

AARNA ROOTS LLC

Mutual Non-Disclosure Agreement

Draft Template — for use in early-stage sourcing discussions

1. Purpose

This Mutual Non-Disclosure Agreement ("Agreement") is entered into between Aarna Roots LLC ("Aarna Roots") and the counterparty identified in the signature block below ("Counterparty"), for the purpose of evaluating a potential sourcing and buying-office relationship.

2. Confidential Information

Confidential Information includes, without limitation: product designs, technical packs, costing and pricing data, supplier and factory details, business plans, and any other information disclosed by either party that is marked confidential or would reasonably be understood as such.

3. Obligations

Each party agrees to: (a) use Confidential Information solely for the purpose of evaluating the potential relationship; (b) not disclose Confidential Information to third parties without prior written consent; (c) protect Confidential Information using at least the same degree of care used to protect its own confidential information, and no less than reasonable care.

4. Exclusions

Obligations do not apply to information that: is or becomes publicly available through no fault of the receiving party; was already known prior to disclosure; is independently developed without reference to the disclosed information; or is required to be disclosed by law or regulation.

5. Term

This Agreement remains in effect for [TERM — e.g. two (2) years] from the date of signature, unless terminated earlier by mutual written consent.

6. Governing Law

This Agreement shall be governed by the laws of [JURISDICTION TO BE CONFIRMED], without regard to conflict-of-law principles.

Signature blocks, effective date, and jurisdiction to be finalized with counsel prior to execution. This template is a starting point for discussion, not a substitute for legal advice.