

SPENCER STUART CANDIDATE DATA PROTECTION STANDARDS

Spencer Stuart is the leading privately-held global executive search firm and advisor of choice among top companies seeking guidance and counsel on senior leadership needs. Clients turn to us to seek highly-qualified and talented executives and directors such as you.

Given the importance of safeguarding and keeping your information up-to-date to ensure you are considered as a candidate when the opportunity arises, we have committed ourselves to protecting the privacy of your Personal Data. The following describes our firm's policy regarding the collection, use, and transfer of your Personal Data.

1. Objective & Scope

The purpose of the Candidate Data Protection Standards (the "Standards") is to provide consistent safeguards for the processing of the Personal Data of candidates by Spencer Stuart.

- *Processing* refers to any human manual or automated action performed on Personal Data by Spencer Stuart. This includes, but is not limited to: recording, organizing, storing, modifying, disseminating, transferring, disclosing, deleting, and sharing such data among the Spencer Stuart group in accordance with Spencer Stuart's policies.
- *Candidate* is any individual whom Spencer Stuart presents to a client. This includes but is not limited to: executive, director, and management search and assessment services.
- *Personal Data* is any information about a Candidate originally collected or otherwise used by a Spencer Stuart data controller in the European Union in the context of a search or assessment assignment. Personal Data includes, but is not limited to: candidate name, contact information, professional experience, academic qualifications, skills, etc.

Please note these Standards do not apply to any Personal Data that has been anonymised and used in the aggregate such as compiling industry and employment statistics where such data does not involve personally identifying information and individuals are not identifiable from it.

2. Spencer Stuart Global Standards & Local Laws

Spencer Stuart currently operates 51 offices throughout the world in 27 countries. Regardless of the jurisdiction, each office and entity of Spencer Stuart is required to abide by these Standards through the creation of a Declaration binding all Spencer Stuart entities. Doing so protects the Personal Data processed by Spencer Stuart in countries that possess less rigorous protection than those contained in these Standards. Spencer Stuart will ensure that any new entities formed after the creation of these Standards will abide by the protections described herein. Of course, where certain countries or supranational entities in which Personal Data is processed employ more stringent regulations than those contained in these Standards, Spencer Stuart will naturally comply with those more stringent regulations.

3. Processing Personal Data

Spencer Stuart's Standards require the following with regard to processing Personal Data:

- Personal Data is processed fairly and lawfully;
- Personal Data is processed for legitimate purposes associated with Spencer Stuart's services ("Purposes");
- Personal Data is not processed in any manner incompatible with these Purposes;
- Personal Data is always relevant to the Purposes for which the Personal Data is obtained;

- Personal Data is only used by Spencer Stuart and is not sold or shared for related or unrelated purposes to non-licensed third parties unless otherwise stated at the time of collection or as required by law;
- Personal Data is processed and maintained in a manner that assures reasonable accuracy;
- Personal Data that is inaccurate is corrected, updated, or deleted within a reasonable time of the discovery of the inaccuracy;
- Personal Data is stored only for the duration necessary to fulfill these Purposes;
- Personal Data is protected by all necessary and appropriate protective measures – both technological and legal.
- Personal Data will not be automatically processed in any manner which will have a significant effect on the data subject except where authorized by a law which also safeguards the data subject's legitimate interests.
- Personal Data will not be transferred to third parties without adequate protections in place unless an exception permitting such transfers, as found in European data protection laws, applies.

4. Purposes for Personal Data Processing

Spencer Stuart processes and disseminates Personal Data only for its own use, only for legitimate Purposes, and in accordance with applicable law. Such Purposes include:

- **Executive, Board, and Management Search:** Spencer Stuart processes and disseminates Personal Data in order to match Candidates who are qualified for a particular position with client organizations who have an opening for such a position. Examples of processing for this purpose include, but are not limited to: collecting data from the Candidate directly, performing background searches with the Candidate's consent, relaying Personal Data to a client with the Candidate's consent, and receiving referrals from individuals associated with the Candidate.
- **Executive Assessment Services:** Spencer Stuart processes and disseminates Personal Data in order to evaluate the efficiency, productivity, and benefits of a client organization at the client's request. Examples of processing for this purpose include, but are not limited to, collecting data from a Candidate directly, administering tests and assessing the Candidate's results, relaying Personal Data to a client with Candidate's consent, and receiving referrals and evaluations from individuals associated with the Candidate.
- **Information Sharing Globally Within Spencer Stuart:** Spencer Stuart operates in a global marketplace and collects and disseminates Personal Data within and across its worldwide network of offices for the purposes of Executive, Board, and Management Search and Executive Assessment Services as described above. This will involve the collection of Personal Data on Candidates and the storage of that information in secure data centers in the United Kingdom and United States, which is then accessible by all Spencer Stuart Entities worldwide.

