Data processing agreement

This Data Processing Agreement (the "Agreement") is made and entered into as of the x^st August 9999 (the "Effective Date") between

company name, with its seat in headquarter location

("Client") and retraced GmbH, a limited liability company, registered in the Commercial Register of the Local Court of Düsseldorf under Register No. HRB 86464, with its registered office at Kölner Straße 336a, 40227 Düsseldorf, Germany ("retraced"). retraced and the Client are hereinafter jointly referred to as the "parties", and individually as the "party".

§ 1 Definitions

(1) Controller. Pursuant to Article 4 (7) of the GDPR, the controller is the body which alone or jointly with other controllers determines the purposes and means of the processing of personal data.

(2) Processor. Pursuant to Article 4 (8) of the GDPR, a processor is a natural or legal person, authority, institution or other body that processes personal data on behalf of the controller.

(3) Personal data. Pursuant to Article 4 (1) of the GDPR, personal data means any information relating to an identified or identifiable natural person (hereinafter "data subject"); an identifiable natural person is one who can be identified, directly or indirectly, in particular by reference to an identifier such as a name, an identification number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural or social identity of that natural person.

(4) Special protection. Personal data requiring special protection are personal data pursuant to Article 9 of the GDPR revealing racial or ethnic origin, political opinions, religious or philosophical beliefs or trade union membership of data subjects, personal data pursuant to Article 10 of the GDPR concerning criminal convictions and offences or related security measures, and genetic data pursuant to Article 4(13) of the GDPR. 10 GDPR on criminal convictions and offences or related security measures as well as genetic data pursuant to Art. 4 (13) GDPR, biometric data pursuant to Art. 4 (14) GDPR, health data pursuant to Art. 4 (15) GDPR and data on the sex life or sexual orientation of a natural person.

(5) Processing. According to Article 4 (2) of the GDPR, **processing** is any operation or set of operations which is performed upon personal data, whether or not by automatic means, such as collection, recording, organisation, filing, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction.

(6) Supervisory authority. Pursuant to Article 4 (21) of the GDPR, the supervisory authority is an independent state body established by a member state pursuant to Article 51 of the GDPR.

(7) Sub-processor. A sub-processor is any other processor used by a processor pursuant to Article 28 (2) and (4) of the GDPR.

§ 2 Subject

(1) Data collection. Retraced shall provide services for the Client in the area of collecting and evaluating data from retraced's value chain on the basis of the Master-Service-Agreement for the retraced platform, of even date (hereinafter, the "Master Service Agreement"). In doing so, retraced obtains access to personal data and processes these exclusively on behalf of and according to the instructions of the Client. The scope and purpose of the data processing by the Client result from the Master Service Agreement (and the appendices thereto). The Client shall be responsible for assessing the permissibility of the data processing.

(2) All obligations. The parties conclude the present Agreement to concretise the mutual rights and obligations under data protection law. In case of doubt, the provisions of this Agreement shall take precedence over the provisions of the Master Service Agreement.

(3) Master service agreement. The provisions of this Agreement shall apply to all activities which are connected with the Master Service Agreement and during which retraced and its employees or persons commissioned by retraced come into contact with personal data originating from the Client or collected for the Client.

§ 3 Right to issue instructions

(1) On instruction. Retraced may only collect, process or use data within the framework of the Master Service Agreement and in accordance with the Client's instructions; this applies in particular with regard to the transfer of personal data to a third country or to an international organisation. If retraced is required to carry out further processing by the law of the European Union or the Member States to which it is subject, it shall notify the Client of these legal requirements prior to the processing.

(2) Initial instructions. The Client's instructions shall initially be determined by this Agreement and may thereafter be amended, supplemented or replaced by the Client in writing or in text form by individual instructions (individual instructions). The Client is entitled to issue corresponding instructions at any time. This includes instructions with regard to the correction, deletion and blocking of data.

