



Boutique Business Brokerage, Mergers and Acquisitions
George & Company is a division of Central Mass Escrow Services, Inc., a Massachusetts Corporation
6 Lancaster County Road Harvard, MA 01451 T: (508) 753-1400 E: info@georgeandco.com W: www.georgeandco.com

CONFIDENTIALITY & NON-DISCLOSURE AGREEMENT

In connection with your consideration of the possible investment/acquisition of the:

George & Company (G&C) has been exclusively retained by the Company to represent the Sale of their Business which may or may not include Real Estate. Accordingly, we will be representing their interest in any discussions and negotiations should you wish to pursue this investment/ acquisition. G&C will furnish you with information from the Company, which may be non-public, proprietary, and confidential in nature. As a condition of your being furnished the foregoing, you agree to treat it and all other information, unless it is in the public domain, that G&C subsequently agrees to furnish to you. (Hereinafter collectively referred to as the Confidential Information Memorandum (CIM) in accordance with the provisions of this Agreement.

You hereby agree that the CIM will be used solely for the purpose of evaluating a possible investment/acquisition by you of the Company or some or all its assets and that such information will be kept confidential by you and your authorized representatives; provided, however, that any such information may be disclosed by you to advisors who may need to know such information for the purpose of your evaluation of any such possible investment/acquisition, it being understood that you agree to keep and to cause such representatives to keep the CIM confidential. It is understood by you that disclosure of information contained in the CIM or facts regarding these negotiations or discussions to competitors, suppliers, employees, customers, or any other person could be extremely averse to the Company. You further agree not to contact and/or solicit Company employees for employment purposes.

You further agree not to initiate or have direct contact with any officer, director, or employee of the Company regarding the Company's business, operations, products, or finances, except with the expressed permission of G&C and will direct and cause your representatives not to initiate or maintain such contact. All (i) communications regarding this possible transaction, (ii) requests for additional information, (iii) requests for facility tours or management meetings, and (iv) discussions, or questions regarding this transaction, will be submitted or directed only to G&C. If you or your agents, employees and/or representatives, does circumvent or attempt to circumvent G&C, by dealing directly or indirectly with the Sellers, then you could be held liable for full payment of our commissions and/or fees, plus any interest and associated expenses to G&C.

You understand and acknowledge that all information contained in the CIM is being provided without any representation or warranty, express or implied, as to its accuracy or completeness. It is further understood that the scope of any representations and warranties to be given by the Company will be negotiated along with other terms and conditions in arrival at a mutually acceptable form of definitive agreement should discussions between you and the Company progress to that point.

In the event you do not proceed with this transaction, we require that you return to G&C, and/or provide us with proof you have destroyed all written materials containing or reflecting any information contained in the CIM. You further agree that you have not retained copies, extracts, or other reproductions in whole or in part of such written material all documents, memoranda, notes, and other writing whatsoever prepared by you, or your representatives based on the information contained in the CIM have been destroyed.



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Additionally, no information in the CIM may either directly or indirectly be used for your demonstrable monetary benefit including your competitive advantage. You hereby agree to indemnify and hold harmless G&C for any damages as adjudicated by a Court of Law that G&C may sustain resulting from the failure by you, your directors, officers, employees to comply fully with the terms of this Agreement. This Agreement has been initiated for the benefit of the Client/Business and its shareholders and shall be governed and construed in accordance with the laws of the Commonwealth of Massachusetts. This agreement will terminate 3 (three) years from the date of its first signature.

Financial Capacity & Capability

Our client requires that all potential buyers/investors possess and be fully agreeable to disclose self or investor financial capacity and capability to enter into this transaction prior to being provided full disclosure of company confidential information.

Interested Party Information

Form with fields for Name, Signature (Individually), Company/ Position, Street Address, City, State, Zip Code, Email, Telephone, Fax

Acquisition/Investment Funds Available Source of Funds (Please attach Confidential Financial Disclosure)

If you agree with the foregoing, please complete the required information below and return the fully executed Agreement.

Intending to be legally bound, the undersigned has confirmed and personally agreed to the provisions contained above this _____.

Very truly yours,

GEORGE & COMPANY, a div. of Central Mass. Escrow Services, Inc.