

# Heads of Agreement

## DATE OF AGREEMENT

This Heads of Agreement is entered into on 3 September 2015.

## PARTIES

Cool Coders Pty Ltd ABN 1267372183 of 123 Yellow Brick Road, Sydney NSW 2000

Best Client Pty Ltd ABN 1728371283729 of 125 Red Brick Road, Sydney NSW 2000

## RECITALS

- A. The parties wish to negotiate a legally binding Long Form Agreement.
- B. This Heads of Agreement sets out the material terms which will be included in the Long Form Agreement, and certain other matters.

## THE PARTIES AGREE AS FOLLOWS:

### 1. Definitions and Interpretation

#### 1.1. Definitions

In this Agreement, the following words have the following meanings:

**Agreement** means this Heads of Agreement including the attached schedule.

**Commencement Date** means the date of this Agreement specified above.

**Confidential Information** means the Purpose, the fact that the parties have entered into this Agreement, the fact that the parties are negotiating the Long Form Agreement, all information that relates to the past, current or future business, plans or operations of the Disclosing Party, and all information defined in the Schedule as being Confidential Information, which is or has been disclosed or communicated by the Disclosing Party to the Recipient on or after the Commencement Date, but does not include any information which is:

- (a) on receipt by the Recipient, in the public domain or which subsequently enters the public domain without any breach of this Agreement;
- (b) on receipt by the Recipient, already known by or in the possession of the Recipient and which the Recipient can prove was already known by it or in its possession; or
- (c) independently developed, obtained or known by the Recipient, without the Recipient or any third party breaching any confidentiality obligations owed to the Disclosing Party.

**Disclosing Party** with respect to any Confidential Information, the party that discloses the Confidential Information directly or indirectly to the Recipient.

**Long Form Agreement** means a binding formal agreement negotiated by the parties pursuant to clause 3.1.

**Material Terms** means the provisions of Annexure A.