

European Consultant (LEAD) Privacy Notice

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 consultants solely to manage the contractual 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, consultants, 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. 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?

We collect and processes a range of information about you in connection with our contractual relationship with you pursuant to our Professional Services Agreements. This includes:

- your name, address and contact details, including email address and telephone number;
- the terms and conditions of your engagement;

- details of your education, qualifications, skills, experience, technology competency, professional liability insurance, professional licensing and related disciplinary history, and employment history;
- potential conflicts of interest, prescription privileges, government employment status
- information necessary to process, to document, and to report compensation and expense reimbursement under the contract, including taxpayer identification information, bank account information, and national insurance number or similar government benefit program number;
- details of your schedule (dates and times for which you provide services under the contract); and
- assessments of your performance, including operational compliance and remediation history, appraisals, performance reviews and ratings, training you have participated in, general and study-specific contracts and certifications, performance improvement plans, and related correspondence.

HOW DOES THE COMPANY COLLECT THIS INFORMATION?

We collect this information in a variety of ways. For example, we obtain this data directly from you through CVs or resumes; your passport or other identity documents such as your driving licence; forms completed by you at the start of or during the consulting relationship; email and correspondence with you; or interviews, meetings, team observation, or other assessments.

In some cases, the Company collects Personal Data about you from third parties, such as references supplied by others to whom you have provided services and former employers. When we obtain such information from third parties, we adhere to all applicable laws that may first require your notice and consent.

Consultant Personal Data is stored securely in a range of different places, including in your consultant file, in the Company's contract and document management systems, in our financial accounting systems, and in other IT systems (including the Company's email system).

WHY DOES THE COMPANY PROCESS CONSULTANT PERSONAL DATA?

The Company needs to process data to enter into a Professional Services Agreement with you and to meet its obligations under that contract. For example, it needs to process your data to enter into a Professional Services Agreement with you, to pay you in accordance with that contract, and to administer expense payments or reimbursements, 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 a consultant's entitlement and authority to work in a particular jurisdiction.

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

- maintain accurate and up-to-date records of the parties' contractual performance, contact details, and records of your contractual and statutory rights;

- operate and keep a record of your performance and related processes, to support any necessary training, and for succession planning and consultant management purposes;
- operate and keep a record of absence and absence management procedures, to allow effective workforce management and ensure that consultants are receiving the pay or other benefits to which they are entitled;
- ensure effective general business administration;
- provide references on request for current or former consultants; and
- respond to and defend against legal claims.

We will collect and use only Personal Data that you choose to give us, that is necessary for the consulting 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 within the Company, including with members of the accounting and finance teams, 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 may share your data with third parties to obtain pre-engagement references from others for whom you have provided consulting services and former employers, and to obtain background checks from third-party providers. We may share your data with those of our customers on whose studies you perform services under your Professional Services Agreement with us, but only such data as is necessary to fulfill our obligations to our customer. 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 compensation and expense payment or reimbursement.

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

The Company manages aspects of the Professional Services Agreement from its facilities in the United States and Australia. Some of your data may be transferred to those facilities for purposes of performing our obligations and exercising our rights under the contract. Although the laws of these jurisdictions may provide data protection different than your jurisdiction, 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 our consulting relationship. Unless required otherwise by law, we will hold your Personal Data for a period of five (5) years from the termination of your last consulting engagement with us, after which time we will securely purge your Personal Data from our systems.

YOUR RIGHTS

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

- 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 Professional Services Agreement 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 take any of the actions described above, please contact us as described below. We will attend to your request promptly and will respond within a reasonable time.

We 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, we have agreed to cooperate with International Centre for Dispute Resolution, the international division of the American Arbitration Association (ICDR-AAA). If you are unsatisfied with the way that we have resolved your complaint, you may then contact the ICDR-AAA at <http://go.adr.org/privacysshield.html> for further information and assistance.

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 Cogstate 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; 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 posting revisions to the website. In any such case, we will take reasonable measures to obtain your consent where required by the Privacy Shield and applicable privacy and data protection laws.

Effective: August 30, 2019

Last modified: December 20, 2019

Acknowledged,
