

Date

Parties

Licensor	ABC Pty Ltd (ACN 123 456 789) Address: 123 Xxxx Street, Melbourne VIC 3000 (the Licensor)
Licensee	XYZ Pty Ltd (ACN 123 456 789) Address: 123 Xxxx Street, Melbourne VIC 3000 (the Licensee)

Recitals

- A The Licensor has created or otherwise acquired the Relevant IP.
- B The parties have agreed that the Licensor will provide the Licensee with a licence to Exploit the Relevant IP in Australia in accordance with the terms of this agreement.
- C This agreement is intended to be legally binding and the parties agree to give effect to the arrangements contemplated by it.

Operative provisions

1. Definitions and interpretation

Definitions

- 1.1 The following definitions apply in this agreement unless the context requires otherwise:

Business Day means a day (other than a Saturday, Sunday or public holiday) when banks in Melbourne, Victoria are open for business.

Change of Control means, in respect of a particular entity, a person who Controls that entity ceasing to do so or another person acquiring Control of it.

Control has the meaning given in Section 50AA of the Corporations Act.

Completion means the completion of the transactions contemplated by this agreement in accordance with clause 6.

Completion Date means the date on which this agreement is executed and delivered by all parties hereto.

Completion Place means the offices of the Licensor or any other place agreed in writing by the parties.

Completion Time means XX:00 AM, or any other time of day agreed in writing by the parties, on the Completion Date.

Confidential Information means all information provided by one party to the other in connection with this agreement, where such information is identified as confidential at the time of its disclosure or ought reasonably be considered confidential based on its content or nature or the manner of its disclosure, but excluding information that:

- (a) enters the public domain, or is disclosed to a party by a third party, other than through a breach of this agreement; or