

Terms and Conditions (T&Cs) for Agents
Sale of properties through the AuctionEU.com website

I. Purposes of these T&Cs

The AuctionEU.com website (or Platform) is a web-based application aimed to manage the sale of Assets through Online Auctions (e-auction). The Platform's Users (hereinafter the Users) shall create an Account in order to enter their online bids.

The Platform is managed by Bayview Italia S.r.l. (hereinafter the "Company"), which also acts as auctioneer of the e-auctions managed through the Platform

The Company – on behalf and in the name of third party companies with whom the Company has a contract in place (the "Principals") - manages the Platform in order to identify the Clients interested in taking part in the Online Auction and intends to establish business relationships with Advisors.

Those individuals, who wish to collaborate with the Company (the "Agents"), shall register an User Account, upgrade it to an Agent Account and apply to the Company to become an Advisor by filling the relevant form. The Company, given the Agent's credentials and in light of their commercial strategy, may accept their request and invite them to enter into an ad hoc agreement with the Principals (the "Agreement"). In order to do so, the Agents must comply with the requirements provided by the applicable Laws and by these T&Cs for Agents.

The Company may also invite certain individuals to become Advisors, even without any formal request from them. These individuals will be required to enter into the same Agreement.

These T&Cs for Agents assist those individuals who wish to cooperate with the Company in becoming Advisor. The T&Cs for Agents therefore describe the requirements that shall be met and the procedure to follow in order to become an Advisor.

Agents are required to carefully read these T&Cs for Agents before registering on the Platform and request the Company to become Advisors. By applying to become Advisors, the T&Cs for Agents are deemed accepted.

It should be noted that these T&Cs for Agents have the sole purpose of highlighting some of the commercial aspects of the relationship between the Advisors and the Principals, and are not complete and exhaustive; the details of the relationship between the Advisors and the Principals shall be laid down in the Agreement

to be entered into by the parties, which, in some cases and only with prior written authorization of the Principals, may also derogate from the content of these T&Cs.

II. Definitions

Advisors	An Advisor is an individual who has an Agent Account, entered into the Agreement and therefore it is authorized to share Clients' personal data through the Platform in order to invite them to register a User Account to participate to the auctions.
Agents T&Cs	These terms and conditions applicable to the Advisors.
Agent Account	It is the web account (id and password) of the Advisor to access to the web-based Platform
"Agents" Page	The webpage dedicated to the Advisor and accessible only by using the Agent Account's details
Agreement	The agreement entered into between the Company (on behalf of the Principals) and the Advisor containing the obligations related to the activity carried out by the Advisor for the Principals.
Agents	An Agent is an individual authorized by the applicable Law to brokerage activities, who aims to become an Advisor and promote the Site and the properties on the Site to their Clients.
Assets	The Assets to be sold through the Online Auctions.
Client	Every person invited by the Advisor to become a User of the Platform whose data is uploaded on the Platform by the Advisor. The Client autonomously uploads their personal data on the Platform in order to open a User Account.
Company	Bayview Italia s.r.l.

GDPR	The EU Regulation 679/2016, on the protection of natural persons with regard to the processing of personal data and on the free movement of such data.
Law	Laws means the laws issued by the international, European and Italian authorities that regulates the relationship between the Agent, the Advisor and the Company/the Principals. These include: the GDPR Italian Law 253/1958 as subsequently modified, the EU directive 2018/843 and the related Italian Decree n. 125/2019.
Platform	The website of the Company through which online Auctions are performed.
Referral Fee	The fees due to the Advisors in case the Asset is sold to one of the User Account linked to its Agent Account.
User Account	It is the web account (id and password) of a subject, interested in participating to one or more online Auctions, to access to the web-based Platform.

III. Requirements to become an Advisor

The Agent, must comply with all the requirements provided by the applicable Laws in order to provide brokerage services i.e. the individual shall:

- 1) be registered in the special register held with the relevant Chamber of Commerce (“*ruolo degli agenti di affari in mediazione - sezione agenti immobiliari*”);
- 2) be covered by an insurance policy - as provided by Law – indemnifying from professional risks and protecting its clients;
- 3) not be employed by others except for a brokerage company;
- 4) not perform any business or commercial activities different from the brokerage activity.

The Agent shall not be subject to any liquidation, bankruptcy or other similar proceedings and shall comply with the payment of all taxes or other charges provided by the relevant Authorities.

The Agent, must register an User Account on the Platform, upgrade it to an Agent Account and subsequently request to become Advisor, following the process as described below at ¶III “Process to apply as Advisor”. During the registration process, the Agent must provide true and accurate personal data and information.

