

# Cogstate UK Employee Privacy Notice

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COGSTATE LTD. and all its affiliates, including without qualification its US-based subsidiaries, (collectively, “the Company”), collect and process Personal Data relating to the Company’s employees solely to manage the employment relationship. The Company is committed to being transparent about how it collects and uses that data and to meeting its data protection obligations. Please read this Privacy Notice carefully. It describes the practices and procedures that we have established to safeguard your Personal Data.

## **E.U.-U.S. PRIVACY SHIELD**

This Privacy Notice also describes how the Company’s US-based subsidiaries collect, use, and disclose certain personally identifiable information that we receive in the US from the European Economic Area (“EEA”) and the United Kingdom (“UK”) (“Personal Data”). The Privacy Shield provisions in this Privacy Notice apply to the following US-based subsidiaries: Cogstate, Inc., Cogstate Health, Inc., and Cogstate Healthcare, LLC.

We recognize that the EEA and the UK have established strict protections regarding the handling of Personal Data, including requirements to provide adequate protection for Personal Data transferred outside of the EEA and the UK. To provide adequate protection for certain Personal Data about consumers, corporate customers, clients, suppliers, business partners, job applicants, and employees received in the US from the EEA and the UK, the Company’s US-based subsidiaries have elected to self-certify to the EU-US Privacy Shield Framework administered by the US Department of Commerce (“Privacy Shield”). The Company’s US-based subsidiaries adhere to the Privacy Shield Principles of Notice, Choice, Accountability for Onward Transfer, Security, Data Integrity and Purpose Limitation, Access and Recourse, Enforcement, and Liability.

For purposes of enforcing compliance with the Privacy Shield, the Company’s US-based subsidiaries are subject to the investigatory and enforcement authority of the US Federal Trade Commission. With respect to employee and human resources Personal Data, the Company’s US-based subsidiaries have committed to cooperate with UK Information Commissioner’s Office. For more information about the Privacy Shield, see the US Department of Commerce’s Privacy Shield website located at: <https://www.privacyshield.gov>. To review representation of the Company’s US-based subsidiaries on the Privacy Shield list, see the US Department of Commerce’s Privacy Shield self-certification list located at: <https://www.privacyshield.gov/list>.

## **WHAT INFORMATION DOES THE COMPANY COLLECT?**

During your employment, from application to termination, the Company collects and processes a range of information about you. This includes:

- your name, address and contact details, including email address and telephone number, date of birth, and gender;
- the terms and conditions of your employment;
- details of your qualifications, skills, experience and employment history, including start and end dates, with previous employers, and with the Company;
- information about your compensation and benefits;
- details of your bank account and national insurance number;
- information about your marital status, next of kin, dependants, and emergency contacts;
- information about your nationality and entitlement to work in the UK;
- information about your criminal record;
- details of your schedule (days of work and working hours) and attendance at work;
- details of periods of leave taken by you, including holiday, sickness absence, family leave and sabbaticals, and the reasons for the leave;
- details of any disciplinary or grievance procedures in which you have been involved, including any warnings issued to you and related correspondence; and
- assessments of your performance, including appraisals, performance reviews and ratings, training you have participated in, performance improvement plans and related correspondence.

## **HOW DOES THE COMPANY COLLECT THIS INFORMATION?**

The Company collects this information in a variety of ways. For example, we obtain this data directly from you through application forms, CVs or resumes; your passport or other identity documents such as your driving licence; forms completed by you at the start of or during employment (such as benefit nomination forms); correspondence with you; or interviews, meetings or other assessments.

In some cases, the Company collects Personal Data about you from third parties, such as references supplied by former employers, information from employment background check providers, and information from credit reference agencies. When we obtain such information from third parties, we adhere to all applicable laws that may first require your notice and consent.

Employee Personal Data is stored securely in a range of different places, including in your personnel file, in the Company's HR management systems, and in other IT systems (including the Company's email system).

