

NON-DISCLOSURE AGREEMENT

This Non-Disclosure Agreement (the “Agreement”) is made and entered into as of February 19, 2025, by and between:

1. ABC Corporation, a company incorporated under the laws of California, with its principal office located at 1234 Business Park Drive, Los Angeles, CA (“Disclosing Party”);

and

2. XYZ Innovations Ltd., a company incorporated under the laws of New York, with its principal office located at 5678 Startup Lane, New York, NY (“Receiving Party”).

3. Purpose

The Disclosing Party possesses certain confidential and proprietary information (“Confidential Information”), including but not limited to trade secrets, business plans, technical data, customer lists, and financial projections. The Receiving Party agrees to maintain the confidentiality of such information and to prevent unauthorized disclosure.

4. Obligations

The Receiving Party shall:

- Keep all Confidential Information strictly confidential.
 - Not disclose, reproduce, or use the Confidential Information except for the purpose specified in this Agreement.
 - Limit access to the Confidential Information to employees or contractors who have a legitimate need to know.
3. Exclusions Confidential Information shall not include information that:
- (a) is or becomes publicly available without breach of this Agreement;
 - (b) is rightfully received from a third party without obligations of confidentiality;
 - (c) is independently developed by the Receiving Party without reference to the Confidential Information.

4. Term and Termination

This Agreement shall remain in effect for five (5) years from the Effective Date unless terminated earlier by mutual written agreement.

5. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of California.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

ABC Corporation

By: _____

Title: CEO

Date: February 19, 2025

XYZ Innovations Ltd.

By: _____

Title: Managing Director

Date: February 19, 2025