

VORYS UK CLIENT DATA PROTECTION NOTICE

1. INTRODUCTION

- 1.1. In the course of our acting for you, we may receive information relating to you, your directors, shareholders, beneficial owners, employees, agents, associates, family members and sellers of your products. In this Policy, we refer to this information as “personal data”.
- 1.2. This Policy sets out the basis on which we will process this personal data. Please read the Policy carefully to understand our practices regarding personal data and how we will use it.

2. ABOUT VORYS UK LLP

- 2.1. The data controller in respect of personal data is Vorys UK LLP, a limited liability partnership registered in England and Wales under number OC442375. Our registered office is at 3rd Floor 76 Wardour Street, London W1F 0UR.
- 2.2. Vorys UK LLP is registered with the Information Commissioner’s Office under registration number ZB391265.
- 2.3. References in this Policy to “Vorys”, “we”, “our” and “us” are references to Vorys UK LLP.

3. CONTACTING US

- 3.1. We are not required to appoint a formal Data Protection Officer in the UK under data protection laws. However, our Privacy Manager is Marcel C. Duhamel.
- 3.2. If you have any questions about this policy or your information, or to exercise any of your rights as described in this policy or under applicable data protection laws, you can contact us as follows:
 - 3.2.1. Marcel C. Duhamel
 - 3.2.2. Vorys Law Firm, 52 East Gay St., Columbus Ohio 43215
 - 3.2.3. By email: mcduhamel@vorys.com
 - 3.2.4. By telephone: +1 (216) 479-6112

4. DATA PROTECTION PRINCIPLES

4.1. Anyone processing personal data must comply with the principles of processing personal data as follows:

- 4.1.1. Lawfulness, fairness and transparency – data must be processed lawfully, fairly and in a transparent manner.
- 4.1.2. Purpose limitation - data must be collected for specified, explicit and legitimate purposes and not further processed in a manner that is incompatible with those purposes.
- 4.1.3. Data minimization - data must be adequate, relevant and limited to what is necessary in relation to the purposes for which they are processed.
- 4.1.4. Accuracy - data must be accurate and, where necessary, kept up to date.
- 4.1.5. Storage limitation - data must be kept in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the personal data are processed.
- 4.1.6. Integrity and confidentiality - data must be processed in a manner that ensures appropriate security of the personal data, including protection against unauthorised or unlawful processing and against accidental loss, destruction or damage by using appropriate technical or organisational measures.

4.2. This Policy describes the personal data that we collect, and explains how we comply with these principles.

5. INFORMATION WE COLLECT

5.1. We collect the personal data as necessary to enable us to carry out your instructions, to manage and operate our business and to comply with our legal and regulatory obligations.

5.2. The personal data that we collect includes the following:

- client name;
- client business address;
- client contact details (such as telephone numbers and email address);

- other personal data contained in correspondence and documents which you may provide to us;
- information we obtain from our IT and communications monitoring;
- names and business contact details of online sellers of your products (including name, telephone number, physical address and email address); and
- online seller information related to their connection with other online sellers (e.g. marital status or familial relationship).

5.3. If you do not provide any personal data that we ask for and that we need to enable us to carry out your instructions, it may delay or prevent us from providing our services to you.

5.4. Where the personal data relates to your directors, shareholders, beneficial owners, employees, agents, associates, family members or sellers of your products you confirm that your provision of this personal data to us is lawful under applicable data protection laws.

6. HOW YOUR INFORMATION IS COLLECTED

6.1. We collect most of this information from you directly and:

- 6.1.1. from publicly accessible sources;
- 6.1.2. from a third party, (for example, client due diligence providers);
- 6.1.3. consultants and other professionals you may engage;
- 6.1.4. your employer, professional body or pension administrators; and
- 6.1.5. via our information technology systems.

7. HOW AND WHY WE USE YOUR INFORMATION

- 7.1. Our use of your personal data is subject to your instructions, data protection laws and our professional duty of confidentiality.
- 7.2. We will only process personal data if we have a legal basis for doing so, including where:
- 7.2.1. processing is necessary for the performance of our contractual engagement with you: this relates to all personal data we reasonably need to process to carry out your instructions;
 - 7.2.2. processing is necessary for compliance with a legal obligation to which we are subject: this relates to our legal obligations in relation to, for example, anti-money laundering; and
 - 7.2.3. processing is necessary for the purposes of the legitimate interests pursued by us or by a third party, except where such interests are overridden by your interests or fundamental rights and freedoms: this relates to our processing for marketing purposes, for our management, accounting and administration purposes and for data security.
- 7.3. The table below further explains the purposes for which Vorys will use personal data (excluding special categories of personal data) and our legal basis for doing so:

Personal Data Type	Purposes for which we will process the information	Legal Basis for Processing
Client name and contact details; online seller name and contact details; online seller relationship information	To provide legal professional services to you in connection with your matters.	For the performance of our contract with you or to take steps at your request before entering into a contract and to establish client's rights and legal claims.
Client name and contact details	To carry out associated administration and accounting in connection with your matters and other processing necessary to comply with our professional, legal and regulatory obligations.	For the performance of our contract with you or to take steps at your request before entering into a contract. To comply with our legal and regulatory obligations.
Client name and contact details	To comply with our anti-money laundering requirements.	To comply with our legal and regulatory obligations.

