

Financial Terms:

- Valuation: Seller proposes \$95,000,000 (negotiable), while the buyer's document mentions \$100,000,000 (estimated).
- Closing Conditions: The seller requires a payment of \$10,000,000 within 45 days, but the buyer's document states a non-refundable deposit of \$5,000,000 within 30 days. The seller also allows 120 days for the remaining balance, while the buyer's document specifies full payment before March 1, 2024.

Legal Terms:

- Liabilities Assumed: BetaTech Ltd. (seller) states they will assume all disclosed debts and liabilities of AlphaTech Inc., whereas AlphaTech Inc. (buyer) claims to assume no liabilities.
- Key Terms: The seller states that the buyer will not be liable for undisclosed disputes before the closing date, while the buyer's document mentions a guarantee from the seller regarding no undisclosed legal disputes as of January 2024.

Missing or Extra Clauses:

- The seller's document does not mention the percentage of ownership of the DataCorp subsidiary, which is specified as 50% in the buyer's document.
- The buyer's document includes an additional clause about the seller's right to audit the AI models' usage, which is not present in the seller's document.

Ambiguous or Conflicting Statements:

- Key Assets: Both documents mention patents, trademarks, and AI models, but the seller specifies "AI models developed in the past 3 years" and notes that specific patents will be disclosed post-sale, creating ambiguity.
- Employees' Terms: The seller states that employees will be offered new contracts with updated

roles, while the buyer mentions retaining current salaries, leaving room for potential disagreement.

- Non-Compete Agreement: The duration and scope of the non-compete agreement differ, with the seller proposing 3 years for senior executives and the buyer requiring 7 years for all key executives.