

PROXIBID DATA USE AGREEMENT

Introduction

Through the services we provide and in accordance with our privacy policy, we will disclose to you the Seller, personal data relating to individual Buyers and other users of the platform. This agreement sets out the principles and procedures that you shall adhere to in respect of such personal data disclosed by us.

General Data Protection Regulation

We disclose to you, the Seller, personal data relating to individuals who reside in the European Union (*EU*). The parties acknowledge that the General Data Protection Regulation (*GDPR*) will apply in respect of such individuals and their personal data. Both parties will comply with all applicable requirements of the *GDPR* in the processing of personal data in respect of *EU* residents. This clause does not relieve, remove or replace a party's obligations under the *GDPR*.

You acknowledge and accept that it will determine the purposes and means of processing the personal data we disclose to you once you, the Seller have received it and will accordingly become a data controller in respect of that personal data.

Use of Data

As a Seller, you confirm that you will process personal information in accordance with the principles set out in Article 5 of the *GDPR* that are summarized below. Personal Data Shall Be:

- Processed lawfully, fairly and in a transparent manner in relation to the data subject
- Collected for specified, explicit and legitimate purposes and not further processed in a manner that is incompatible with those purposes
- Adequate, relevant and limited to what is necessary for relation to the purposes for which they are processed
- Accurate and, where necessary, kept up to date
- Kept in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the personal data are processed
- Processed in a manner that ensures appropriate security of the personal data.

You confirm you will only process personal data if and to the extent at least one of the legal bases set out in Article 6 of the *GDPR* that are summarized below applies:

- The data subject has given consent to the processing of his or her personal data for one or more specific purposes (consent)
- The processing is necessary for the performance of a contract to which the data subject is a party or in order to take steps at the request of the data subject prior to entering into a contract (performance of a contract)
- Processing is necessary for compliance with a legal obligation to which the controller is subject (legal obligation)
- Processing is necessary in order to protect the vital interests of the data subject or of another natural person (protection)
- Processing is necessary for the performance of a task carried out in the public interest or in the exercise of official authority vested in the controller (public interest)
- Processing is necessary for the purposes of the legitimate interests pursued by the controller or by a third party, except where such interests are overridden by the interests or fundamental rights and freedoms of the data subject which require protection of personal data, where the data subject is a child (legitimate interest)

You shall not process the special categories of personal data referred to in Article 9 of the *GDPR* without the explicit consent of the individual.

As a Seller, you shall have in place a privacy policy, practices or both that provides individuals with the information set out in Article 14 of the *GDPR* that is summarized below:

- The identity and contact details of the Seller (and the Seller's data protection officer, if applicable)
- The purposes of, and legal basis for, the processing
- The categories of personal data being processed by the Seller
- The recipients or categories of recipients of the personal data (other than the Seller), if any
- How long the personal data will be retained
- The legitimate interest of the Seller which is the legal basis for the processing

- The right to lodge a complaint with a supervisory authority
- The rights the individual has in respect of their personal data under the GDPR.

If you do not have an established privacy policy, our Privacy Policy will act as the default policy. However, you the Seller are responsible for supplying us or any Buyer with information related to the use, sharing and management of personal data upon our request.

You acknowledge that EU residents have the following rights under the GDPR:

- The right to be informed
- The right of access
- The right to correction
- The right to erasure/right to be forgotten
- The right to restrict processing
- The right to data portability
- The right to object
- Rights with respect to automated decision-making and profiling
- The right to withdraw consent

As a Seller on our platform, you shall respect the rights of individuals set out above and shall not attempt to deny or restrict them in any way.

Third Party Processing

Where you as a Seller engage data processors to process personal data on your behalf, you shall:

- Only engage data processors who implement appropriate technical and organizational measures to ensure the rights of the individuals whose personal data they are processing are protected
- Enter into a contract with the data processor that sets out:
 - The subject-matter and duration of the processing
 - The nature and purpose of the processing
 - The type of personal data and categories of data subjects
 - The rights and obligations of the Seller as the data controller in respect of the personal data being processed.

This Agreement

This agreement is supplemental to the terms of the Unified User Agreement and any other agreement between the parties relating to our platform. The terms of this agreement will not amend, vary or replace the terms of those agreements (*including, for the avoidance of doubt, any terms in those agreements that relate or refer to data protection and privacy matters*).

This agreement does not refer to all Articles of the GDPR that will apply to the Seller and any references to specific Articles are a summary of those Articles only. The Seller confirms that it has taken independent advice on the GDPR and is aware of its responsibilities under the GDPR.

We may request further information in respect of your user privacy practices, data processing policies and procedures. As part of this agreement, you agree to respond promptly to all such requests.