Personal Data Type	Purposes for which we will process the information	Legal Basis for Processing
Client name and contact details; online seller name and contact details	To comply with our internal business policies.	It is in our legitimate interests or those of a third party to adhere to our own internal procedures so that we can deliver an efficient service to you that is compliant with our legal and regulatory obligations. We consider this use to be necessary for our legitimate interests and proportionate.
Client name and contact details; online seller name and contact details	For operational reasons, such as improving efficiency, training and quality control.	It is in our legitimate interests to be as efficient as we can so we deliver the best service for you
Client name and contact details	To prevent unauthorised access and modifications to our systems.	It is in our legitimate interests to prevent and detect criminal activity that could be damaging for Vorys and for you. To comply with our legal and regulatory obligations.
Client name and contact details; online seller name and contact details; online seller relationship information	For updating client records.	For the performance of our contract with you or to take steps at your request before entering into a contract. To comply with our legal and regulatory obligations.
Client name and contact details	For marketing our services to you.	Where you provide your consent, we will use your client contact information for marketing our services to you.
Client name and contact details	To carry out credit reference checks.	It is in our legitimate interests to carry out credit control and to ensure our clients are likely to be able to pay for our services.
Client name and contact details	External audits (e.g. for the audit of our accounts) and accreditation and quality checks.	It is in our legitimate interests to maintain our accreditations so we can demonstrate we operate at the highest standards. To comply with our legal and regulatory obligations.

- 7.4. Where we request personal data to identify you for compliance with anti-money laundering regulations, we shall process such information only for the purposes of preventing money laundering or terrorist financing, or as otherwise set out in this Policy or permitted by law.
- 7.5. Where we rely on legitimate interests as a lawful basis, we will carry out a balancing test to ensure that data subjects' interests, rights and freedoms do not override our legitimate interests. If you want further information on the balancing test we have carried out, you can

request this from our Privacy Manager.

- 7.6. Where you provide consent, you can withdraw your consent at any time and free of charge, but without affecting the lawfulness of processing based on consent before its withdrawal. You can update your details or change your privacy preferences by contacting our Privacy Manager as provided in “*Contacting us*” above.
- 7.7. Vorys will only use your personal data for the purposes for which we collected it, unless we reasonably consider that we need to use it for another reason and that reason is compatible with the original purpose. If we need to use your personal data for an unrelated purpose, we will notify you in a timely manner and we will explain the legal basis which allows us to do so.

8. DATA PROCESSING

- 8.1. Vorys acts as a data controller in relation to the processing of personal data as set forth in this Policy. However, in some circumstances we may process personal data on your behalf as a data processor for the purposes of data protection laws. Where we process any personal data on your behalf as your data processor, the terms set out in our data processing addendum, a copy of which is available on request from our Privacy Manager, shall apply.

9. SPECIAL CATEGORIES OF (“SENSITIVE”) PERSONAL DATA

- 9.1. Vorys does not intentionally collect special categories of (or “sensitive”) personal data. This is defined by data protection laws to include personal data revealing a person’s racial or ethnic origin, religious or philosophical beliefs, or data concerning health.
- 9.2. If we do receive special categories of personal data, we process these special categories of personal data on the basis of one or more of the following:
 - 9.2.1. where you have given explicit consent to the processing of the personal data for one or more specified purposes;
 - 9.2.2. where the processing relates to personal data which is manifestly made public by you;
 - 9.2.3. where the processing is necessary for the establishment, exercise or defence of legal claims;
 - 9.2.4. where the processing is necessary for reasons of substantial public interest, in accordance with applicable law. Such reasons include where the processing is necessary:
 - (i) for the purposes of the prevention or detection of an unlawful act or for preventing fraud;

10. DATA RELATING TO CRIMINAL CONVICTIONS & OFFENCES

- 10.1. We collect and store personal data relating to criminal convictions and offences (including the alleged commission of offences) only where necessary for the purposes of:
- 10.1.1. or in connection with, any legal proceedings (including prospective legal proceedings);
 - 10.1.2. providing or obtaining legal advice; or
 - 10.1.3. establishing, exercising or defending legal rights.

