

# Subcontract Agreement for the Supply of Software Services (excluding Support)

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## **SUBCONTRACT AGREEMENT FOR THE SUPPLY OF SOFTWARE SERVICES (EXCLUDING SUPPORT)**

**THIS AGREEMENT** is made on the date specified in the Schedule

### **PARTIES:**

1. The party identified in the Schedule and hereinafter referred to as “**the Prime Contractor**”
2. The party identified in the Schedule and hereinafter referred to as “**the Subcontractor**”

### **PREAMBLE:**

- A. The Prime Contractor and the Customer have or are to agree on the supply to the Customer of certain services pursuant to the Head Contract.
- B. The Prime Contractor wishes to sub-contract the performance of the services and the Subcontractor has agreed to provide the Services referred to in this Agreement in such a manner as to satisfy the Prime Contractor’s obligations under the Head Contract.

### **IT IS AGREED AS FOLLOWS:**

#### **1. DEFINITIONS AND INTERPRETATION**

- 1.1 In this Agreement the following definitions apply unless the context otherwise requires:

“**Agreement**” includes the preamble and the schedules and any annexure to this document and any matter incorporated by cross-reference.

“**Confidential Information**” means any information communicated between the parties which relates either directly or indirectly to their respective business operations including any Documentation, trade secrets, inventions, designs, technical information, proprietary information, product specifications, details of new products, algorithms, source codes and flow charts for software, customer lists, price lists and payment conditions, customer contracts, sales and marketing information, financial and accounting details, product and reference manuals,