(3) Scope. All instructions issued shall be documented by both the Client and retraced. Instructions that go beyond the contractually agreed service shall be treated as a request for a change in service.

(4) Conflict. If retraced is of the opinion that an instruction of the Client violates data protection provisions, it shall notify the Client thereof without delay. Retraced shall be entitled to suspend the implementation of the relevant instruction until it is confirmed or amended by the Client. Retraced may refuse to carry out an instruction that is obviously unlawful.

§ 4 Type of data processed, group of data subjects

(1) List of data. In the course of the performance of the Master Service Agreement, retraced shall have access to the personal data specified in Annex 1 Details of the processing. These data comprise the special categories of personal data listed and identified as such in Annex 1 Details of the processing.

(2) Affected persons. The group of persons affected by the data processing is shown in Annex 1 Details of the processing.

§ 5 Protective measures of retraced

(1) Non-disclosure. Retraced is obliged to observe the statutory provisions on data protection and not to disclose information obtained from the Client's domain to third parties or expose it to their access. Documents and data shall be secured against access by unauthorised persons, taking into account the state of the art.

(2) Controls. Retraced shall organise the internal organisation in his area of responsibility in such a way that it meets the special requirements of data protection. Retraced shall take all necessary technical and organisational measures to adequately protect the Client's data in accordance with Art. 32 of the Data Protection Regulation, in particular at least the measures listed in Annex 2 Security measures.

(3) Adjustments. Retraced reserves the right to change the security measures taken, while ensuring that the contractually agreed level of protection is not undercut.

(4) Compliance. The persons employed in data processing by retraced are prohibited from collecting, processing or using personal data without prior authorisation. Retraced shall oblige all persons entrusted with the

processing and fulfilment of this Agreement (hereinafter referred to as employees) accordingly (obligation to confidentiality, Art. 28 (3) lit. b DS-GVO) and ensure compliance with this obligation with due diligence. These obligations must be formulated in such a way that they remain in force even after the termination of this Agreement or the employment relationship between the employee and retraced.

(5) Contact. At retraced, the contact person for data protection can be reached at the following e-mail address: contact@retraced.com.

§ 6 Information obligations of retraced

(1) Incident reporting. In the event of disruptions, suspected data protection violations or breaches of contractual obligations of retraced, suspected security-related incidents or other irregularities in the processing of personal data by retraced, persons employed by retraced within the scope of this Agreement or by third parties, retraced shall inform the Client immediately in writing. The same shall apply to audits of retraced by the data protection supervisory authority. The notification of a personal data breach shall contain at least the following information:

(a) a description of the nature of the personal data breach, including, to the extent possible, the categories and the number of data subjects concerned, the categories concerned and the number of personal data records concerned;

(b) a description of the measures taken or proposed by retraced to address the breach and, where appropriate, measures to mitigate its possible adverse effects.

(2) Access directory. Retraced and, where applicable, its representative shall keep a register of all categories of processing activities carried out on behalf of the contracting authority, which shall contain all the information pursuant to Article 30 (2) of the GDPR. The directory shall be made available to the Client upon request.

§ 7 Control rights of the Client

(1) Information right. The Client shall satisfy itself of the technical and organisational measures of retraced prior to the commencement of data processing and thereafter at regular intervals at its own discretion. For this purpose, the Client may, for example, obtain information from retraced,

have existing test certificates from experts, certifications or internal audits presented to the principle or personally inspect retraced's technical and organisational measures after timely coordination during normal business hours or have them inspected by a competent third party, provided that this third party is not in a competitive relationship with retraced. The Client shall only carry out inspections to the extent necessary and shall not disproportionately disrupt retraced's operating procedures in the process.

(2) Response. Retraced undertakes to provide the Client, upon the latter's oral or written request and within a reasonable period of time, with all information and evidence required to carry out an inspection of retraced's technical and organisational measures.

