

NON-DISCLOSURE AGREEMENT (NDA) TEMPLATE FOR BUSINESS MERGERS

This Non-Disclosure Agreement ("Agreement") is entered into as of [Date] by and between:

- **Disclosing Party:** [Company Name & Address]
- **Receiving Party:** [Company Name & Address]

1. Purpose

The parties wish to explore a potential business merger and, in connection with this, may disclose to each other certain confidential and proprietary information.

2. Definition of Confidential Information

"Confidential Information" means all non-public, confidential, or proprietary information, whether written, verbal, or electronic, disclosed by either party to the other, directly or indirectly.

3. Obligations of Receiving Party

- Maintain confidentiality of all Confidential Information received.
- Not disclose Confidential Information to any third party except as required for due diligence, and only to individuals who are bound by confidentiality obligations.
- Use Confidential Information solely for evaluating or pursuing a merger.

4. Exclusions

The obligations above do not apply to information that:

- Is publicly available at the time of disclosure or later becomes publicly available without breach of this Agreement.
- Was in the Receiving Party's lawful possession prior to disclosure.
- Is disclosed by a third party lawfully and without restriction.
- Is independently developed without use of or reference to the Confidential Information.

5. Term

This Agreement shall remain in effect for _____ [Number of Years] _____ years from the date of signing or until terminated in writing by both parties.

6. Return or Destruction of Materials

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

7. No License

Nothing in this Agreement shall be construed as granting any rights, by license or otherwise, to any Confidential Information disclosed.

8. Governing Law

This Agreement shall be governed and construed in accordance with the laws of _____ [Jurisdiction] _____.

9. Signatures

IN WITNESS WHEREOF, the parties hereto have executed this Non-Disclosure Agreement as of the date first written above.

Disclosing Party:

Name: _____

Title: _____

Date: _____

Receiving Party:

Name: _____

Title: _____

Date: _____