## WHY DOES THE COMPANY PROCESS PERSONAL DATA?

The Company needs to process data to enter into an employment contract with you and to meet its obligations under your employment contract. For example, it needs to process your data to provide you with an employment contract, to pay you in accordance with your employment contract and to administer benefit, pension and insurance entitlements, if any.

In some cases, the Company needs to process data to ensure that it is complying with its legal obligations. For example, Personal Data is required to check an employee's entitlement to work in the UK, to deduct tax, to comply with health and safety laws, and to enable employees to take periods of leave to which they are entitled.

In other cases, the Company has a legitimate interest in processing Personal Data before, during and after the end of the employment relationship. Processing employee data allows the Company to:

- run recruitment and promotion processes;
- maintain accurate and up-to-date employment records and contact details (including details of whom to contact in the event of an emergency), and records of employee contractual and statutory rights;
- operate and keep a record of disciplinary and grievance processes, to ensure acceptable conduct within the workplace;
- operate and keep a record of employee performance and related processes, to plan for career development, and for succession planning and workforce management purposes;
- operate and keep a record of absence and absence management procedures, to allow effective workforce management and ensure that employees are receiving the pay or other benefits to which they are entitled;
- obtain occupational health advice, to ensure that it complies with duties in relation to individuals with disabilities, meet its obligations under health and safety law, and ensure that employees are receiving the pay or other benefits to which they are entitled;
- operate and keep a record of other types of leave (including maternity, paternity, adoption, parental and shared parental leave), to allow effective workforce management, to ensure that the Company complies with duties in relation to leave entitlement, and to ensure that employees are receiving the pay or other benefits to which they are entitled;
- ensure effective general HR and business administration;
- provide references on request for current or former employees;
- respond to and defend against legal claims; and
- maintain and promote equality in the workplace.

We will collect and use only Personal Data that you choose to give us, that is necessary for the employment contract and our legitimate business purposes, that is required by law or regulation, or as otherwise described in this Privacy Notice.

We will process Personal Data only in ways that are compatible with the purpose for which we collect it, or for purposes that you later authorize where that is required by the Privacy Shield or applicable privacy laws. Before we use your Personal Data for a purpose that is materially different than the purpose for which we collected it or that you later authorized, we will provide you with the opportunity to opt in where that is required by the Privacy Shield or applicable privacy laws. We maintain reasonable procedures to help ensure that Personal Data is reliable for its intended use, accurate, complete, and current.

## **WHO HAS ACCESS TO DATA?**

Your information may be shared internally, including with members of the HR and recruitment team (including payroll), your line manager, managers in the business area in which you work, and IT staff if access to the data is necessary for performance of their roles.

The Company shares your data with third parties in order to obtain pre-employment references from other employers, and to obtain employment background checks from third-party providers. The Company may also share your data with third parties in the context of a sale of some or all its business. In those circumstances the data will be subject to confidentiality arrangements that require the same levels of data protection the Company provides.

Under certain circumstances, the Company may disclose your Personal Data in response to valid requests by public authorities, including to meet national security or law enforcement requirements.

The Company also shares your data with third parties that process data on its behalf, in connection with payroll, the provision of benefits and the provision of occupational health services.

In any such cases where the Company shares Personal Data, we require recipients to comply with the terms of this Privacy Notice and all applicable privacy laws, including the requirements of the Privacy Shield.

In the unlikely event that the Company discovers that a recipient is using Personal Data in a way that conflicts with this Privacy Notice, applicable privacy laws including Privacy Shield, we will take all reasonable steps to stop them.

Under certain circumstances, the Company may remain liable for the acts of our third-party agents or service providers who perform services on our behalf for their handling of Personal Data that we transfer to them.

## **ONWARD TRANSFERS**

As you are aware, the Company manages aspects of your employment contract from its facilities in the United States and Australia. Some of your data may be transferred to those facilities for purposes of performing the employment contract. Although the laws of these jurisdictions provide data protection different than the jurisdiction from the UK, the Company implements appropriate measures and safeguards to ensure that Personal Data is transferred, processed, and protected in accordance with this Privacy Notice, the Privacy Shield, and all applicable privacy laws.