§ 8 Requests and rights of data subjects

(1) Obligations. Retraced shall support the Client as far as possible with suitable technical and organisational measures in the fulfilment of retraced's obligations pursuant to Articles 12-22 and 32-36 of the GDPR.

(2) Client confirmation. If a data subject asserts rights directly against retraced, such as the right to information, correction or deletion of his/her data, retraced shall not react independently, but shall immediately refer the data subject to the Client and await the Client's instructions.

§ 9 Liability

(1) Client liability. In the internal relationship with retraced, the Client alone shall be liable to the data subject for compensation for damage suffered by a data subject due to inadmissible or incorrect data processing or use in accordance with the data protection laws within the scope of the commissioned processing.

(2) Indemnification. The parties shall each release themselves from liability if one party proves that it is not responsible in any respect for the circumstance that caused the damage to a data subject.

§ 10 Extraordinary right of termination

The Client may terminate the Master Service Agreement in whole or in part without notice if retraced fails to comply with its obligations under this Agreement, violates provisions of the GDPR with intent or gross negligence or is unable or unwilling to carry out an instruction of the Client. In the case of simple - i.e. neither intentional nor grossly negligent

- violations, the Client shall set retraced a reasonable deadline within which retraced can remedy the violation.

§ 11 Termination of the Master Service Agreement

(1) Erasure of data. After termination of the Master Service Agreement or at any time upon the Client's request, retraced shall return to the Client all documents, data and data carriers provided to it or - at the Client's request, unless there is an obligation to store the personal data under Union law or the law of the Federal Republic of Germany - completely anonymise and delete them as far as possible. This also applies to any data backups at retraced's premises.

(2) Validity.Retraced shall be obliged to treat the data of which it becomes aware in connection with the Master Service Agreement as confidential even after the end of the Master Service Agreement. This Agreement shall remain valid beyond the end of the Master Service Agreement for as long as retraced has personal data at its disposal which has been forwarded to it by the Client or which it has collected for the Client.

§ 12 Final provisions

(1) Amendments. Amendments or additions to the Agreement must be made in writing and signed by both parties. This also applies to the changes to the written form requirement contained in this clause.

(2) Transfer of rights. The Client is not entitled to assign rights under this Agreement. The exception to this is the assignment to affiliated companies (§§ 15 ff. AktG).

(3) Governing law. This Agreement and all disputes arising out of or in connection with it, including its formation, shall be governed exclusively by the laws of the Federal Republic of Germany, excluding the UN Convention on Contracts for the International Sale of Goods of 11 April 1980 [CISG].

(4) Jurisdiction. Exclusive jurisdiction for this Agreement is Düsseldorf, Germany.

(5) Invalidation. Should any of the above provisions be or become invalid, the validity of the remaining provisions of this Agreement shall remain unaffected. In such a case, the parties shall replace the invalid provision with a provision that comes as close as possible to the legal and economic purpose of the provision to be replaced.

For the Client

Name:

Position:

Place, date:

Signature:

For retraced

Name:

Position:

Place, date:

Signature:

Annex 1
Details of the processing

Description of the data/data categories, the purpose of the data processing and the data subjects/groups of data subjects. The subject and duration of the order as well as the scope and type of data collection, processing or use result from the Master Service Agreement. In particular, the following data are part of the data processing.

Type of personal data	Purpose of the data processing	Affected
Information required to access the retraced platform: First name Last name E-mail address Mobile phone number associated company	Managing access to the retraced platform and retraced business app	All participants with a user account in the retraced platform, in particular: Employees of retraced Participants in the value chain Employees of subcontractors of retraced
Additional information after successful login to the retraced platform Geo data including time and place	Possible geographical and temporal access restriction around account	Employees of retraced Participants in the value chain Employees of subcontractors of retraced
Data that can be recorded in the retraced platform through the web interface: First name Last name E-mail address Mobile phone number associated companies	Invitation for further participants to participate in the retaced platform	Employees of companies that are on the retraced platform: employees of retraced independent third parties such as auditors participants in the value chain Employees of subcontractors of the Client Employees of the principle
Documents that may contain personal data (pictures, names, signatures, etc.)	Data collection for sustainability management on the retraced platform	Any person, such as: employees of retraced independent third parties such as auditors participants in the value chain Employees of subcontractors of retraced
Master data of the Client: Company name / Branches Address Contact person with first and last name and gender E-mail Mobile phone number	Correspondence with retraced necessary for the performance of the contract	Contact person Participant in the value chain Commissioning person of the Client

