

NON-DISCLOSURE AGREEMENT

Effective Date: January 5, 2024

THIS NON-DISCLOSURE AGREEMENT (the "Agreement") is entered into by and between Discloser and Recipient.

1. DEFINITIONS

- (a) "Confidential Information" means any non-public information disclosed by Discloser to Recipient.
- (b) "Purpose" means evaluation of a potential business transaction.

2. CONFIDENTIALITY

- (a) Recipient shall keep Confidential Information strictly confidential and use it only for the Purpose.
- (b) Recipient shall not disclose Confidential Information to any third party, except as permitted in this Agreement.
- (c) The obligations herein survive for three (3) years from the Effective Date.

3. EXCLUSIONS

- (a) Information that is public without breach is not Confidential Information.
- (b) Information independently developed by Recipient is not Confidential Information.

4. GOVERNING LAW

This Agreement is governed by the laws of the State of New York.