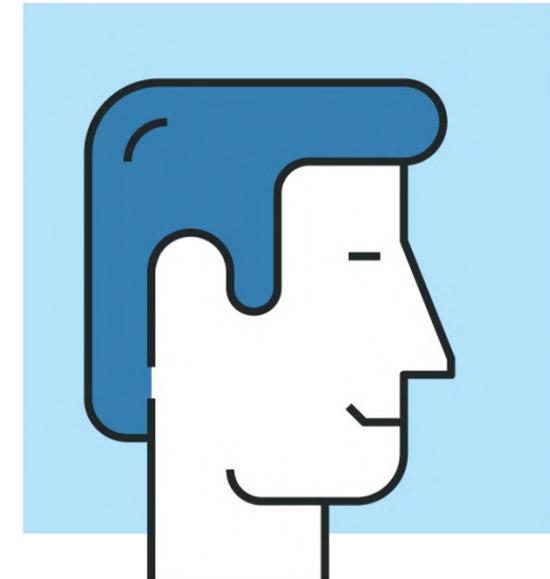
how dealcloser will help your clients.



Sign all documents from their home or office.



Access their deal any time, any place.



Walk away from the deal feeling happy.

our features.

say goodbye to **excess paper**. let us **manage your documents** for you.

As an iManage partner, we have a powerful document management solution built to assist lawyers during transactions.

version control.

Exchange document versions on our platform or create and edit new versions of documents in our app.

project checklists.

Upload documents to the platform and use it to track the deal's status.

closing books.

When you're done with your deal, save yourself time and (and printer paper) by exporting your PDF closing book with the click of a button.



in-person signatures are a thing of the past. let's move you to the cloud.

Unlike other transaction management companies, we've built our own eSignature solution that's simple to use. Sign anywhere, on any device, at any time—it's up to you.



smart notification system.

Sometimes, signature reminder emails are necessary. We allow you to do that with the click of a button.

instant signatures.

Create ready-to-sign documents with an automatically generated breakaway signature page, or use dealcloser's powerful Sign Anywhere feature.

collaborate with your clients, colleagues & other firms with ease.

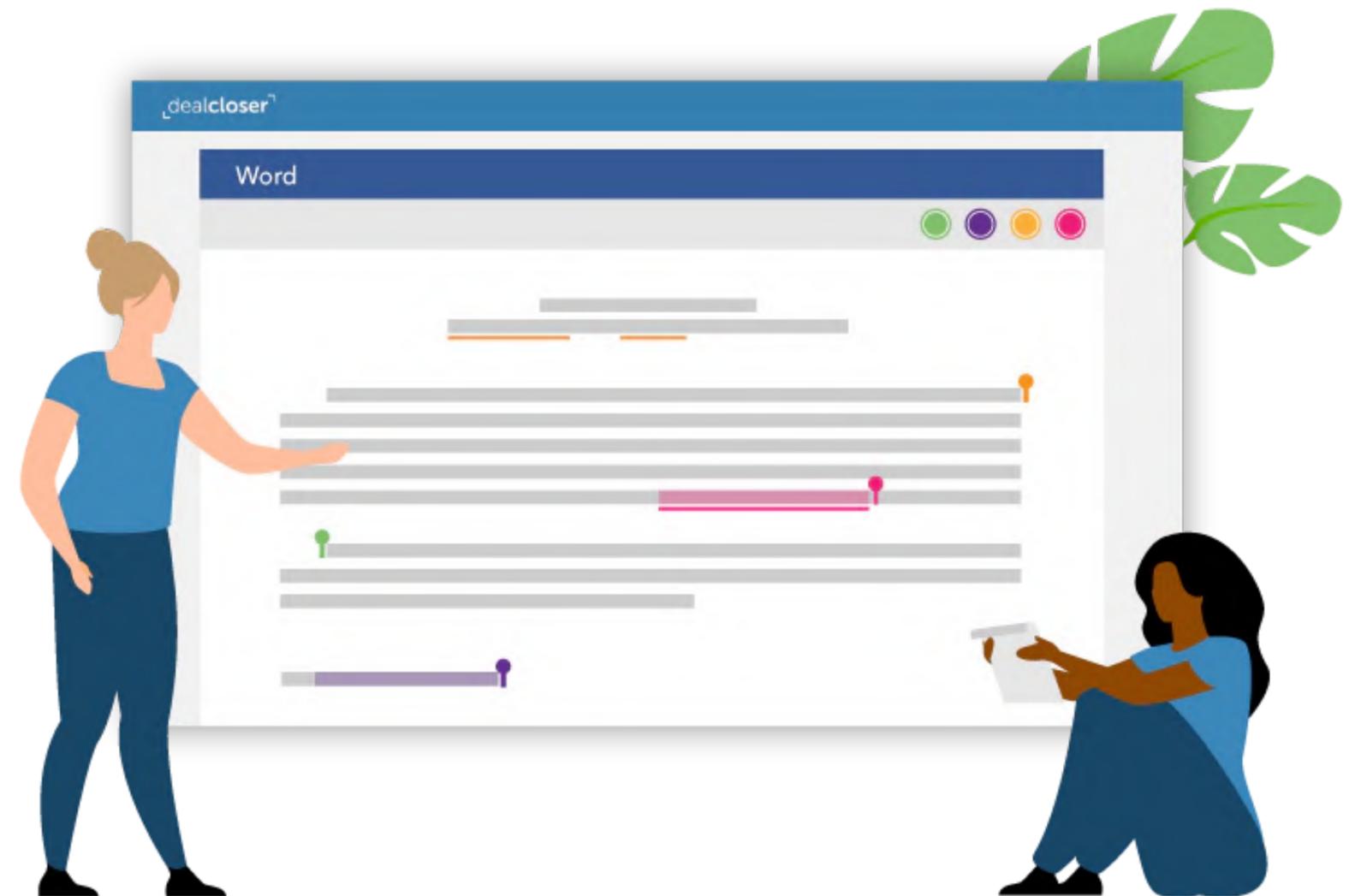
We mean it when we say that collaborating has never been easier.