Annex 2
Security measures

§ 1 Accessibility control

The data shall be stored and processed in a professionally operated data centre. Access control is only permitted to authorised persons of the data centre operator.

§ 2 Admission control

The following measures prevent unauthorised persons from gaining access to data processing systems with which personal data are processed or used: User names & passwords, virus protection, firewalls, monitoring, regular security updates of the systems

§ 3 Access control

The system has an access rights and access roles functionality with which the access to the data of users can be set individually on the part of retraced as well as on the part of the Client.

§ 4 Transfer control

(1) The Client / server data transfer of the retraced system is carried out exclusively via a 256-bit encrypted SSL connection.

(2) A direct transfer to third parties is only possible by authorised users of the Client as well as authorised employees of retraced.

(3) Support is provided exclusively by employees of retraced.

§ 5 Input control

System log files for user activities and administrators are recorded.

§ 6 Order control

(1) The data collected by the Client's users via the retraced Web App or the retraced Mobile Apps are transmitted encrypted to the servers of retraced.

(2) Only the authorised users of the Client as well as administrators and authorised support staff of retraced subsequently have access to this data.

(3) Retraced has concluded corresponding data protection contracts with the data centres or there are corresponding order processing agreements in the form of certificates.

§ 7 Availability control

(1) The data is primarily stored at the server location in Germany. The main processing takes place on Oracle servers in Germany.

(2) They are mirrored once a day at the server location in Germany.

(3) The server locations are professional data centres that have fire protection, burglary protection, power backup UPS, gas extinguishing systems and other measures in the area of business IT

§ 8 Disconnection control

(1) The retraced system is multi-Client capable.

(2) On request, data of a Client or a project can be extracted

Annex 3
Sub-processor

ORACLE Deutschland B.V. & Co. KG

Address	Beneluxlaan 4B, 3527 HT Utrecht, the Netherlands
Subject of processing	All user data contained on the retraced platform.
Duration of subcontracting	unlimited
Purpose of processing	Provision of the hardware resource for the operation of the retraced platform Storage of all data and documents relevant to the platform, which may also include personal data.
Nature of the personal data	e-mail-address mobile number given name last name Under certain circumstances, documents with personal data

Type of processing			
	☒	Elevate, record	The infrastructure is the only primary input mask for the Client's personal data.
	☐	Organisation, Ordering	
	☒	Storage	Storage of accounting information as long as required by the tax office.
	☐	Adaptation, change	
	☐	Read out, query	
	☒	usage	Analysis of the data and use in the platform of retraced.
	☐	Disclosure (by transmission, dissemination or other form of making available):	
	☐	Alignment:	
	☐	connection:	
	☐	limitation	
	☐	Delete, destroy	
	☐	other	

Category of persons affected	☐ Employees of the principle ☐ Clients of the Client and their employees ☐ Future customers of the Client and their employees ☐ Suppliers of the Client and their employees ☐ Users of retraced's website ☐ Users of retraced's app ☐ Retraced employees ☒ Others: All users of retraced products
Place of processing	☒ EU / EWR: Germany (Frankfurt), Netherlands (Amsterdam) ☐ Third country:

HubSpot Germany GmbH

Address	Postbahnhof 17, 10243 Berlin, Germany
Subject of processing	Data management in the retraced Customer Relationship Management system.
Purpose of processing	General communication between Client and Contractor of this DPA
Duration of subprocessing	unlimited
Nature of the personal data	e-mail-address given name last name Job function Main contact person within retraced LinkedIn Profile Last date for a contact General notes Phone calls Meetings Tasks for retraced for a contact Attachments for a specific person Support requests from this person Links to business opportunities Links to company profiles

