

Sample Non-Disclosure Agreement (NDA)

Date: 2026-01-06

Sample document for testing a contract review agent. Not legal advice.

1. Parties

This **Non-Disclosure Agreement** ("Agreement") is entered into between **Disclosing Party** ("Discloser") and **Receiving Party** ("Recipient").

Purpose: the Parties wish to evaluate a potential business relationship and may disclose Confidential Information for that purpose only.

2. Definitions

Confidential Information means all non-public information disclosed by Discloser, whether oral, written, visual, or electronic, including business plans, customer lists, pricing, product roadmaps, source code, and technical data.

Confidential Information does not include information that is (a) publicly available through no breach by Recipient; (b) independently developed without use of Confidential Information; or (c) rightfully received from a third party without restriction.

3. Confidentiality Obligations

Recipient shall use **best efforts** to protect Confidential Information and shall not disclose it to any third party except as permitted below.

Recipient may disclose Confidential Information to its employees, affiliates, and professional advisers on a need-to-know basis, provided they are bound by confidentiality obligations at least as protective as this Agreement.

Recipient shall notify Discloser within a **reasonable time** after discovering any unauthorized use or disclosure.

4. Term and Return/Destruction

This Agreement begins on the Effective Date and continues for two (2) years.

Upon request, Recipient will promptly return or destroy Confidential Information and certify destruction, except for archival copies retained for compliance.

5. Remedies

Recipient acknowledges that a breach may cause irreparable harm and that Discloser may seek injunctive relief in addition to other remedies.

6. Miscellaneous

Governing law: England and Wales. Entire agreement. No license is granted except as expressly stated.