

Mutual NDA Template

MUTUAL NON-DISCLOSURE AGREEMENT

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

Party 1: [NAME / COMPANY], of [ADDRESS] ("Party 1")

Party 2: [NAME / COMPANY], of [ADDRESS] ("Party 2")

Each a "Party" and together the "Parties," for the purpose of [PURPOSE, e.g. evaluating a potential employment / contractor / business relationship].

1. Confidential information

"Confidential Information" means non-public information disclosed by either Party, including business plans, financial information, customer and employee data, product roadmaps, source code, trade secrets, and any information marked confidential or that should reasonably be understood as confidential.

2. Exclusions

Confidential Information does not include information that: (a) is or becomes publicly available without breach; (b) was already known without restriction; (c) is independently developed without use of Confidential Information; or (d) is disclosed under court order or law, provided the disclosing Party gives prompt notice where legally permitted.

3. Obligations

Each Party agrees to: (a) use Confidential Information only for the Purpose; (b) protect it with at least reasonable care; and (c) share it only with employees, contractors, or advisors who need to know and are bound by equivalent confidentiality duties.

4. Term

This Agreement takes effect on the Effective Date and continues for [2] years. Obligations for trade secrets survive as long as the information remains a trade secret under applicable law.

5. No license; no obligation

Nothing in this Agreement grants any license or obligates either Party to proceed with any transaction or employment relationship.

6. Governing law

This Agreement is governed by the laws of the State of [STATE], without regard to conflict-of-law principles.

7. Entire agreement

This is the entire agreement on confidentiality between the Parties regarding the Purpose and may only be modified in a signed writing.

Agreed:

Party 1 signature: _____ Date: _____ Printed name / title:

Party 2 signature: _____ Date: _____ Printed name / title:

General template only — not legal advice. Have employment counsel review before use, especially for state-specific requirements. Downloaded from AskHrAI (<https://askhr.ai/forms/mutual-nda>).