

**An excerpt
from the Agreement on co-administration
of entities of the ES-SYSTEM Group
from May 25, 2018
(hereinafter referred to as „the Agreement”)**

concluded in Kraków between:

1. **ES-SYSTEM S.A. – a joint stock company** with its seat in Kraków, ul. Przemysłowa 2, 30-701 Kraków, entered by the District Court for Kraków-Śródmieście in Kraków, 11th Business Department of the National Court Register, to the Register of Entrepreneurs of the National Court Register under the number KRS 0000113760, with the tax identification number (NIP) 6792551640, REGON state statistical number 351610904, with share capital in the amount of 14,145,000.21 PLN paid in full, represented by Rafał Gawrylak – the President of the Management Board, hereinafter referred to as “ES-SYSTEM S.A.”;
2. **ES-SYSTEM WILKASY sp. z o. o. – a limited liability company** with its seat in Wilkasy, ul. Olsztyńska 2, 11-500 Giżycko, entered by the District Court in Olsztyn, 8th Business Department of the National Court Register, to the Register of Entrepreneurs of the National Court Register under the number 0000015579, with the tax identification number (NIP) 845 17 15 188, REGON state statistical number 510898680, with share capital in the amount of 63,741,500.00 PLN paid in full, represented by Józef Mikulski – the President of the Management Board, hereinafter referred to as “ES-SYSTEM Wilkasy”;
3. **ES-SYSTEM Projekty sp. z o. o. – a limited liability company** with its seat in Kraków, ul. Przemysłowa 2, 30-701 Kraków, entered by the District Court for Kraków-Śródmieście in Kraków, 11th Business Department of the National Court Register, to the Register of Entrepreneurs of the National Court Register under the number KRS 0000695931, with the tax identification number (NIP) 6793156319, REGON state statistical number 368316761 with share capital in the amount of 500 000,00 PLN paid in full, represented by Mirosław Butryn – the President of the Management Board, hereinafter referred to as “ES-SYSTEM Projekty”;
4. **ES-SYSTEM NT sp. z o. o. – a limited liability company** with its seat in Kraków, ul. Przemysłowa 2, 30-701 Kraków, entered by the District Court for Kraków-Śródmieście in Kraków, 11th Business Department of the National Court Register, to the Register of Entrepreneurs of the National Court Register under the number KRS 0000333960, with the tax identification number (NIP) 6793012017, REGON state statistical number 120957340, with share capital in the amount of 24 050 000,00 PLN paid in full, represented by Rafał Gawrylak – the President of the Management Board, hereinafter referred to as “ES-SYSTEM NT”,

hereinafter collectively referred to as “**the Parties**” or “**Co-Administrators**”,

with the following content:

Preamble

Given that:

