

Non-Disclosure Agreement

This Non-Disclosure Agreement ("Agreement") is entered into as of _____ ("Effective Date") by and between:

- **Disclosing Party:** _____
- **Receiving Party (IT Security Personnel):** _____

1. Definition of Confidential Information

"Confidential Information" refers to any data or information, oral or written, disclosed by the Disclosing Party to the Receiving Party that is proprietary, technical, business, financial, or otherwise sensitive and not generally available to the public, including but not limited to passwords, system configurations, source code, network diagrams, and incident reports.

2. Obligations of the Receiving Party

- Maintain the confidentiality of all Confidential Information.
- Not disclose Confidential Information to any third party without prior written consent of the Disclosing Party.
- Restrict access to Confidential Information to personnel who need to know for security-related tasks.
- Use Confidential Information only for purposes authorized by the Disclosing Party.

3. Exclusions

Confidential Information does not include information that:

1. Is or becomes publicly available through no fault of the Receiving Party.
2. Is lawfully obtained from a third party without restriction or breach of this Agreement.
3. Was already known to the Receiving Party prior to disclosure.
4. Is independently developed by the Receiving Party without use of Confidential Information.

4. Duration

The obligations of this Agreement will remain in effect for a period of ____ years from the Effective Date or until such time as the Confidential Information no longer qualifies as confidential.

5. Return or Destruction of Confidential Information

Upon termination of engagement or upon written request, the Receiving Party shall promptly return or destroy all materials containing Confidential Information.

6. Governing Law

This Agreement shall be governed by the laws of _____.

7. Acknowledgement

The parties acknowledge they have read, understand, and agree to the terms of this Non-Disclosure Agreement as indicated by their signatures below.

Disclosing Party
Date: _____

Receiving Party (IT Security Personnel)

Date: _____