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1. Each Party undertakes to the negotiations about the Proposed Transaction, this <<insert full title of the Proposed Transaction>> Of Understanding , Heads of

consideration of it engaging in further negotiations with that other Party after the above date of this <<insert full title of the Proposed Transaction>> template is included, e.g. Memorandum of Understanding, then,:

1.1 if, at the above date, it is engaged in such Third Party Negotiations, it will ensure that such Third Party Negotiations are terminated;

of Third Party Negotiations, it will ensure that such Third Party Negotiations are terminated;

1.2 it will not within the Lockout Period:

1.2.1 engage in any Third Party Negotiations;

Memorandum of Understanding (whether or not legally binding) or any other arrangement;

1.2.2 enter into any arrangement pursuant to any Third Party Negotiations;

1.2.3 make available any information relating to Third Party Negotiations which might be made available to a third party which might enter into Third Party Negotiations (where such information is publicly available); and

information which might be made available to a third party which might enter into Third Party Negotiations (where such information is publicly available); and

1.3 it will notify the other Party if it indicates that it wishes to engage in Third Party Negotiations during the Lockout Period, any third party which has engaged in Third Party Negotiations prior to the Lockout Period.

During the Lockout Period, any third party which has engaged in Third Party Negotiations prior to the Lockout Period.

1.4 The Parties will not have discussions with each other or any third party in relation to any Proposed Transaction during the Lockout Period.

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2. Either Party may at any time terminate the Parties in relation to the Proposed Transaction.

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3. Each Party will ensure that the Parties comply with its above undertakings in these Clauses numbered [1-5].

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4. These Clauses numbered [1-5] shall be legally binding as a contract.

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5. Definitions::

5.1 "Lockout Period" means the period, e.g. 28 days, 56 days etc.>> from the date of this <<insert full title of the Proposed Transaction>>

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5.2 "Proposed Transaction" means a description of the proposed commercial transaction or arrangement which is fully documented by a detailed written document which is legally binding agreement <<insert full title of the Proposed Transaction>>; and

"Proposed Transaction" means a description of the proposed commercial transaction or arrangement which is fully documented by a detailed written document which is legally binding agreement <<insert full title of the Proposed Transaction>>; and

5.3 "Third Party Negotiations" means negotiations with any third party with a view to making arrangements which are similar to or likely to be in competition with the Proposed Transaction.

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