1. ES-SYSTEM S.A., ES-SYSTEM Wilkasy, ES-SYSTEM Projekty, and ES-SYSTEM NT, are companies that are affiliated through capital and personal relations,
2. at the end of the 1990s, the existing civil partnerships of the ES-SYSTEM Group were consolidated into one strong economic entity, ES-SYSTEM S.A., whose founders were: Bożena Ciupińska, Bogusław Pilszczek and Jacek Wysocki – who still remain main shareholders of ES-SYSTEM SA and are members of its Supervisory Board,
3. ES-SYSTEM S.A. is the sole shareholder of the companies ES-SYSTEM Wilkasy, ES-SYSTEM Projekty, and ES-SYSTEM NT, therefore, it is the parent entity in the ES-SYSTEM Capital Group (hereinafter referred to as “**the ES-SYSTEM Group**”), which is made up of the above-mentioned companies,
4. the foundation on which the activity of the entire ES-SYSTEM Group is based are the values that underlie all aspects of the activities carried out by the Parties – the people, the product, and the environment,
5. the mission of the ES-SYSTEM Group is delivering comprehensive lighting solutions and caring about preserving energy, as well as user health and comfort,
6. the ES-SYSTEM Group not only designs, manufactures and sells professional lighting systems, but also stays in touch with investors, general contractors and architects, and creates lighting concepts and visualizations,
7. the common responsibility of each of the companies belonging to the ES-SYSTEM Group is to conduct business in a fair and reliable manner, making decisions that are beneficial for this group of companies as a whole,
8. in all decisions, employees of the ES-SYSTEM Group are required to follow the interests and needs that are shared by the entire ES-SYSTEM Group,
9. a reflection of the common goals and values of all entities in the ES-SYSTEM Group can be found in the Code of Ethics that was introduced on June 24, 2008 (with subsequent updates, particularly from 2014), which is applicable for all Parties of this Agreement,
10. moreover, as an entity listed on the Warsaw Stock Exchange (since 2007), ES-SYSTEM S.A. applies the Best Practices of WSE Listed Companies, as well as other acts regulating the functioning of public companies,
11. each of the entities belonging to the ES-SYSTEM Group performs tasks in the interest of the entire ES-SYSTEM Group, whereby:
 - a) as the parent entity of the ES-SYSTEM Group, ES-SYSTEM S.A. merges the activities of the other companies, conducting external sales activities (also using its Branches located throughout Poland), marketing and purchasing activities, also coordinating and providing the other companies of the ES-SYSTEM Group with the necessary support in terms of human resources, accounting, legal and IT services;
 - b) ES-SYSTEM NT is an entity engaged in the production of electronics and the assembly of luminaires necessary for the proper functioning of the lighting products sold by the ES-SYSTEM Group;

- c) ES-SYSTEM Wilkasy is an entity engaged in manufacturing activity, mechanical machining of metals and plastics, and the final assembly of luminaires, as well as the purchasing activity that is necessary for these purposes,
 - d) ES-SYSTEM Projekty cooperates with electrical installation designers and architects in addition to providing maintenance services (also to clients of the other companies of the ES-SYSTEM Group),
12. all Parties collectively undertake actions in agreement for the purpose of achieving the above-mentioned goals while respecting the key applicable principles,
 13. the Parties process personal data for their employees, job applicants, suppliers, manufacturers, co-workers, contractors, intermediaries, architects, designers, agents, and other entities, with whom they regularly or temporarily establish cooperation, implementing their basic goals as well as the objectives of the entire ES-SYSTEM Group as a part of their business activity;
 14. the need to ensure proper protection of the rights and freedoms of data subjects, whose data are processed by the Parties results not only from the generally applicable provisions of law, but also from the internal rules applicable in the ES-SYSTEM Group,
 15. due to the changing legal status after May 25, 2018 and the entry into force of Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and the repeal of Directive 95/46 / EC (hereinafter referred to as “GDPR”), art. 26 of which is the basis for the conclusion of this Agreement, as well as changes in the acts of national law,

in connection with the processing of personal data (indicated, among others, in the above-mentioned point no. 13) by the Parties for common purposes, as well as the common (in many aspects) economic activity of the Parties, which also includes the joint determination of the purposes and means of processing personal data in their possession, the Parties have concluded an Agreement with the following content.

§ 1

Preliminary provisions

1. The object of this Agreement is to thoroughly and comprehensively regulate the obligations of the Co-Administrators as follows:
 - a) internally – in relation to each other,
 - b) in external relations – in relation to persons whose data are processed, as well as to the supervisory authority, i.e. the Office for Personal Data Protection.

[...]

§ 2

The Entities

1. This agreement applies only to the entities concluding it, which are a part of the ES-SYSTEM Group, i.e.: ES-SYSTEM S.A., ES-SYSTEM Wilkasy, ES-SYSTEM NT, and ES-SYSTEM

Projekty. It is possible to extend the Agreement to other entities by way of an annex signed by all Parties with such entities.