Type of processing	☒	Elevate, record	Entry of contact persons of the Client
	☒	Organisation, Ordering	Assignment of the contact persons to the Client. If necessary, also later assignment if the contact person already existed before the contract with the Client was concluded.
	☒	storage	Data is stored on the Hubspot server.
	☒	Adaptation, change	Adaptation of current information of the Client's contact persons
	☒	Read out, query	Quick procurement for easier communication
	☒	usage	Use of personal data for targeting relevant content for around the use of retraced such as platform updates.
	☐	Disclosure (by transmission, dissemination or other form of making available):	
	☒	alignment:	If available, information is also obtained from other sources, such as e-mails, in order to create data reconciliation and always have the most up-to-date information.
	☒	connection	The Client's personal data is directly linked to the Client's company profile for easy clustering.
	☐	limitation:	
	☒	Delete, destroy	Personal data can be completely removed upon request
	☐	other:	
Category of persons affected	☒ Employed by the principle ☒ Clients of the Client and their employees ☒ Future Clients of the Client and their employees ☐ Suppliers of the Client and their employees ☒ Users of retraced's website ☐ Users of retraced's app ☒ Retraced employees ☐ Other		
Place of processing	☒ EU / EWR ☐ Third country:		

Twilio Inc.

Address	Rosenheimer Straße 143C, 81671 Munich, Germany
Subject of processing	SMS communication via the retraced platform.
Purpose of processing	Sending SMS via the retraced platform to other platform participants Debugging of SMS delivery problems
Duration of subprocessing	unlimited
Nature of the personal data	Phone numer Given name Last name

Type of processing	☐	Elevate, record	
	☐	Organisation, Order	
	☒	storage	Storage of all sent SMS
	☐	Adaptation, change	
	☒	Read out, query	In case of delivery problems of SMS from the retraced platform to users
	☐	usage	
	☐	Disclosure (by transmission, dissemination or other form of making available):	
	☐	alignment:	
	☐	connection	
	☐	limitation	
	☐	Delete, destroy:	
	☐	other	
Categories of persons affected	☒ Employed by the Client ☒ Clients of the Client and their employees ☒ Future Clients of the Client and their employees ☒ Suppliers of the Client and their employees ☐ Users of retraced's website ☐ Users of retraced's app ☒ Retraced employees		

	☐ others
Place of processing	☐ EU / EWR: ☒ Third country: USA

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Address	4 rue Jules Lefebvre, 75009 Paris, France
Subject of processing	e-mail communication via the retraced platform.
Purpose of processing	Sending email via the retraced platform to other platform participants Debugging of email delivery problems
Duration of subprocessing	unlimited
Nature of the personal data	Email address Given name Last name

Type of processing		
	☐ Elevate, record	
	☐ Organisation, Order	
	☒ storage	Storage of all sent Emails for 13 months.
	☐ Adaptation, change	
	☒ Read out, query	In case of delivery problems of email from the retraced platform to users
	☐ usage	
	☐ Disclosure (by transmission, dissemination or other form of making available):	
	☐ alignment:	
	☐ connection	
	☐ limitation	
	☒ Delete, destroy:	Automatic deletion of e-mail data after 13 months
	☐ other	

Categories of persons affected	☒ Employed by the Client ☒ Clients of the Client and their employees ☒ Future Clients of the Client and their employees ☒ Suppliers of the Client and their employees ☐ Users of retraced's website ☐ Users of retraced's app ☒ Retraced employees ☐ others
Place of processing	☒ EU / EWR: Germany (Frankfurt), Belgium (St. Ghislain) ☐ Third country

