# CONFIDENTIAL

**To:** [insert full name and address of individual / company / institution]

Dear Sirs

With reference to the undernoted confidential information (the "Information") disclosed to me, whether by you ([Insert full legal name of University], a charitable body registered in Scotland under registration number [Insert charitable body registration number of University], incorporated under the Universities (Scotland) Acts and having its main administrative offices at [Insert full legal address of University]) or on your behalf before or after the date of this letter, for the purpose of [insert purpose] (the "Purpose"), I undertake for so long as the Information is confidential in nature:-

* to keep the Information secret and confidential.
* to use this Information only for the Purpose.
* not to pass this Information onto anyone else unless the [Insert name of University] gives me written permission to.
* to make only such copies of the Information as are strictly necessary for the Purpose, to ensure that all such copies are clearly marked as confidential and can be clearly separated from my own records and, upon your written request, to return to you all physical copies and/or delete all electronic copies of Information in my possession or under my control or make such other disposal thereof as may be stipulated by you.

The above obligations will not apply to any of the Information that I can show to your reasonable satisfaction:

1. has become available to the public in printed publications in general circulation through no act or fault of mine; or
2. was already known to me prior to the disclosure by you; or
3. was independently developed by me without recourse to or use of the Information; or
4. must be disclosed by me under some law or as a result of a legal order.

Information is any information of a confidential nature including, without limitation, samples, materials, drawings, specifications, photographs, designs, computer code, computer programs, data, formulae, processes, know-how, software, any technical or commercial information, reports, papers, correspondence and/or documents.

I procure that in carrying out my obligations under this Letter, I will comply with all applicable laws, regulations and statutes, including those relating to anti-bribery as detailed in the Bribery Act 2010 and other analogous legislation.

This letter shall be governed by and interpreted in accordance with Scots Law and subject to the jurisdiction of the Scottish courts.

By my signature below I confirm my agreement to the terms of this letter.

Yours faithfully

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Signed by** | |  | **Witness** | |
| Signature: |  |  | Signature: |  |
| Date: |  |  |  |  |
| Name: |  |  | Name: |  |
| Address: |  |  | Address: |  |
|  |  |  |  |  |

## Guidance note on the Confidentiality Letter

### Confidentiality

You should be aware that any information which you come across in the course of carrying out the Purpose may well be confidential to the University or to a third party. It is extremely important that such information should be kept confidential and not disclosed to or discussed with anyone else other than as required for the Purpose.

For example, as you are no doubt aware, potentially patentable research results are confidential and any disclosure of these before a patent application has been filed will mean that the University cannot get a patent for those results. In worst cases this may mean that a potentially useful technology or drug becomes worthless. Even where research results are not capable of patenting, disclosure of pre-publication results can prejudice the publication prospects for such results.

The foregoing letter sets out your obligation to keep such information confidential. Before signing please read and understand the obligations you are being asked to undertake.