

1. Definitions:

1.1. **"Consent"** means a statement or a clear affirmative action (opt in) made by a Data Subject that is freely given, distinct, specific, informed and unambiguous, with each different purpose for processing presented under different consent mechanisms;

1.2. **"Data Protection Laws"** means all laws, guidance or codes of practice issued by a relevant public authority or Supervisory Authority (including, in the UK, the Information Commissioner's Office) applicable from time to time to Outbrain or Vendor relating to the processing of Personal Data and the privacy of electronic communications, including (i) the General Data Protection Regulation ((EU) 2016/679) (GDPR) and the UK Data Protection Act 2018; (ii) the Privacy and Electronic Communications Directive 2002/58/EC (as updated by Directive 2009/136/EC) (ePrivacy Directive) and the UK Privacy and Electronic Communications Regulations 2003 (SI 2003 No. 2426) (PECR) as updated from time to time;

1.3. **"Controller", "Processor", "Data Subject", "Personal Data", "process"**(including **"processing"**), **"Special Categories of Personal Data"** and **"Supervisory Authority"** shall have the meanings given in Data Protection Laws.

2. Vendor shall comply with all relevant provisions of Data Protection Laws as applicable and ensure that they process personal data fairly and lawfully in accordance with such laws in the provision and receipt of Personal Data.

3. Outbrain and Vendor shall be deemed independent controllers under Data Protection Laws and each party shall remain solely and exclusively responsible for determining the means and purposes of processing for its respective processing activities.

4. Vendor is solely responsible for determining the means, purposes and appropriate legal bases for collecting and processing Personal Data from B2B leads, prospects, contacts and similar Data Subjects prior to sharing this information with Outbrain.

5. Vendor shall disclose, via an appropriate privacy notice, all information relating to the processing activities where the Personal Data being processed is obtained directly from the Data Subject or where such Personal Data is obtained from a third party or publicly available sources, as required under Data Protection Laws. Such information shall make clear that recipients of Personal Data include Outbrain and shall include information on the process to object to the parties' legitimate interest (opt out) or to withdraw consent, as applicable.

6. When collecting Personal Data from Data Subjects from publicly available sources (such as social networks), Vendor shall ensure to provide clear and comprehensive information to Data Subjects about the purposes of the collection and processing of any Personal Data at the earliest: (i) within one month of the collection; (ii) at the time of the first communication with the Data Subject; or (iii) before the Personal Data is first disclosed to Outbrain.

7. If Vendor relies on legitimate interest as a legal basis to collect and process Personal Data, Vendor shall ensure that the following measures are implemented prior to the collection: (i) the Data Subject is given the possibility to object to the collection, processing and sharing of their Personal Data (opt out) at the time of the collection, or at the latest at the time of the first information of the Data Subject as referred to in the clause above; (ii) a legitimate interest assessment is performed to document Vendor's and other relevant third parties' legitimate interest whenever required by Data Protection Laws; and (iii) Personal Data is only collected in jurisdictions where legitimate interest is a lawful legal basis for this given purpose.

8. Vendor shall rely on Consent where legitimate interest is not a lawful legal basis for processing Personal Data for a given purpose. In such case, Vendor will request clearly from Data Subjects, through a separate consent mechanism, to consent to their Personal Data to be shared with Outbrain.

9. Vendor shall not collect and share with Outbrain any Special Categories of Personal Data or Personal Data relating or pertaining to minors.

10. Vendor shall not provide more Personal Data to Outbrain than strictly necessary for the purpose of processing. Vendor is responsible for the cleansing and the accuracy of Personal Data collected through third party providers, including removing categories of Personal Data not necessary for the purpose.

11. Vendor shall ensure that their providers and suppliers, whether they are Controllers or Processors under Data Protection Laws, including data brokers, collect and process all Personal Data shared with Outbrain in compliance with Data Protection Laws. When collecting Personal Data from bought-in data sets and data brokers, Vendor shall ensure that such third parties are subject to all requirements of this Addendum, in particular that: (i) Data Subjects have been provided with clear and comprehensive information about the purposes of the collection and processing of their Personal Data, in a timely manner and as referred to in this Section 6; (ii) the source of the collection and the list of recipients (or categories of recipients) of the Personal Data, including Outbrain; (iii) the data providers have been relying upon a lawful legal basis for the collection and processing.

12. If Vendor is not able to provide reasonable assurance that Personal Data sets from data brokers have been sourced in compliance with Data Protection Laws, such Personal Data must not be shared with Outbrain.