



Global Legal Solutions®

EXCLUSIVE SUPPLY AND DISTRIBUTION AGREEMENT

[Company Name]



Contents

PART A DEFINITIONS AND INTERPRETATIONS	4
1. DEFINITIONS	4
2. INTERPRETATION	4
PART B TERM AND PRECEDENCE	4
3. TERM	4
4. PRECEDENCE	5
PART C EXCLUSIVITY OF DEALINGS	5
5. EXCLUSIVITY OF DEALINGS	5
PART D PURCHASE ORDERS AND SPECIFICATIONS	6
6. PURCHASE ORDERS	6
7. SPECIFICATIONS	6
PART E FORECASTING	6
8. YEARLY FORECASTS	6
9. ROLLING FORECASTS	7
PART F PERFORMANCE REVIEWS AND DISTRIBUTOR REBATES	8
10. PERFORMANCE REVIEWS	8
11. DISTRIBUTOR REBATES	9
PART G DISTRIBUTOR OBLIGATIONS	10
12. DISTRIBUTOR OBLIGATIONS	10
13. ADVERTISING AND PROMOTION	10
14. REGISTRATIONS	11
PART H DELIVERY, ACCEPTANCE AND PRODUCT HANDLING	12
15. DELIVERY	12
16. ACCEPTANCE	12
17. PACKING, DISPATCH AND TRANSPORT OF PRODUCTS	13
PART I PRODUCT LIABILITY AND RECALL	14
18. PRODUCT LIABILITY	14
19. PRODUCT RECALL	14
PART J DUTY TO INFORM	15
20. DUTY TO INFORM	15
PART K PERSONNEL	15
21. PERSONNEL	15
PART L WARRANTIES	15
22. MUTUAL WARRANTIES	15
23. SUPPLIER WARRANTIES	15
24. DISTRIBUTOR WARRANTIES	16
PART M NON-COMPETE AND NON-SOLICIT	16
25. NON-COMPETE AND NON-CIRCUMVENTION	16
26. NON-SOLICIT	17
PART N PAYMENT TERMS AND TAXES	17
27. PRICE LIST	17
28. INVOICING	17



29. LETTER OF CREDIT	18
30. RIGHT OF SET-OFF	18
31. TAXES	18
PART O TITLE AND RISK	18
32. TITLE	18
33. RISK	19
PART P INDEMNITIES	19
34. DISTRIBUTOR INDEMNITIES	19
35. SUPPLIER INDEMNITY	19
PART Q PART Q LIABILITY	19
36. UNLIMITED LIABILITY	19
37. LIMITED LIABILITY	20
PART R INSURANCE PROVISIONS	20
38. INSURANCE	20
PART S TERMINATION AND FORCE MAJEURE SCENARIOS	21
39. MUTUAL TERMINATION	21
40. SUPPLIER TERMINATION	21
41. CONSEQUENCES OF TERMINATION	21
42. FORCE MAJEURE	23
PART T INTELLECTUAL PROPERTY RIGHTS	23
43. EXISTING IPR	23
44. NEW IPR	24
PART U AUDIT	24
45. AUDIT	24
PART V DISPUTES	24
46. DISPUTES	24
47. SPECIFIC PERFORMANCE	25
PART W PRIVACY	25
48. CONFIDENTIALITY	25
49. PUBLICITY	25
50. DATA PROTECTION	25
PART X CONTRACT MANAGEMENT	26
51. THIRD PARTY CO-OPERATION	26
52. CO-OPERATION	26
53. AUTHORISED REPRESENTATIVES	26
PART Y CORPORATE CONDUCT MATTERS	26
54. ANTI-BRIBERY AND CORRUPTION	26
55. REPUTATION	27
PART Z MISCELLANEOUS	27
56. ENTIRE AGREEMENT AND COUNTERPARTS	27
57. ASSIGNMENT AND NOVATION	27
58. SUBCONTRACTING	27
59. WAIVERS	28
60. SEVERABILITY AND ILLEGALITY	28
61. CUMULATIVE RIGHTS	28
62. RELATIONSHIP	28



63. THIRD PARTY RIGHTS	28
64. NOTICES	28
65. VARIATION	28
66. LANGUAGE	29
67. GOVERNING LAW AND JURISDICTION	29
SCHEDULE 1 DEFINITIONS	31
1. DEFINITIONS	31
SCHEDULE 2 PRODUCTS	36
1. [●]	36
SCHEDULE 3 FIRST YEAR FORECAST	37
1. [●]	37
SCHEDULE 4 FIRST ROLLING FORECAST	38
1. [●]	38
SCHEDULE 5 DISTRIBUTOR REBATE INCENTIVES	39
1. [●]	39
SCHEDULE 6 PRICE LIST	40
1. [●]	40
SCHEDULE 7 SUPPLIER POLICIES	41
1. [●]	41