11. MARKETING

- 11.1. We use your personal data to notify you by email, telephone, post or SMS about important legal developments and services which we think you may find valuable, for sending you newsletters, invitations to seminars and similar marketing.
- 11.2. In this connection we may disclose personal data to third parties providing marketing services to us, or with whom we are conducting joint marketing exercises.
- 11.3. You have the right to opt out of receiving direct marketing communications from us at any time by:
- contacting our Privacy Manager using the contact details set out above; or
 - using the “unsubscribe” link in emails.

12. EMAIL MONITORING

- 12.1. Email which you send to us or which we send to you may be monitored by Vorys to ensure compliance with professional standards and our internal compliance policies. Monitoring is not continuous or routine, but may be undertaken on the instruction of a partner where there are reasonable grounds for doing so.

13. THIRD PARTY PROCESSORS

- 13.1. Our information technology systems are operated by Vorys UK but some data processing is carried out on our behalf by a third party (see section 14 below on *Disclosure of Personal data*). Details regarding these third party data processors can be obtained from our

Privacy Manager whose details are given above.

- 13.2. Where processing of personal data is carried out by a third party data processor on our behalf we endeavour to ensure that appropriate security measures are in place to prevent unauthorised access.

14. DISCLOSURE OF PERSONAL DATA

- 14.1. Personal data will be retained by us and will not be shared, transferred or otherwise disclosed to any third party, except as set out in this Policy.
- 14.2. If we are working with other professional advisers in relation to any matter handled by us on your behalf then, unless you instruct us otherwise, we shall assume that we may disclose your information to them.
- 14.3. We disclose and share personal data:
 - 14.3.1. with Vorys UK partners, staff and consultants based in the US and Germany;
 - 14.3.2. to other professional advisers and third parties in accordance with your instructions;
 - 14.3.3. to our professional indemnity insurers or brokers, and our auditors, or risk managers who we or they may appoint;
 - 14.3.4. third party processors, service providers, representatives and agents that we use to make our business more efficient, including for our IT services, data storage/back-up and marketing;
 - 14.3.5. if we, acting in good faith, consider disclosure to be required by law or the rules of any applicable governmental, regulatory or professional body.
- 14.4. Certain laws (for example, those relating to money laundering and tax fraud) give power to authorities such as the police or the tax authorities to inspect clients' information and take copies of documents. It is possible that, at any time, we may be requested by those authorities to provide them with access to your information in connection with the work we have done for you. If this happens, we will comply with the request only to the extent that we are bound by law and, in so far as it is allowed, we will notify you of the request or provision of information.
- 14.5. In certain circumstances, solicitors are required by statute to make a disclosure to the National Crime Agency where they know or suspect that a transaction may involve a crime including money laundering, drug trafficking or terrorist financing. If we make a disclosure

in relation to your matter, we may not be able to tell you that a disclosure has been made.

- 14.6. We may transfer personal data to a successor firm or company which acquires the legal practice carried on by us. If this happens, we shall ensure that you are notified of the transfer and we shall secure a commitment from the firm or company to which we transfer personal data to comply with applicable data protection laws.

15. YOUR RIGHTS

15.1. Access to your information and updating your information

15.1.1. You have the right to access information which we hold about you. If you so request, we shall provide you with a copy of your personal data which we are processing ("*subject access request*"). We may refuse to comply with a subject access request if the request is manifestly unfounded or excessive or repetitive in nature.

15.1.2. You also have the right to receive your personal data in a structured and commonly used format so that it can be transferred to another data controller ("*data portability*"). This right only applies where your personal data is processed by us with your consent or for the performance of a contract and when processing is carried out by automated means.

15.1.3. We want to make sure that your personal data is accurate and up to date. You have the right to have inaccurate personal data rectified, or completed if it is incomplete. We may refuse to comply with a request for rectification if the request is manifestly unfounded or excessive or repetitive.

15.2. Right to object

15.2.1. You have the right to object at any time to our processing of your personal data for direct marketing purposes.

15.2.2. You also have the right to object, on grounds relating to your particular situation, at any time to processing of your personal data which is based on our legitimate interests. Where you object on this ground, we shall no longer process your personal data unless we can demonstrate compelling legitimate grounds for the processing which override your interests, rights and freedoms or for the establishment, exercise or defence of legal claims.

15.3. **Your other rights**

15.3.1. You also have the following rights under data protection laws to request that we rectify your personal data which is inaccurate or incomplete.

15.3.2. In certain circumstances, you have the right to:

- (i) request the erasure of your personal data ("*right to be forgotten*");
- (ii) restrict the processing of your personal data to processing to which you have given your consent or for the establishment, exercise or defence of legal claims or for the protection of the rights of others.

