

CONFIDENTIALITY CLAUSE

No. /

This Confidentiality Clause (the “Clause”) is concluded between:

Serious Business 2003 SRL, as provider of specialized translation services, hereinafter referred to as “SERIOUS BUSINESS”

and

_____ as client / potential client, hereinafter referred to as “CLIENT”.

In view of the fact that SERIOUS BUSINESS has acquired or will acquire certain confidential information in order to analyze and/or translate a material from the CLIENT, information which the CLIENT accepts to disclose to SERIOUS BUSINESS, and SERIOUS BUSINESS undertakes to treat such information as Confidential Information in accordance with the provisions specified in this Clause;

The Parties have agreed as follows:

ARTICLE 1. Definition of Confidential Information

1.1. Confidential Information means the information, in physical or electronic format, regarding discoveries, ideas, concepts, professional secrets, contracts, techniques, projects, specifications, plans, schemes, diagrams, mock-ups, logical diagrams, computer software, tender documents, strategic plans, territorial coverage plans, marketing, financial or business plans, names of employees, clients, or suppliers, as well as other technical, financial, or business information which were disclosed to the direct representative of SERIOUS BUSINESS, having been communicated by the CLIENT.

ARTICLE 2. Purpose of the Information

2.1. SERIOUS BUSINESS shall use such information only for the purpose of drafting the offer and/or providing the services requested by the CLIENT.

ARTICLE 3. Confidentiality

3.1. SERIOUS BUSINESS will treat the Confidential Information provided by the CLIENT with the same attention as it would give to any other similar information. This attention regarding protecting the confidentiality of the information shall be, in all cases, equal to the attention any company would give, in similar circumstances, to protecting the confidentiality of its own information.

3.2. This information shall be treated as strictly confidential, and SERIOUS BUSINESS does not have the right:

ISO 9001:2015

Our Quality Management System is ISO 9001 certified by an external auditor since 2006. We continuously strive to improve our services so as to provide you with the relaxation you need. Quality certificate number: [SRAC RO-3524](#), valid until 25th of October, 2023.

ISO 27001:2017

The pandemic challenged everybody to adapt to a new work environment. In view of a safer communication with our customers, vendors and employees we have implemented an Information Security Management System. Certificate number: [SRAC RO-354](#), valid until 16th of December, 2023.



The quality of the services provided by Serious Business is insured against occupational risks by [Allianz](#). Insurance policy number: 571109616, valid until 29th of October, 2020.

- to copy, multiply, share, disclose, in any way, wholly or partially, to any person, company, corporation, or entity, any of the Confidential Information or aspects related to it, except to its own employees/collaborators for the purpose of providing an offer and services to the CLIENT in optimal conditions;
- to allow third parties access to Confidential Information, unless it is within the purpose for which such information was communicated to SERIOUS BUSINESS.

ARTICLE 4. Unauthorized Disclosure of Confidential Information

4.1. If the CLIENT discovers that Confidential Information has been disclosed, lost, or used without authorization, for purposes other than those previously established, it shall notify SERIOUS BUSINESS immediately.

ARTICLE 5. Disclosure under the Law

5.1. If competent legal or administrative bodies require SERIOUS BUSINESS to disclose Confidential Information regarding the CLIENT under a law or regulation, SERIOUS BUSINESS shall notify the CLIENT immediately. Unless the CLIENT provides an order or another provision to protect its Confidential Information, SERIOUS BUSINESS shall only disclose the elements in the Confidential Information deemed necessary to be disclosed under the law and shall make all necessary efforts to guarantee that said Confidential Information shall be treated in accordance with the conditions on keeping the information confidential.

ARTICLE 6. Period of Confidentiality

6.1. Unless the Parties agree otherwise, SERIOUS BUSINESS undertakes to keep the information provided by the CLIENT as confidential during the “Period of Confidentiality” specified below, period during which SERIOUS BUSINESS shall not disclose “Confidential Information” to any third party.

6.2. The Period of Confidentiality is unlimited, unless specified otherwise by the CLIENT in writing.

ARTICLE 7. Restrictions for Information Disclosure

7.1. SERIOUS BUSINESS shall make efforts to limit the sharing of Confidential Information received from the CLIENT only to those employees who actually need such Information for evaluation and/or translation purposes. In this Clause, “employees” means the employees and collaborators of SERIOUS BUSINESS, including those of its direct or indirect branches or workplace.

ARTICLE 8. Return or destruction of Confidential Information

8.1. SERIOUS BUSINESS agrees to return to the CLIENT or to destroy, upon request, all the media on which the Confidential Information described in paragraph 1.1 is stored, including all the corresponding copies thereof, if the CLIENT shall request it. The return of such Information does not exempt SERIOUS BUSINESS of its other obligations under this Clause.

ARTICLE 9. Rights

9.1. SERIOUS BUSINESS has no direct or indirect right over the “Confidential Information”, except the right to use such information for the purposes specified in Article 2 of this Clause.

ARTICLE 10. Indemnification

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10.1. If SERIOUS BUSINESS breaches one of its confidentiality obligations under this Clause, it shall pay the CLIENT an amount, mutually agreed on, which cannot exceed the total amount for that particular project. The amount paid as indemnification for breaching the confidentiality obligations may exceed the total amount for that particular project only if the CLIENT proves that the amount claimed as indemnification corresponds to the prejudice caused by such breach and only under the conditions provided for by law.

ARTICLE 11. Clause Integrity

11.1. This Clause represents an understanding and a full agreement between the Parties and shall supersede any other prior or current commitments, written or oral, communications, arrangements, and agreements concluded between the Parties regarding this subject matter. This Clause may only be amended in writing by the representatives of both contracting Parties.

ARTICLE 12. Term and Termination of the Clause

12.1. This Clause shall become effective on the date of its signing and shall remain effective for an unlimited period of time, unless the Parties agree otherwise in writing.

ARTICLE 13. Disputes

13.1. The provisions of this Clause and any disputes, controversies or discrepancies resulting from or in connection with them shall be governed, construed, and settled, respectively, in accordance with the Romanian legislation.

13.2. The Parties shall endeavor, in good faith, to settle amicably any disputes, controversies, or discrepancies resulting from or in connection with this Clause. If they do not reach an amicable solution, such disputes, controversies or discrepancies shall be submitted for settlement to the competent Romanian courts of law.

As a confirmation of all of the above, the Parties conclude this Clause on _____ in 2 counterparts and they declare that it represents their free and unencumbered will.

SERIOUS BUSINESS

CLIENT

Nicolae Marinescu
General Manager

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