

# Data Sharing Agreement between The Company & Data Processor

February 15, 2021

This data processing agreement forms part of the contract for services, (“Principal Agreement”) between

King of the Eagles, hereafter ‘Company’

and

Mirkwood Elves, hereafter ‘the Processor’

## WHEREAS

1. The Company acts as a data controller
2. The Company wishes to subcontract certain Services, which imply the processing of personal data, to the Data Processor.
3. The Parties seek to implement a data processing agreement that complies with the requirements of the current legal framework in relation to data processing with the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation).
4. The Parties wish to lay down their rights and obligations.

IT IS AGREED AS FOLLOWS:

## 1 Definitions and Interpretations

- 1.1 Unless otherwise defined herein, capitalized terms and expressions used in this Agreement shall have the following meaning:

- 1.1.1 **“Agreement”** means this Data Processing Agreement and all Schedules;
- 1.1.2 **“Company”** means any Personal Data Processed by a Contracted Processor on behalf of Company pursuant to or in connection with the Principal Agreement;
- 1.1.3 **“Contracted Processor”** means a Subprocessor;
- 1.1.4 **“Data Protection Laws”** means EU Data Protection Laws and, to the extent applicable, the data protection or privacy laws of any other country;
- 1.1.5 **“EEA”** means the European Economic Area;
- 1.1.6 **“EU Data Protection Laws”** means EU Directive 95/46/EC, as transposed into domestic legislation of each Member State and as amended, replaced or superseded from time to time, including by the GDPR and laws implementing or supplementing the GDPR;
- 1.1.7 **“GDPR”** means EU General Data Protection Regulation 2016/679;
- 1.1.8 **“Data Transfer”** means:
  - 1.1.8.1 a transfer of Company Personal Data from the Company to a Contracted Processor; or
  - 1.1.8.2 an onward transfer of the Company Personal Data from a Contracted Processor to a Subcontracted Processor, or between two establishments of a Contracted Processor,

in each case, where such transfer would be prohibited by Data Protection Laws (or by the terms of data transfer agreements put in place to address the data transfer restrictions of Data Protection Laws);

- 1.1.9 **“Services”** means the Services the Company provides.
- 1.1.10 **“Subprocessor”** means any person appointed by or on behalf of Processor to process Personal Data on behalf of the Company in connection with the Agreement.

The terms, **“Commission”**, **“Controller”**, **“Data Subject”**, **“Member State”**, **“Personal Data”**, **“Personal Data Breach”**, **“Processing”**, and **“Supervisory Authority”** shall have the same meaning as in the GDPR, and their cognate terms shall be construed accordingly.

## 2 Processing of Company Personal Data

- 2.1 Processor shall: