

# CONFIDENTIAL INFORMATION POLICY

## 1. Introduction

We are an information technology company primarily engaged in [description]. We have developed and maintained an extensive base of Confidential Information (as hereinafter defined) regarding our business practices and operations, clients, strategic partners, products and services. We have invested great deal of time, effort, and expense in developing, maintaining and legally protecting such Confidential Information and associated intellectual property rights. Because of this substantial investment, we are careful at all times to guard against wrongful disclosure and unauthorized use of this Confidential Information.

In order to clarify our position with respect to such Confidential Information and to provide clear guidance to our employees and to our contractors (the "Employees and Contractors"), we have determined it to be in our mutual best interests to better formalize our protective practices and procedures. Accordingly, we have drafted this Policy Statement to better aid in that effort.

## 2. Definition of Confidential Information

Confidential Information means, without limitation and regardless of whether or not marked as "Confidential", or "Proprietary", all of our proprietary and trade secrets, software products, inventions, strategies, business methods and practices, research and development and results derived therefrom, specifications and designs, algorithms, prototypes, simulations and test results, technical reports and analyses, technical industrial skills, information relating to prototyping, tables of operating conditions, operating and testing procedures, software designs, engineering processes, business and financial plans and information, accounting and personnel records, customer and supplier lists and information, initiatives, current and future projects, current and potential future strategic alliances, technical data and know-how relating to both existing and proposed software products. For purposes of this definition, Confidential Information shall also include proprietary and confidential information of our alliance partners in respect of which we have a duty of confidentiality. The foregoing list is merely illustrative and is not intended to be conclusive.

The phrase "Confidential Information" shall not include any data or information which:

- (a) is or becomes generally available to the public;
- (b) subsequently becomes available to the public through no fault of the receiving party and through means other than by disclosure by the receiving party or any person to whom the receiving party has disclosed the information;
- (c) is received by the receiving party from a third party who was not under an obligation of confidence regarding the information;
- (d) was already in the possession of the receiving party before it was disclosed to that party by us and the receiving party has documentary evidence of that possession;
- (e) is disclosed with the prior written consent of the legal proprietor of that information, or
- (f) must be disclosed as required by law, provided, however, that the receiving party shall first have given prompt notice to us in order to permit us a reasonable opportunity to interpose an objection or obtain a protective order to protect the confidentiality of such information.

## 3. Company Rules & Practices re: Confidential Information

The law by itself will not give us complete protection with regard to our Confidential Information, therefore the Company has deemed it prudent to take further measures in this regard. Accordingly, we require each of our Employees and Contractors to comply with and follow the rules and practices set out below:

**THIS IS A 3-PAGE FORM.**