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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;

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;

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

1.2.3 make available any information relating to Third Party Negotiations;

1.3 it will notify the other Party if it indicates that it wishes to terminate the Lockout Period;

During the Lockout Period, any third party which has entered into any Third Party Negotiations prior to the start of the Lockout Period may terminate such Third Party Negotiations.

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.

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

2. Either Party may at any time terminate the Lockout Period by written notice to the other Party in relation to the Proposed Transaction.

The Parties may terminate discussions between themselves or with any third party in relation to any Proposed Transaction at any time.

3. Each Party will ensure that the Proposed Transaction complies with Clauses numbered [1-5].

The Parties shall comply with its above undertakings in these Clauses numbered [1-5].

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

The Parties shall comply with its above undertakings in these Clauses numbered [1-5].

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>>

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

5.2 "Proposed Transaction" means any transaction or arrangement which is not legally binding agreement or contract;

description of the proposed commercial transaction or arrangement which is fully documented by a detailed written agreement or contract (including this document)>>; and

5.3 "Third Party Negotiations" means any 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;

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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