IV. Process to apply as Advisor

Sign up for the Platform

The individual shall first sign up for the Platform by registering an User Account and providing the data required for such purpose.

Register an Agent Account

The individual shall then upgrade their User Account to an Agent Account by filling in the relevant form available on the Platform with the required data and documents and accept the General Terms and Conditions. Once this process has been completed, the Agent can apply to become an Advisor by filling in the form available on the “Agents” page of the Platform.

To complete the application, the individual shall sign for acceptance a copy of the General Terms and Conditions for Agents and send them along with the signed Agreement to the following certified e-mail address of the Company: auctioneu@legalmail.it.

Application as Advisor

In order to examine the Aspiring Advisor’s request to become an Advisor, the Company may ask the individual to file additional documents and information, by contacting him using the contact details provided to the Platform.

The Company will send to the individual a certified e-mail in case the approval process is successfully finalized, which will grant the Agent the status of Advisor and provide access to the reserved area for Advisors.

The Company reserves the right to refuse the application as Advisor anytime, at Company’s discretion and without providing any ground for such a decision.

V. Introducing a Client of the Advisor

Once the Agreement is signed and access to the personal area is enabled, the Advisor may invite their Client to register a User Account; once the registration is successfully completed the Client may ask to participate to the online Auctions of the Platform.

The Advisor may invite a person to register a User Account by filling all the relevant data (i.e. name, email, telephone, ID's number) requested by the invitation form available on its "Agents" page.

By completing the relevant form with the clients' data, the Advisor acknowledges and declares to have collected the consent by their client to the use of their personal data, including the consent to transfer the personal data to the Company or to third parties linked to the Company, as provided by the GDPR. The Company hereby acknowledges and declares that personal data collected from the Advisor, will not be shared with any third party, except from **Bayview Asset Management LLC, Enerinvest LTD, CWNET s.r.l., Affida s.r.l.**

The Company may at any time request the Advisor to provide the Company with evidence of client's consent in compliance with GDPR.

Invitation E-mail

The Advisor can invite their clients to become Users of the Platform by means of electronic invitations sent via the Platform. For such purpose, the Advisor shall enter on the Platform the clients' personal data including their e-mail address. The Platform will then generate an automatic invitation to the e-mail addresses provided whereby Clients can accept such invitation by clicking on the link received.

Once the link is opened, the Advisor's Client can sign up for the Platform by following the designated process: the Client shall complete the form filled by the Advisor with their missing data, choose a personal password and accept the Users' Terms and Conditions therein provided.

Once the Advisor's Client has completed the registration, they will receive an email confirming the successful registration of a User Account.

Pending invitations

Until completion of the registration of the User Account, the Advisor's client will not be a Client - i.e. they will not be entitled to access Users' services and the Advisor will see the corresponding name in the list of the pending invitations available on their Advisor's Page.

Special situations

The Advisor may not be able to forward an invitation to one of their Clients through the Platform in case a User Account is already registered on the Platform with the same email address or Tax Code.

In case of multiple invitations from different Advisors, the Client has the right to choose which invitation to

accept, by using the link in the automatic email invitation from the Advisor. The invitation received will provide the contact details of the Advisor who activated the invitation process.

An Advisor's Client, or any other person willing to do so, can register at any time a User Account, disregarding the invitation received by the Advisor and by accessing independently the Platform. In this case, the Advisor will see a pending invitation on its "Agents" Page. The User Account will not be linked to any Advisor, unless the Client, who registered a User Account independently on the Platform, requests it specifically and in writing or a specific order from a Court or a Public Authority is received.

VI. Termination and/or suspension

The Company reserves the right to terminate the Advisor status of the Advisor at any time for any reason.

The Advisor status and/or the Agreement, could be terminated for default, immediately, without any further notice, in case:

- the Advisor has provided the Company with false information about its personal data and its professional qualifications;
- the Advisor has used the Platform wrongfully, as example, by using obscene language;
- the Company reasonably suspects that the Advisor has provided its clients with false and not accurate information about the Platform and online Auctions in order to disrupt the auctions, the Buy Now or the viewing process;
- the Company reasonably suspects that the Advisor disrupted or is willing to disrupt the auction, the Buy Now or the viewing process;
- the Company reasonably suspects that the Advisor is engaged in fraudulent activity by using or in connection with the Platform.

The Company reserves the right to terminate the use of the Platform if the Advisor fails to comply with these T&C's.

Advisor Referral fee

The amount of the Referral Fees due to the Advisor will be subject to negotiation between the parties and will be included in the Agreement to be executed between the Company on behalf of the Principals and the Advisor.