

Vendor Confidentiality Agreement

Policy Framework

1. Purpose

The purpose of this Vendor Confidentiality Agreement is to protect the confidentiality of proprietary, sensitive, and business-critical information shared with vendors during the course of business relationships.

2. Scope

This framework applies to all external vendors, contractors, consultants, and service providers who receive or have access to confidential information.

3. Definition of Confidential Information

- Business strategies, plans, and financial information
- Technical data and product designs
- Customer and employee information
- Any information marked as “Confidential” or that reasonably should be understood to be confidential

4. Vendor Obligations

- Maintain the confidentiality of all received information
- Use the confidential information only for the purpose defined in the agreement
- Limit access to confidential information to authorized personnel only
- Promptly return or destroy confidential information upon request

5. Exclusions

- Information already in the public domain
- Information independently developed without reference to disclosed confidential information
- Information disclosed by law or valid court order

6. Duration

Confidentiality obligations remain in effect for a specified period, typically two (2) years, from the date of disclosure or as stated in the agreement.

7. Breach and Remedies

Any breach of this agreement by the vendor may result in legal action and/or termination of the business relationship.

8. Acknowledgement

By receiving confidential information, the vendor acknowledges understanding and acceptance of the confidentiality terms contained in this policy framework.