

# Non-Disclosure Agreement

**Date:** [Insert Date]

**To:** [Supplier/Contractor Name]

**From:** [Your Company Name]

**Subject:** Procurement Non-Disclosure Terms

## 1. Introduction

This Non-Disclosure Agreement (the "Agreement") is made and entered into as of the date first written above by and between [Your Company Name], a [Your Company Structure, e.g., Corporation, LLC] with its principal place of business at [Your Address] ("Disclosing Party") and [Supplier/Contractor Name], with its principal place of business at [Supplier Address] ("Receiving Party").

## 2. Definition of Confidential Information

For purposes of this Agreement, "Confidential Information" shall include all written, electronic, and oral information disclosed by the Disclosing Party to the Receiving Party, which is explicitly identified as confidential.

## 3. Obligations of the Receiving Party

The Receiving Party agrees to:

- Keep all Confidential Information in strict confidentiality.
- Not disclose any Confidential Information to any third party without prior written consent from the Disclosing Party.
- Use the Confidential Information solely for the purpose of evaluating or pursuing the potential business relationship regarding procurement.

## 4. Exclusions from Confidential Information

Confidential Information does not include information that:

- Is or becomes publicly known through no breach of this Agreement.
- Is received from a third party without breach of any obligation of confidentiality.
- Is independently developed by the Receiving Party without reference to the Confidential Information.

## **5. Term**

The obligations of confidentiality shall remain in effect for a period of [specify duration] from the date of disclosure of the Confidential Information.

## **6. Governing Law**

This Agreement shall be governed by and construed in accordance with the laws of [Your State/Country].

## **7. Acceptance**

Please indicate your acceptance of these terms by signing below:

\_\_\_\_\_ [Your Name]

[Your Title]

[Your Company Name]

\_\_\_\_\_ [Supplier/Contractor Name]

[Supplier/Contractor Title]

[Supplier/Contractor Company Name]