Zoho Corporation B.V, Produkt Zoho Books

Address	Beneluxlaan 4B, 3527 HT Utrecht, Niederlande
Subject of processing	Digital invoicing management
Purpose of processing	Create, send and track status of invoices
Duration of subprocessing	unlimited
Nature of the personal data	Email address Given name Last name Position Phone number Gender Title

Type of processing		
	☒ Elevate, record	Collect information necessary for invoice management
	☐ Organisation, Order	
	☒ storage	Storing of bookkeeping information as long as required by German federal law.
	☐ Adaptation, change	
	☒ Read out, query	Creation of invoices and sending them out through email.
	☐ usage	
	☐ Disclosure (by transmission, dissemination or other form of making available):	
	☐ alignment:	
	☐ connection	

	☐	limitation
	☐	Delete, destroy:
	☐	other

Categories of persons affected	☒ Employed by the Client ☐ Clients of the Client and their employees ☐ Future Clients of the Client and their employees ☐ Suppliers of the Client and their employees ☐ Users of retraced's website ☐ Users of retraced's app ☐ Retraced employees ☐ others
Place of processing	☒ EU / EWR: Ireland (Dublin), Netherlands (Amsterdam) ☐ Third country

DataDog

Address	Avenue John F. Kennedy 38 1855, Luxemburg, Luxemburg
Subject of processing	Logging
Purpose of processing	Understanding system status and debugging of problems.
Duration of subprocessing	While using the service
Nature of the personal data	e-mail-address mobile number given name last name

Type of processing	☒	Elevate, record	Automatically fetch logs of the servers where our servers are running with everything which is logged out.
	☐	Organisation, Order	
	☐	storage	
	☐	Adaptation, change	
	☒	Read out, query	Building dashboard of general system behaviour and system status.
	☐	usage	
	☐	Disclosure (by transmission, dissemination or other form of making available):	
	☐	alignment:	
	☐	connection	
	☐	limitation	
	☒	Delete, destroy:	Automatically up to 15 months.
	☐	other	

Categories of persons affected	☒ Employed by the Client ☒ Clients of the Client and their employees ☒ Future Clients of the Client and their employees ☒ Suppliers of the Client and their employees ☒ Users of retraced's website ☒ Users of retraced's app ☒ Retraced employees ☐ others
Place of processing	☒ EU / EWR: https://docs.datadoghq.com/getting_started/site/ ☐ Third country

Intercom

Address	3rd Floor, Stephens Ct., 18-21 St. Stephen's Green, Dublin 2
Subject of processing	Customer engagement tool
Purpose of processing	Providing help to customers in the retraced services and activly reach out to inform customers
Duration of subprocessing	While using the service
Nature of the personal data	First name Last name Email adress retraced User ID retraced Company ID Company name Browser language Operating system

	Web sessions Last contacted Last heard from Sign up date		
Type of processing	☒	Elevate, record	When entering the retraced platform, information about the user is automatically submitted to Intercom.
	☐	Organisation, Order	
	☐	storage	
	☐	Adaptation, change	
	☒	Read out, query	Helping our customer success team to understand current usage of the platform.
	☒	usage	Reach out to clients proactivly to inform about new features and changes in retraced.
	☐	Disclosure (by transmission, dissemination or other form of making available):	
	☐	alignment:	
	☐	connection	
	☐	limitation	
	☒	Delete, destroy:	Visitors not seen for more than 9 months, the data us automatically erased (https://www.intercom.com/help/en/articles/1385437-how-intercom-complies-with-gdpr)
	☐	other	
Categories of persons affected	☒ Employed by the Client ☒ Clients of the Client and their employees ☒ Future Clients of the Client and their employees ☒ Suppliers of the Client and their employees ☐ Users of retraced's website ☒ Users of retraced's app ☒ Retraced employees ☐ others		
Place of processing	☒ EU / EWR: Ireland (Ireland), ☒ Third country: USA and Australia (Sydney) (https://www.intercom.com/security)		