

**CONFIDENTIAL INFORMATION RELATING TO THE BUSINESS AND ASSETS OF**

**Established Enterprise Grade Cloud IoT Visual Data Platform - Project 9613 [The Company]**

I, the undersigned, hereby undertake to Charterfields Limited (agents of Company) and Company that in consideration of being provided with information, to assist me in the evaluation of the opportunity to purchase the assets of, or shares in, the business, noted above, I will keep confidential any information and knowledge of whatever kind revealed to me in connection therewith.

Without limiting the above, I specifically confirm that I shall:-

1. treat all information as being strictly private and confidential and shall take all precautions to maintain its status as such;
2. not make copies of the information or documents provided, unless I receive your permission;
3. use the information solely for the purpose of the evaluation with a view to making an offer to purchase the assets of or shares in the Company;
4. not disclose any information to any other party other than my own officers, or my legal and financial advisers, who are required by me, in the course of such evaluation, to receive and consider the information and then only on the condition that they too accept the terms contained in this undertaking;
5. where acting as an intermediary, will not disclose any information to any other party other than my immediate client and to declare the identity of that client prior to receipt of any information;
6. not reveal to any other party that I am entering into discussions regarding the potential purchase of this business, unless I receive the prior written consent of either Charterfields Limited or Company and it is noted that there is no obligation on either Charterfields Limited or Company to grant such consent;
7. upon receipt of a written demand from either Charterfields Limited or Company, to return the information together with any copies I have made;
8. not approach any of the customers or suppliers of Company except in circumstances where I or my company have an existing trading relationship and then only for the purposes of the existing trading relationship, with no mention being made of this opportunity or the fact that I and my company have entered into discussions with Company.

I note that:-

1. the confidential information to be supplied and a copy of this undertaking may be despatched to my email or my company's email or postal address, as specified below;
2. the signature below confirms acceptance of the terms of this agreement and that if this document is completed on behalf of a company or partnership then my signature is confirmation that I will ensure that other parties involved with me in this process will be bound by the same terms;
3. the signing and returning of this document is not an entitlement to receive the confidential information, which may be withheld at the discretion of Charterfields Limited or Company;
4. the information provided is offered in good faith and that neither Charterfields Limited nor Company offer any warranty in respect of the completeness or accuracy of such information and it is confirmed that all information provided will be checked by me or my appointed advisors before it is acted upon.

Nothing in this agreement will restrict the undersigned in respect of the lawful use of information which, before entering into this agreement, was in the possession of the undersigned or was in the public domain.

This agreement is subject to the jurisdiction of the English Courts.

Name .....

Organisation .....

Address .....

Telephone ..... Fax .....

Email ..... Mobile .....

Signature .....

Date .....

**Where you are acting as an intermediary, full details of your client will be required, prior to any information being dispatched.**

Please complete this form, sign, scan and return or fax back to 0330 2020 117 and post the original to: -  
**Charterfields Limited, 23 Austin Friars, London EC2N 2QP**