2. The Parties jointly declare that the division of tasks and responsibilities between Co-Administrators does not lead, nor will it lead to depriving any of the Co-Administrators of real control over the processing of personal data in possession of each individual Co-Administrator. The Agreement in question cannot be understood as entrusting the processing of all or part of the data covered by the Agreement to any of the entities comprising the ES-SYSTEM Group.
3. The Parties agree that each Party to this Agreement referred to in paragraph 1 above is equally entitled to co-decision with the others on the purposes and means of processing the data covered by the Agreement.

§ 3

Scope of the subject matter

1. The subject of the Agreement is:
 - a) to jointly define the purposes and means of processing data by the Co-Administrators,
 - b) to divide the tasks and determine the principles of responsibility of the individual Co-Administrators in terms of correctly performing their obligations resulting from the GDPR,
 - c) to determine the mutual relations of the individual Parties of the Agreement in relation to one another, to persons whose data are being processed, and to the supervisory authority, i.e. the Office for Personal Data Protection,
 - d) to determine a point of contact for data subjects,
 - e) to determine the Co-Administrators' obligations in terms of providing access to the essential content of the arrangements resulting from the Agreement to the data subjects,
 - f) to create organizational, procedural and technical solutions for jointly defining the purposes and means of processing data by the Co-Administrators and performing the tasks mentioned in points b) – e).
2. The Parties agree that this Agreement applies to personal data (possessed and processed by the Co-Administrators) from of all categories of persons, regardless of the category of the data being processed. The Agreement also applies to data that will be collected and processed by the Co-Administrators in the future.
3. Personal data covered by the Agreement shall include all personal data that are currently being processed by the Co-Administrators and are in their possession, as well as data collected and further processed during the Agreement's validity by any of the Parties, i.e. in particular data of their:
 - a) employees, co-workers, job applicants, members of bodies,
 - b) suppliers, manufacturers, co-workers, contractors, intermediaries, architects, designers and agents, as well as persons employed by and cooperating with those entities.

§ 4

Jointly defining the purposes and means of processing data

1. The Parties agree that the processing of personal data that are in their possession or may be in their possession in the future, depending on the category of the data and the category of the data subjects, shall be performed for the following purposes (among others):

- a) performing a contract, to which the data subject is a party, or to take action at the request of the data subject before concluding the contract,
- b) fulfilling a legal obligation incumbent on the given Co-Administrator,
- c) protecting the vital interests of the data subject or another natural person,
- d) a purpose resulting from legitimate interests pursued by a Co-Administrator or a third party, in particular to promote the Parties and the ES-SYSTEM Group, its brands, and to acquire new customers (marketing and promotional purposes),
- e) fulfilling other purposes designated jointly by the Parties based on the consent of the data subject.

[...]

§ 5

Entrusting the Inspector's function

1. The common intention of the Parties to this Agreement is not only to jointly define the purposes and means of processing personal data, but also to perform the tasks incumbent on the Parties as Co-Administrators in accordance with the GDPR.
2. In order to establish uniform means of personal data processing by the Co-Administrators for performing tasks resulting from the GDPR, the Parties agree, that they hereby:
 - a) adopt the Regulations of the Personal Data Protection Team, the content of which constitutes **Annex No. 1** to the Agreement.
 - b) jointly entrust the tasks of the Inspector to Mrs. Magdalena Ostrowska, for all of the Co-Administrators, in accordance with the statement contained in annex no. 2 to the Regulations of the Personal Data Protection Team,
 - c) create a Personal Data Protection Team to support the Inspector's activities, which shall be located within the organizational framework of the ES-SYSTEM Group (hereinafter referred to as "**the PDP Team**").

[...]

