

NON-DISCLOSURE AGREEMENT (LONG FORM)

This Non-Disclosure Agreement (“Agreement”) is entered into by and between the Disclosing Party and the Receiving Party as of the Effective Date. The purpose of this Agreement is to protect confidential and proprietary information disclosed in connection with business, technical, commercial, or strategic discussions.

1. Definitions

“Confidential Information” means any information disclosed in written, oral, electronic, or other form that is designated as confidential or should reasonably be understood to be confidential.

Confidential Information includes business plans, financial data, trade secrets, software designs, source code, customer information, legal documents, contracts, and any derivatives thereof.

“Receiving Party” means the party receiving Confidential Information.

“Disclosing Party” means the party disclosing Confidential Information.

2. Purpose of Disclosure

Confidential Information is disclosed solely for the purpose of evaluating, negotiating, or performing a potential or existing business relationship between the parties.

No other use of Confidential Information is permitted without prior written consent.

3. Confidentiality Obligations

The Receiving Party shall hold all Confidential Information in strict confidence.

The Receiving Party shall use at least the same degree of care as it uses to protect its own confidential information, but not less than a reasonable standard of care.

Confidential Information shall not be disclosed to any third party except to authorized representatives.

4. Exclusions from Confidential Information

Information that is or becomes publicly available without breach of this Agreement.

Information lawfully received from a third party without restriction.

Information independently developed without use of Confidential Information.

5. Compelled Disclosure

If the Receiving Party is required by law or court order to disclose Confidential Information, it shall provide prompt notice to the Disclosing Party, unless prohibited by law.

The Receiving Party shall cooperate to limit the scope of such disclosure.

6. Ownership of Information

All Confidential Information remains the exclusive property of the Disclosing Party.

No license or ownership rights are granted under this Agreement.

7. Duration of Confidentiality Obligation

7.1 Term of Agreement. This Agreement shall commence on the Effective Date and remain in effect until terminated in writing by either party.

7.2 Duration of Confidentiality. The Receiving Party's obligation to protect Confidential Information shall continue for a period of five (5) years from the date of disclosure of such Confidential Information.

7.3 Trade Secrets Exception. Confidential Information that qualifies as a trade secret under applicable law shall be protected for so long as such information remains a trade secret, regardless of the expiration or termination of this Agreement.

7.4 Survival. The confidentiality obligations set forth in this Section shall survive termination or expiration of this Agreement.

8. Return or Destruction of Materials

Upon request, the Receiving Party shall promptly return or destroy all Confidential Information.

Any retained copies shall remain subject to this Agreement.

9. No Warranty

All Confidential Information is provided "as is" without warranty of any kind.

The Disclosing Party makes no representation as to accuracy or completeness.

10. Remedies

The Receiving Party acknowledges that unauthorized disclosure may cause irreparable harm.

The Disclosing Party shall be entitled to injunctive relief without the requirement of posting bond.

11. Governing Law

This Agreement shall be governed by and construed in accordance with applicable law.

12. Entire Agreement

This Agreement constitutes the entire understanding between the parties with respect to confidentiality.

Any amendments must be in writing and signed by both parties.

13. Additional Provisions

This section elaborates on standard contractual interpretations, enforcement principles, severability, waiver, assignment, and notice requirements. The intent of these provisions is to ensure enforceability, legal clarity, and consistency across jurisdictions.

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