

# Mutual Confidentiality Agreement

This Mutual Confidentiality Agreement ("Agreement") is entered into as of \_\_\_\_\_ (the "Effective Date"), by and between:

Party A: \_\_\_\_\_

Address: \_\_\_\_\_

Party B: \_\_\_\_\_

Address: \_\_\_\_\_

## 1. Definition of Confidential Information

"Confidential Information" means any non-public, proprietary, or confidential information or data, in any form, disclosed by either party to the other, either directly or indirectly, including but not limited to business, technical, financial, or personal information.

## 2. Obligations

1. The receiving party shall:
  - keep Confidential Information strictly confidential,
  - not disclose such information to any third party without prior written consent, and
  - use the information solely for evaluation and discussions relating to a potential business relationship.

## 3. Exclusions

The obligations above do not apply to information which:

- is or becomes publicly available through no fault of the recipient,
- is received lawfully from a third party without restriction,
- is independently developed without use of confidential information, or
- is required to be disclosed by law or regulation.

## 4. Term

This Agreement shall commence on the Effective Date and continue for a period of \_\_\_\_\_ year(s), unless earlier terminated in writing by either party.

## 5. Return of Materials

Upon request, each party shall promptly return or destroy all materials containing Confidential Information of the other party.

## 6. No License

Nothing herein shall be construed as granting any license or rights by implication or otherwise under any patent, trademark, copyright, or proprietary right.

## 7. General

1. This Agreement constitutes the entire understanding regarding confidential information between the parties.
2. Any amendments must be in writing and signed by both parties.
3. This agreement is governed by the laws of \_\_\_\_\_ .

Party A

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Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_  
Party B

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Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_