



**SPECIALIST
MACHINERY
SALES** AUSTRALIA, NEW ZEALAND & SE ASIA

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CONFIDENTIALITY AGREEMENT

I understand and agree that all information relating to the affairs and operations of Specialist Machinery Sales Pty Ltd (SMS), our pre-loved brand, Used Structural Machinery (USM), and the suppliers with whom it deals are regarded as confidential by Specialist Machinery Sales Pty Ltd (SMS/USM).

I understand that during my dealings with Specialist Machinery Sales Pty Ltd and Used Structural Machinery, I may encounter commercially sensitive information (such as machinery performance outcomes and prices). Reciprocally, SMS/USM will treat the same with our dealings with them. The confidentiality agreement applies nationally in Australia, internationally in New Zealand, and in Europe, where SMS is the ANZ agent for the machine tool builders.

The confidentiality agreement also applies to any buyer contacting the owner of any pre-loved machine or the machine tool builder SMS represents or discussing prices. This includes informing the SMS suppliers with whom they are partnering, and the buying price our workshop purchased the machine from SMS/USM. SMS/USM are often presented with Ex Works prices, so there are additional costs including packing, insurance, freight, installation, training, service agreements, spare parts, consumables, flights and accommodation, and warranties or guarantees that need to be included when investing in any machine that SMS/USM Principle may not be responsible for.

I agree not to directly approach the owner/seller of any new or pre-loved machine being offered. Also, should we decide to directly approach the machine tool builder that SMS is the agent for regarding this new machine, this would be a breach of confidence. SMS is an experienced agent who takes the responsibility of negotiating their client's best interest with the machine tool builders that they partner with.

I agree that if direct contact is made with the owner/seller and/or machine tool builder of any new or pre-loved machine being offered, SMS will represent our business exclusively and that SMS is entitled to seek legal compensation for the price difference between the original selling and the buying price offered. Our workshop is agreeing to compensate SMS for the entire margin or gap between the buying price to SMS to the selling price being offered to the market as a penalty for attempting to remove SMS and purchase the machine directly through our resources or network that we are agreeing will be a breach in confidentiality. It will not matter if SMS has purchased the machine being presented or is working exclusively with the machine seller.

The confidentiality agreement includes not providing information from SMS or the suppliers represented by SMS to competitor's machine tool builders or the agents or resellers of these machines who may be located outside of countries to which this confidentiality agreement applies.

I agree to protect the reputation of SMS when communicating with machine tool builders represented by SMS, demonstrating professionalism as expected of a business. I acknowledge SMS's decades-long effort in building vital and long-term relationships with these machine tool builders which are integral to SMS's business success. This shows that SMS's comprehensive portfolio of machines and systems is aimed at supporting and meeting the needs of their clients. I agree to keep such information strictly confidential, both during and after the term of any dealings I have with SMS.

This agreement will continue for 2 years from the date of execution unless terminated earlier by the parties.

I understand that any breach of this confidentiality by myself or any member of my organisation will be regarded by SMS as sufficient cause to pursue legal action.

I am authorised to sign this confidentiality agreement on behalf of the organisation.



For and on behalf of (organisation)	
ABN	
Name	
Signature and Date Signed	

Once this cooperation agreement has been signed, SMS will present the proposal to your business for consideration and evaluation. We thank you for your understanding, as we notice that some buyers of new/preloved machinery do try to negotiate directly with the seller/machine tool builder.

SMS has exclusive agreements with every machine tool builder promoted on our website. There are occasions when SMS promotes machines for which we do not have exclusivity and agency agreements until the machines are sold. This is another reason why we would not promote this type of machine to any workshop that has not signed this agreement. This will prevent SMS from promoting some unique machines for your evaluation.

By signing this agreement, you are informing SMS that your business or any employees associated with your company will not attempt to bypass SMS in this buying and selling process.

Best regards,

SPECIALIST MACHINERY

Business Owner & Thought-Leader in Steel Processing Automation
Specialist Machinery Sales
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