Microsoft Word Online integration.

An integration you'll use daily, you can now edit documents right in the dealcloser app, and your collaborators can too. See exactly what another user is adding or removing in real time, while also having the option to track changes and leave comments.

NetDocuments/iManage integration.

We are technology partners with both NetDocuments and iManage.



your information *needs* to be safe. we take every step to ensure that it is.

Unlike other transaction management companies, we've built our own eSignature solution that's simple to use.



SOC 2 Type 2 Certification.

After a formal review by an independent auditor, our SOC 2 Type 2 report provides assurance that we have properly designed security controls and are managing risks appropriately.

data encryption.

Data transferred between you and dealcloser is encrypted in transit with HTTPS. Filesystem encryption is used to encrypt documents, signatures, and other data at rest. Database data is also encrypted, ensuring that all of your data is stored securely—at all times.

our platform, your branding. let's give your clients the best experience possible.

With each dealcloser user being unique, why should our platform look the same for everyone?

this add-on feature will get you customized:

- Logo & colour scheme across the app
- Unique URL to access our website (e.g. transactions.yourfirm.com)
- Branded system emails that come from noreply@yourfirm.com

an additional feature: single sign-on.

SSO provides a quick and secure way to log in to dealcloser using your corporate email identity. Keep your user management centralized—no registration required.



demo: what we'll cover.

