

Cogstate LMS (Absorb) Privacy Policy

COGSTATE LTD. and all its affiliates, including without qualification its US-based subsidiaries, (collectively, “Cogstate”), respect your right to privacy and are committed to protecting your Personal Data.

We encourage you to read this Privacy Policy carefully. It describes the practices and procedures that we have established to safeguard and appropriately handle your Personal Data. Amongst other things, it tells you what information we collect, how we collect it and how we use it and it outlines your rights regarding that information, rights for example to correct, change or to otherwise control your information.

Just as important, in our view, this Privacy Policy and the practices and procedures it describes, affirms our commitment to abide by applicable data privacy and security laws and to good and ethical business practice.

E.U.-U.S. PRIVACY SHIELD

This Privacy Policy also describes how Cogstate’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 Policy 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, Cogstate’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”). Cogstate’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, Cogstate’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 Cogstate’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 WE COLLECT AND HOW WE COLLECT IT

“*Personal Data*”, as used in this Privacy Policy, is any information relating to an identified or identifiable person. An identifiable person is someone who can be identified, directly or indirectly, by reference to an identifier such as a name, an email address, an identification number, location data, online identifier or to one of more factors specific to the physical, physiological, genetic, mental, economic, cultural or social identity of that person.

1. Information you give us

Your use of the Cogstate Learning Management System (“LMS”) will require you to provide us with your Personal Data, pursuant to our applicable contractual arrangements, including data protection agreement, with the clinical trial sponsor or contract research organization (“CRO”). LMS is fully hosted by a third-party learning management system provider Absorb Software, Inc. (www.absorblms.com) (“Absorb”), pursuant to Cogstate’s contractual arrangements, including data protection agreement, with Absorb.

The amount and type of information that you provide will depend on the nature of the training that is involved. The Personal Data that we may ask you to provide information as part of your training through the LMS is tailored specifically to the types of activities you will be performing in this or future clinical trials, including:

- your name and email address,
- site number and full site address,
- company name and job title,
- telephone and fax number(s),
- education, qualifications, CV,
- experience with specific therapeutic areas, patient populations, and psychometric/cognitive testing scales (whether computerized or hardcopy versions),
- experience in clinical trials in which you have been involved, your preferred language for correspondence, and
- assessments on your performance.

You may refuse to provide such Personal Data, but that may prevent us from being able to provide you with the proper training and certification that is required under this or future clinical trials.

Before we first collect your Personal Data, you will be asked to review this Privacy Policy and affirmatively agree that we may collect and use your Personal Data in accordance with its terms. To agree, you will have to **Opt-In**. You may at any time withdraw your consent to our collection, use or disclosure of your Personal Data, on reasonable notice, subject to legal or contractual restrictions. We will inform you of the implications of so withdrawing your consent to such collection, use and disclosure.

2. Information received from your passive use of LMS

A website typically collects information about individual user activity on the site through technology such as cookies and web beacons. A “cookie” is a unique numeric code that is transferred to a computer so that the website owner can, among other things, validate user sessions, keep track of the user’s preferences, and recognize when the user returns. A “web beacon” is a piece of code on a website enabling a website owner to monitor things like user activity and site traffic. Because LMS is fully hosted by Absorb, Cogstate does not collect such personal data. For information on Absorb’s privacy practices and use of cookie technologies, please review Absorb’s website [Privacy Policy](#) and [Cookie Policy](#).

HOW WE USE YOUR INFORMATION

We use your Personal Data only for the following purposes, unless you authorize other purposes:

- To provide secure, user-authenticated services on the LMS system, pursuant to Cogstate’s contract with the clinical trial sponsor or CRO.
- To communicate with you about your involvement in a specific clinical trial or suitability for being a rater or test supervisor in future clinical trials.
- To provide appropriate training on administration and scoring of psychometric or cognitive testing scales (computerized or hardcopy versions).
- To evaluate the quality of raters or test supervisors in administering and scoring psychometric or cognitive testing scales (computerized or hardcopy versions).
- To provide the clinical trial sponsor of the clinical trial with your name and certification status and only under written obligations of confidentiality between Cogstate and its sponsor.
- To the CRO that may be conducting the clinical trial on the sponsor’s behalf and only under written obligations of confidentiality between Cogstate and the CRO.
- To comply with our legal, regulatory, compliance or auditing obligations.