§ 8

The Co-Administrators' tasks and obligations in relation to the data subjects

1. Each of the Co-Administrators is obliged to individually fulfill the information obligations specified in art. 13 and 14 of the GDPR to the extent, to which they collect or acquire individual categories of personal data, regardless of the purpose and means of its further processing, and to the extent, to which they are obliged to do so according to the universal provisions of law (taking into account the possible different legal situations of the Parties). The Co-Administrators are required to use information clauses according to current formulas for such clauses developed by the PDP Team.
2. The Co-Administrators agree, that in connection with the Parties applying uniform rules for informing data subjects about their rights, they are obliged to post up-to-date information regarding personal data protection (which will be developed by the PDP Team) on the Co-Administrators' websites, in particular on www.essystem.pl and www.wilkasy.essystem.pl; this applies to all of the Co-Administrators.

3. As part of the information obligations specified in paragraph 1 of this section, the Co-Administrators are obliged to inform the person whose data is collected about the conclusion of this Agreement between the Co-Administrators, as well as about the essential content of the arrangements resulting from it – according to the principles indicated in § 11 of the Agreement.
4. [...]
5. In the event that a breach of personal data protection could cause a high risk of the violation of the rights or freedoms of natural persons, each of the Co-Administrators is obliged to notify the data subject about such a violation without undue delay, at the same time informing them about the possibility of directing all inquiries regarding the situation to the PDP Team. The Parties are also obliged to immediately notify the PDP Team about this fact, as well as to cooperate fully with the PDP Team and the Inspector and follow their further instructions and recommendations.

§ 9

The Co-Administrators' tasks and obligations in relation to the supervisory authorities

1. The Parties agree that the Inspector operating within the PDP Team shall constitute a point of contact for the Office for Personal Data Protection referred to in art. 39 par. 1 letter e) of the GDPR on all matters related to the processing of personal data by the Co-Administrators in accordance with the concluded Agreement.
2. In connection with the appointment of the Inspector, the Parties undertake to immediately inform the Office of Personal Data Protection of this fact, in accordance with the procedure that is applicable in this regard.

[...]

§ 10

The point of contact

1. The Parties jointly agree that the Inspector operating within the PDP Team shall constitute a point of contact referred to in art. 39 par. 1 letter e) of the GDPR for persons whose data are processed by all of the Co-Administrators.

[...]

§ 11

Principles of granting access to the essential content of the arrangements resulting from the Agreement

1. The Co-Administrators agree that as a part of fulfilling the obligation to provide the essential content of the arrangements contained in the Agreement to data subjects (art. 26 par. 2 *in fine* GDPR), they are required to:
 - a) inform that the administrators of the acquired personal data are the Co-Administrators, i.e.: ES-SYSTEM S.A., ES-SYSTEM Wilkasy, ES-SYSTEM NT, and ES-SYSTEM Projekty,

- b) inform that the Parties have appointed an Inspector who is the point of contact for persons whose data are processed, and that those persons can contact the Inspector in all matters related to the processing of their personal data and exercising their rights,
 - c) provide contact details to the Inspector operating within the PDP Team, i.e. mailing address, e-mail address, telephone number, as well as immediately inform about changes in these details,
 - d) provide an excerpt from the Agreement, and in the event of its amendment – an updated version of the excerpt,
 - e) publish information specified in points a)-d) above on the websites of the Co-Administrators, in particular on www.essystem.pl and www.wilkasy.essystem.pl,
 - f) use information clause formulas developed by the Inspector together with the PDP Team in connection with the conclusion of the Agreement.
2. The Parties also agree that in connection to the obligations imposed on them in paragraph 1 above, each of the Parties is also obliged to immediately inform the persons whose data are processed about the following:
- a) changes in the content of the Agreement, insofar as the scope of the changes affects the content of the information provided by the Co-Administrators to the data subjects in accordance with paragraph 1 above,
 - b) any changes regarding the entities that are Parties to the Agreement, i.e. about changes in the companies of any of the Parties, their division, transformation, merger with another company, as well as about the exclusion of any of the Parties from further co-administration within the meaning of the Agreement, and about the addition of new entities to the Agreement.

§ 12

The duration of the Agreement and its dissolution

1. The Agreement shall be effective from May 25, 2018 and is concluded for an indefinite period.
- [...]