

# Partner Confidentiality Agreement

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

- **Party A:** \_\_\_\_\_, with a principal place of business at \_\_\_\_\_

- **Party B:** \_\_\_\_\_, with a principal place of business at \_\_\_\_\_

Party A and Party B may be referred to individually as a "Party" and collectively as the "Parties".

## 1. Definition of Confidential Information

For purposes of this Agreement, "Confidential Information" means any non-public information or data disclosed by either Party to the other, either directly or indirectly, in writing, orally, or by inspection of tangible objects, including, but not limited to, business practices, strategies, customer information, operations, and agreements.

## 2. Obligations of the Parties

- The Parties will maintain the confidentiality of the received Confidential Information and will not disclose it to any third party without prior written consent.
- The Parties will use the Confidential Information solely for the purposes of evaluating or pursuing a business partnership or transaction.

## 3. Exclusions

The obligations set out in this Agreement do not apply to any information that:

- Is or becomes publicly known without breach of this Agreement;
- Is received from a third party without breach of any obligation of confidentiality;
- Is independently developed without use of or reference to the Confidential Information.

## 4. Term

This Agreement will remain in effect for a period of \_\_\_\_\_ years from the Effective Date, unless otherwise terminated by mutual written agreement of the Parties.

## 5. Return or Destruction

Upon request by the disclosing Party, the receiving Party will promptly return or destroy all copies of Confidential Information in its possession.

## 6. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the state/province of \_\_\_\_\_.

**Party A**

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Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**Party B**

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Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_