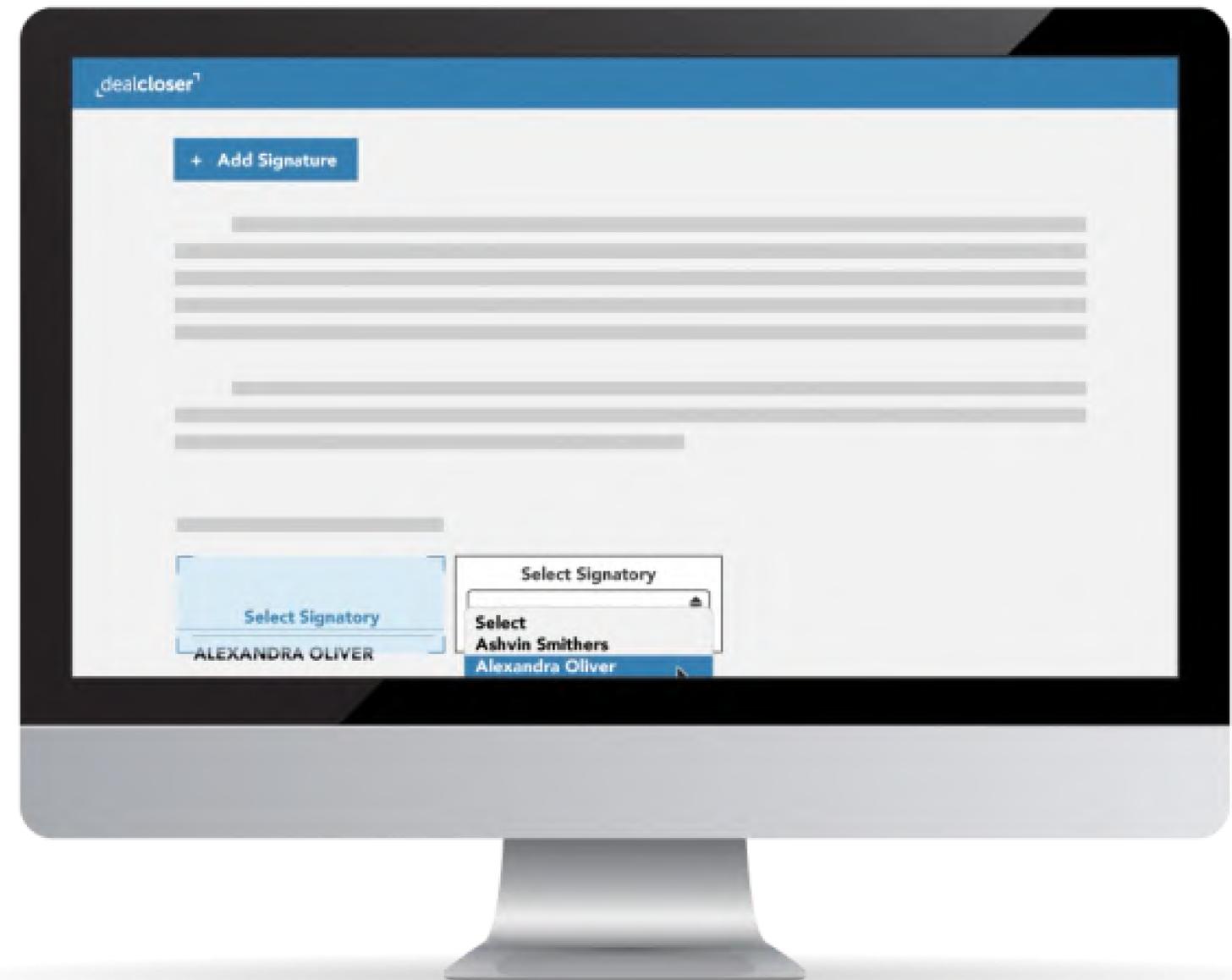
managing **checklists.**

team **collaboration.**

building **workflows.**

signature **collection process.**

closing **book process.**



what our clients are saying about us.

"Working with the software product, and staff at dealcloser, has been nothing short of revolutionary. Our business model is based on timely transaction turnaround for clients. dealcloser eliminated the costly, time-consuming and inefficient 'old fashioned' client signature process, and replaced it with a 'anywhere, anytime' platform. Clients and their professional advisors have instant access to all documents, at all stages of the transaction and document creation process, simply by logging in to a website. Genius."

Douglas F.

"I recently closed a multi-million dollar transaction with dozens of documents, and my paper file is less than half a centimeter thick. We had the most orderly closing imaginable, and were completely ready to close the day before. All that was left for the closing date was the exchange of funds. Closing book was delivered the same day. Clients appreciate it, as well, as it eliminates the need to either be physically present, print/sign/scan/email, or courier documents around."

Kristen K.

"The time saved thus far, has been astronomical. We are easily able to have clients sign from all over the country, with essentially only a few clicks of a button. A file that would have taken months to track down clients and execute fully, can be done now in only minutes."

Taryn C.

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thank you.