## **HOW DOES THE COMPANY PROTECT DATA?**

The Company takes the security of your data seriously. The Company has implemented commercially reasonable security safeguards to try to ensure that your Personal Data is not lost, accidentally destroyed, misused or disclosed, and is not accessed except by its employees in the performance of their duties. Methods of protection include: physical measures (e.g., locked filing cabinets and restricted access to offices); organizational measures (e.g., internal policies, security clearances, and limiting access on a “need-to-know” basis); and technological measures (e.g., IT security protocols and controls, the use of complex passwords, and encryption of data at rest and in transit where necessary).

Where the Company engages third parties to process Personal Data on its behalf for purposes of the employment contract, they do so based on written instructions, are under a duty of confidentiality, and are obliged to implement appropriate technical and organizational measures to ensure the security of data.

## **FOR HOW LONG DOES THE COMPANY KEEP DATA?**

The Company will hold your Personal Data for the duration of your employment. The periods for which your data is held after the end of employment are set pursuant to local employee record retention laws.

## **YOUR RIGHTS**

As a data subject, you have several rights. You can:

- access and obtain one copy of your data on request in a structured, commonly used, and machine-readable format;
- request that the Company transmit to a third party the data that we have received directly from you (as opposed to data that we may receive about you from sources other than you), provided the data processing in question is based on the employment contract and is being carried out by automated means;
- request that the Company change incorrect or incomplete data;
- request that the Company delete or stop processing your data under certain circumstances and subject to certain limitations, for example where the data is no longer necessary for the purposes of processing;
- object to the processing of your data where the Company is relying only on either the necessity of public interest or its own legitimate interests as the legal ground for processing; and
- ask the Company to restrict processing data for a period under certain circumstances, for example if you are contesting the accuracy of your Personal Data or if there is a dispute about the lawfulness of certain processing.

If you have questions or complaints, or you wish to exercise any of these rights described above, please contact the Company’s Chief Privacy Officer, using any of the means indicated below. The Company will attend to your request promptly and will respond within a reasonable time.

The Company will investigate and attempt to resolve any complaints or disputes regarding the use or disclosure of your Personal Data within 45 days of receiving your complaint. For any unresolved complaints, the Company's US-based subsidiaries have committed to cooperate with the UK Information Commissioner's Office and any panel established by that data protection authority for resolving disputes. If you are unsatisfied with the way that we have resolved your complaint, you may contact the UK Information Commissioner's Office for further information and assistance at [privacyshield@ico.org.uk](mailto:privacyshield@ico.org.uk).

**Binding Arbitration.** You may have the option to select binding arbitration for the resolution of your complaint under certain circumstances, provided you have taken the following steps: (1) raised your complaint directly with the Company and provided us the opportunity to resolve the issue; (2) made use of the independent dispute resolution mechanism identified above; and (3) raised the issue through the relevant data protection authority and allowed the US Department of Commerce an opportunity to resolve the complaint at no cost to you. For more information on binding arbitration, see [US Department of Commerce's Privacy Shield Framework: Annex I \(Binding Arbitration\)](#).

## CONTACT US

Should you have any questions or concerns regarding this Privacy Notice or our collection or use of your Personal Data, please contact the Company's Chief Privacy Officer via email at [privacy@cogstate.com](mailto:privacy@cogstate.com); via telephone at +1.203.773.5010; or via mail at:

Cogstate, Inc.  
Attention: Chief Privacy Officer  
195 Church Street, 4th Floor  
New Haven, CT 06510  
USA

## CHANGING OUR PRIVACY NOTICE

We will use personally identifying information only in the manner described in the Privacy Notice in effect when the information was collected from you.

We reserve the right, however, to change the terms of this Privacy Notice at any time by providing you with reasonable notice. In any such case, we will take reasonable measures to obtain your consent where required by the Privacy Shield and applicable privacy laws.

***Effective: August 30, 2019***

***Last modified: December 20, 2019***