5. Security, Confidentiality and Enforcement

Spencer Stuart will take all necessary and appropriate protective measures to prevent unauthorized access, loss, or damage to Personal Data and to ensure any processing of Personal Data is done in accordance with these Standards. Those measures include:

- **Employee Contracts and Policies:** Spencer Stuart's policy is to keep all Personal Data

confidential. All employees of Spencer Stuart are required to sign and abide by the following:

- **The “Red Book”:** All employees of Spencer Stuart sign Spencer Stuart’s Code of Conduct outlining the values and commandments of the company. The “Red Book” requires strict adherence to the confidentiality and integrity of Personal Data.
- **Employment Contract:** All employees of Spencer Stuart sign employment contracts that contain robust confidentiality clauses.
- **Confidentiality Agreement:** In addition, all employees of Spencer Stuart are required to sign a separate and extensive confidentiality agreement.
- **Spencer Stuart Group Agreements:** All Spencer Stuart offices and licensees have contractually agreed to implement appropriate security measures, including respecting these Standards, to protect Personal Data as mandated by Spencer Stuart.
- **Training:** All employees of Spencer Stuart who have permanent or regular access to Personal Data, who are involved in the collection of Personal Data or in the development of tools used to process Personal Data are trained in these Standards and the best practices of handling such data.
- **Access Security:** Personal Data is securely stored and can only be accessed via Spencer Stuart’s proprietary software. Personal Data is only accessible by Spencer Stuart employees from Spencer Stuart computers and only through Spencer Stuart’s private network. Access is continually monitored and restricted to employees of Spencer Stuart and is secured by appropriate physical, electronic, and managerial security procedures to prevent unauthorized access, loss, or damage to the Personal Data.
- **Contractor Obligations:** All Contractors performing services for Spencer Stuart must execute a written service contract. Beyond business terms, these service contracts include confidentiality and security obligations and data protection provisions and provide enforcement mechanisms through all available legal remedies.
- **Spencerstuart.com Safeguards:** To safeguard all Personal Data that is submitted by Candidates via spencerstuart.com, appropriate physical, electronic, and managerial security procedures have been put in place to prevent unauthorized access, maintain the accuracy of data and ensure proper use of information via spencerstuart.com.
- **Candidate Consent Forms:** All Candidates are presented with consent forms which must be signed before any Personal Data will be disclosed to a client organization or other third party.

6. Required Processing

In situations where Personal Data must be disclosed as a matter of law, Spencer Stuart will use its best efforts to lawfully resist, limit, or delay disclosure and will ensure that only the Personal Data that is necessary and relevant to the request is provided. In the event that Spencer Stuart becomes aware of any legislation applicable to it which is likely to have a substantial adverse effect on the ability of Spencer Stuart to comply with these Standards, Spencer Stuart will determine a suitable course of action aimed at ensuring compliance with these Standards in consultation with the relevant Data Protection Authority.

7. Candidate Rights of Access, Rectification and/or Deletion

Given the nature of Spencer Stuart’s services, the Candidate is involved in the processing of his or her Personal Data in furtherance of the Purposes. Additionally, the Candidate may, at any time, in accordance with local law, contact Spencer Stuart and inquire about his or her Personal Data. Requests by the Candidate for access to his or her Personal Data, for revisions, or for Spencer Stuart to cease processing of Personal Data can be made to any Spencer Stuart employee or via email to

contact@spencerstuart.com. The Data Protection Officer for the Spencer Stuart office where the Personal Data was processed will coordinate all revisions or deletions of Personal Data.

Upon request, Spencer Stuart will compile the information and provide it to the Candidate. The Candidate may request a revision of his or her Personal Data if it is incomplete or contains inaccuracies. Spencer Stuart updates or revises the Personal Data as the situation or law requires. A Candidate may also request that his or her Personal Data no longer be processed. All requests to stop processing of a Candidate's Personal Data will promptly be honored by Spencer Stuart and, unless otherwise noted in the request, will apply to all forms of processing by Spencer Stuart (including search and assessment services and any marketing communications).

