

NON-DISCLOSURE AGREEMENT

This non-disclosure agreement ("**Agreement**") is agreed between _____, registry code: _____, address _____, e-mail _____ address _____ (the "**Disclosing Party**")

and

_____ registry code: _____, address _____, e-mail address _____ (the "**Recipient**") (collectively the "**Parties**", each a "**Party**").

WHEREAS:

- a. The Parties are planning to start negotiations regarding a potential agreement or project (hereinafter the **Transaction**). For that purpose the Parties need to disclose confidential information and/or trade secret to each other. The potential Transaction parties are considering is the following:
- b. The Parties wish to disclose such confidential information and trade secret only on the basis that it is kept protected as provided in this Agreement;
- c. This Agreement is intended to set out the terms and conditions on which the disclosing Party (hereinafter **the Disclosing Party**) provides such confidential information to the receiving Party (hereinafter **the Receiving Party**) and on which the Receiving Party deals with such confidential information and trade secret,

THEREFORE, the Parties hereby agree as follows:

1. Confidentiality obligation

1.1. For the purposes of this Agreement the trade secret (hereinafter the **Trade Secret**) means all information possessed by or developed for the Disclosing Party to which all of the following apply:

1.1.1 the information derives independent economic value from not being generally known and

1.1.2 the Disclosing Party takes reasonable precautions to prevent such information from being disclosed to the public.

Etc.