



Mutual NDA (English law)

MEDIUM

OVERALL RISK

12 clauses analysed · 1 high-risk finding · 1 medium-risk finding. Synthetic example — not a customer file and not legal advice.

[P3]

Definition of Confidential Information

LOW

Standard dual definition covering information marked confidential and information that a reasonable person would treat as confidential. Residuals clause is narrow.

RECOMMENDATION

Keep the dual definition. Confirm residuals cannot swallow source code or customer lists.

[P7]

Term and survival

MEDIUM

Confidentiality survives 3 years after termination. Trade secrets should survive for so long as they remain secret.

RECOMMENDATION

Carve trade secrets out of the 3-year sunset so they survive while they remain secret.

[P11]

Non-solicit of staff

HIGH

12-month non-solicit of all employees is likely too wide for a mutual NDA. Limit to those the receiving party actually dealt with.

RECOMMENDATION

Limit the non-solicit to employees the receiving party actually dealt with, and drop it from a mutual NDA if neither side needs it.