8. Candidate Enforcement Rights and Mechanisms

Any person may inquire as to the nature of the data stored or processed about him or her by Spencer Stuart. Any Spencer Stuart employee contacted regarding such a request will forward the information to their local Data Protection Officer. The Data Protection Officer will contact the individual directly and will remain Spencer Stuart's liaison with the individual while the handling of the request is ongoing. If the Candidate believes his or her Personal Data is being processed in contravention of these Standards, the Candidate may report the concern to their contact at Spencer Stuart, to any Spencer Stuart employee, or via email to contact@spencerstuart.com. The matter will then be reported to the Data Protection Officer of the Spencer Stuart office of where the Personal Data was processed. Should the Candidate and Data Protection Officer be unable to resolve the dispute within nine months, the Candidate can lodge a complaint before the competent Data Protection Authorities and enforce these Standards as third-party beneficiaries against Spencer Stuart and Associates located in the United Kingdom ("Spencer Stuart UK") either in the courts of the jurisdiction in which the Spencer Stuart European entity responsible for exporting such data is established or the UK courts – in which case the Candidate may be represented by an association or other body if they so wish and if permitted by law. Spencer Stuart UK assumes responsibility for damages to Candidates resulting from the violation of these Standards by any Spencer Stuart entity worldwide – where a Candidate can demonstrate that they have suffered damage and can establish facts which show that it is likely that the damage has occurred because of a breach of these Standards, the burden of proof to show that a Spencer Stuart entity outside the United Kingdom is not liable for the breach or to show that no such breach took place will stay with Spencer Stuart UK. The Candidate may enforce against Spencer Stuart UK any judicial remedy arising from such violation, including the payment of compensation.

9. Internal Oversight Procedures

Spencer Stuart ensures enforcement of these Standards through a team of local and regional Data Protection Officers who monitor processing of Personal Data and conduct periodic data protection compliance audits. The local Data Protection Officers are further responsible for investigating any claims related to data processing and may coordinate with Corporate Legal Counsel to analyze the scope of the alleged violation. In addition, employees will self-police their actions and the actions of peers regarding the processing of Personal Data. Employees are required to immediately report any violation to their direct superior who will notify and work with the local Data Protection Officer to investigate the claim.

To verify compliance with these Candidate Data Protection Standards, the Corporate Legal Department will administer regular internal audits and report any issues or instances of non-compliance to Spencer Stuart's Board of Directors and implement methods for ensuring corrective measures. Each Spencer Stuart office, via its Data Protection Officer, shall complete a data protection compliance review and submit the results to the Legal Department. The results of this review are evaluated by the Legal Department to ensure compliance with these Standards. To the extent that such matters cannot be adequately handled within Spencer Stuart's own resources, Spencer Stuart may appoint an independent third party to conduct an investigation/audit of any of the procedures or issues involving its Candidate Data Protection Standards.

10. Communication of Standards

These Standards will be published at spencerstuart.com as well as privately for Spencer Stuart employees on its intranet. Employees are trained to adhere to these Standards and to follow the appropriate protocol. Additionally, a copy of these Standards will be distributed to any Candidate who requests one. Upon request, the Candidate may also obtain a copy of the Declaration which binds the Spencer Stuart group of companies to these Standards and a current list of such entities by reporting to their contact at Spencer Stuart, to any Spencer Stuart employee, or via email to contact@spencerstuart.com.

11. Modification of Standards

Spencer Stuart reserves the right to modify these Standards as needed. Where local law requires a higher standard for Personal Data it will take precedence over these Standards. Should Spencer Stuart make any substantive modifications to these Candidate Data Protection Standards, the changes will be promulgated throughout the Firm via an email announcement, a posting of the revised Candidate Data Protection Standards to the intranet and training in accordance with any legal requirements. Candidates will be informed going-forward and have access to the updated Candidate Data Protection Standards at www.spencerstuart.com. Spencer Stuart will also take appropriate steps to notify the relevant Data Protection Authorities.

12. Obligations to Data Protection Authorities

Spencer Stuart will respond diligently and appropriately to all requests from data protection authorities regarding these Standards, including consenting to requests by a competent Data Protection Authority to audit Spencer Stuart's compliance with these Standards. Spencer Stuart will abide by the advice of the Data Protection Authorities on any issues related to the interpretation and application of Spencer Stuart's Candidate Data Protection Standards. Upon request, the Data Protection Authority shall receive a copy of any compliance audits conducted by Spencer Stuart regarding these Standards and Spencer Stuart will further comply with requests by the Data Protection Authorities for additional review of company-wide compliance. A current list of the Spencer Stuart companies bound by these Standards shall be provided, as required, to the Data Protection Authorities.