

To: _____
Here insert name of party giving information

From: _____
Here insert name of party receiving information

Non-Disclosure Agreement

(1) "In consideration of your discussing with us your designs and ideas for a

Title or other identification of invention

with a view to negotiating an agreement on its commercial exploitation by us" or

(2) "In consideration of your discussing with us your invention and know-how concerning a

Title or other identification of invention

with a view to negotiating an agreement on the licensing of patent protection and know-how to us"

we hereby agree to keep confidential all particulars and descriptions thereof except as hereinafter provided. We will not without your prior consent make any notes, sketches, drawings, photographs, samples or the like of the same. Should the negotiations fail we will at your written request hand over to you all relevant documents, samples or the like, made by us or supplied to us concerning the proposal. We will not pass on to others any information supplied by you and identified as being of a confidential nature, except to our employees and our professional advisors under terms of confidentiality corresponding to the terms set out in this undertaking and only to the extent necessary for the purposes of assessment of the proposal, and we will not use such information except for the purposes of assessment of the proposal.

This undertaking will exclude any information which we can show:

- (i) was already known to us before the date of receipt of the information from you; or
- (ii) has already been made available to the public by publication or otherwise in the UK or elsewhere, or subsequently becomes so available without our contravening your rights; or
- (iii) comes into our possession from a third party without contravening your rights.

Dated the ____ day of _____ 20 ____

To be signed here by or on behalf of the party receiving information

For and on behalf of

Name

Position in company