15.4. Please note that the above rights are not absolute, and we may be entitled to refuse requests, wholly or partly, where exceptions under applicable law apply. We may refuse a request for erasure, for example, where the processing is necessary to comply with a legal obligation or necessary for the establishment, exercise or defence of legal claims. We may refuse to comply with a request for restriction if the request is manifestly unfounded or excessive or repetitive in nature.

16. **EXERCISING YOUR RIGHTS**

16.1. You can exercise any of your rights as described in this policy and under data protection laws by contacting our Privacy Manager.

16.2. Save as described in this policy or provided under applicable data protection laws, there is no charge for the exercise of your legal rights. However, if your requests are manifestly unfounded or excessive, in particular because of their repetitive character, we may either: (a) charge a reasonable fee taking into account the administrative costs of providing the information or taking the action requested; or (b) refuse to act on therequest.

16.3. Where we have reasonable doubts concerning the identity of the person making the request, we may request additional information necessary to confirm your identity.

17. **SECURITY OF YOUR INFORMATION**

17.1. We store your information in electronic format but may also keep certain documents and correspondence in hard copy. We use industry standard technical and organisational measures to protect information from the point of collection to the point of destruction.

17.2. We will only transfer personal data to a third party if it agrees to comply with those procedures and policies, or if it puts in place adequate

measures itself.

- 17.3. Unfortunately, the transmission of information via the internet is not completely secure. Although we will do our best to protect your personal data, we cannot guarantee the security of your data transmitted over the internet.

18. INTERNATIONAL TRANSFERS

- 18.1. To deliver services to you, it is sometimes necessary for us to transfer and store your personal data outside the UK and European Economic Area (“**EEA**”) as follows:

- 18.1.1. Because Vorys US is located in the United States, information you provide to us will be stored in the United States;
- 18.1.2. with our service providers located outside the UK and EEA;
- 18.1.3. if you are based outside the UK and EEA;
- 18.1.4. where there is an international aspect to the matter which we have been instructed on.

- 18.2. Where personal data is transferred to and stored outside the UK or EEA, we take steps to provide appropriate safeguards to protect your personal data, including:

- 18.2.1. transferring your personal data to a country, territory, sector or international organisation which the UK Government or the European Commission has determined ensures an adequate level of protection, as permitted under Article 45(1) GDPR;
- 18.2.2. entering into standard contractual clauses approved by the European Commission or into the International Data Transfer Agreement approved by the UK Information Commissioner’s Office, obliging recipients to protect your personal data as permitted under Article 46(2)(c) GDPR;
- 18.2.3. under the EU-U.S. Data Privacy Framework or the UK extension to the Data Privacy Framework which enables U.S. businesses to self-certify as a means of complying with EU or UK data protection laws.

- 18.3. In the absence of an adequacy decision or of appropriate safeguards as referenced in paragraph 18.2 above, we will only transfer personal data to a third country where one of the following applies (as permitted under Article 49 GDPR):

- 18.3.1. the transfer is necessary for the performance of our contractual engagement with you;

18.3.2. the transfer is necessary for the establishment, exercise or defence of legal claims; or

18.3.3. you have provided explicit consent to the transfer.

18.4. If you want further information on the specific mechanism used by us when transferring your personal data out of the EEA, please contact our Privacy Manager using the details set out above.

19. HOW LONG WE KEEP YOUR INFORMATION

19.1. Personal data received by us will only be retained for as long as necessary to fulfil our engagement and in compliance with our applicable Data Retention Policy. Following the end of our engagement we will retain your information:

19.1.1. to enable us to respond to any queries, complaints or claims made by you or on your behalf; and

19.1.2. to the extent permitted for legal, regulatory, fraud and other financial crime prevention and legitimate business purposes.

19.2. After this period, when it is no longer necessary to retain your personal data, we will securely delete or anonymise it in accordance with our Data Retention Policy. Further details regarding our data retention policy can be obtained from our Privacy Manager whose details are given above.

20. COMPLAINTS

20.1. Our Privacy Manager is Marcel C. Duhamel who can be contacted at mcduhamel@vorys.com to whom complaints should be addressed at first instance.

20.2. You have the right to make a complaint at any time with a supervisory authority, in particular in the EU (or EEA) state where you work, normally live or where any alleged infringement of data protection laws occurred. The supervisory authority in the UK is the Information Commissioner's Office ("**ICO**") who can be contacted at <https://ico.org.uk/> or telephone on 0303 123 1113.

21. CHANGES TO THIS POLICY

21.1. We may change this Policy from time to time. The current version of this Policy will always be available from us in hard copy or on our

website. We will post a prominent notice on our website to notify you of any significant changes to this Policy or update you by other appropriate means.

21.2. This Policy was last updated on November 20, 2023.