We will collect and use only Personal Data that you choose to give us that is: within scope of our contract with the clinical trial sponsor or CRO; necessary to our legitimate business purposes; required by law or regulation; or as otherwise described in this Privacy Policy.

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. 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.

FOR HOW LONG DOES COGSTATE RETAIN YOUR PERSONAL DATA?

We will retain your Personal Data only for as long as reasonably necessary to carry out the purposes for which it was collected and not later than fifteen (15) years after the life of the last clinical trial with which you were involved, after which time we will securely purge your Personal Data from our systems.

HOW AND WHY WE MIGHT SHARE YOUR INFORMATION

Cogstate will not disclose your Personal Data without your consent to do so, except:

- To third-party agents or service providers to carry out the purposes for which you have provided it to us;
- In the context of a sale, amalgamation, re-organization, transfer or financing of parts or some or all of Cogstate's business;
- For purposes of research and development where your Personal Data combined with all or some of the Personal Data of other users and such aggregated data no longer contains Personal Data; or
- Under certain circumstances, in response to valid requests by public authorities, including to meet national security or law enforcement requirements.

In any such cases where we share Personal Data, Cogstate requires recipients to comply with the terms of this Privacy Policy and all applicable privacy laws, including the requirements of the Privacy Shield.

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

Under certain circumstances, we 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.

We do not permit third-party advertisers to display their advertisements on our LMS website.

ONWARD TRANSFER

Under some circumstances, we may need to transfer Personal Data from one jurisdiction to another, including to jurisdictions where the laws provide different protection than the jurisdiction from which the information was derived. In any such case, we will take appropriate measures to ensure that Personal Data is transferred, processed and protected in accordance with this Privacy Policy and all applicable privacy laws including the Privacy Shield.

TECHNICAL, PHYSICAL AND ADMINISTRATIVE SECURITY

We have implemented commercially reasonable security safeguards to protect your Personal Data against loss or theft, as well as unauthorized access, disclosure, copying, use or modification. Methods of protection include: physical measures (e.g., locked filing cabinets and restricted access to offices); organizational measures (e.g., security clearances and limiting access on a “need-to-know” basis); and technological measures (e.g., the use of complex passwords and encryption of data at rest and in transit).

YOUR RIGHTS AND CHOICES

1. Access and Correction

You may at any time challenge the accuracy and completeness of your Personal Data and have it amended or corrected as appropriate. In any such case, Cogstate may request that you provide identifying information sufficient to verify your identity and ownership of the information. Any such identifying information shall be used only for this purpose.

2. Receipt or transfer

You may at any time request to receive one copy of your Personal Data and to have your Personal Data transferred to a third-party. In any such case, we will, where technically feasible, provide it in a structured, commonly used and machine-readable format.

Please note that this right of portability applies only in limited circumstances, such as: where we are processing personal data on the basis of your consent or pursuant to our contractual agreements with you, and the processing is carried out by automated means.

3. Deletion

You have the right to request that Cogstate permanently delete your Personal Data when:

- we no longer need your data for the purposes for which it was collected;
- we have been processing the particular data based only on your consent, you withdraw your consent, and there is no other legal ground for us to continue processing;
- you successfully object to the processing of certain data (see “Objection” below);
- the data has been unlawfully processed; or
- erasure is required by law.

This right will not apply where continued processing of your Personal Data is necessary for:

- the exercise of the right of freedom of expression and information;
- compliance with applicable law;
- performance of a task carried out in the public interest or the exercise of official authority vested in Cogstate;

- for reasons of public health;
- certain types of archiving that is in the public interest, scientific or historical research or statistical purposes; or
- the establishment, exercise or defense of legal claims.

Although Cogstate may remove most Personal Data, such as contact information (address, phone number, etc.), we cannot remove certain records which we are bound to keep by law or by codes of conduct or other authority.

4. Objection and Restriction

You may at any time request that Cogstate cease or restrict certain processing of your Personal Data. If you are in any way unhappy with our collection or use of your Personal Data or even the terms of this Privacy Policy, we hope that you will contact us as described below so that we can address your concerns. If however you would like to lodge a complaint, you have the right to do so by contacting your local supervisory authority for further assistance and information.

HOW DO I EXERCISE THESE RIGHTS AND OPTIONS?

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/privacyshield.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 Policy or our collection or use of your Personal Data, please contact Cogstate'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 POLICY

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

We reserve the right, however, to change the terms of this Privacy Policy at any time by posting revisions to LMS. 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