

## BCR Definitions

| Term                                  | Definition   |
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| <b>Adequacy Decision</b>              | ADEQUACY DECISION means any determination by a Data Protection Authority, or other competent body, that a country, a region or a recipient of a data transfer is deemed to provide an adequate level of protection for the Personal Data. Entities covered by an Adequacy Decision include recipients located in countries that under Applicable Law are deemed to provide an adequate level of data protection as well as recipients who are bound by another instrument (such as a set of Binding Corporate Rules) that have been approved by the applicable Data Protection Authority or other competent body. With regard to the United States, companies that become certified to any US-EEA and/or US-Swiss privacy framework, such as the Privacy Shield, would be covered by an Adequacy Decision. |
| <b>ADP (ADP Group)</b>                | ADP (the ADP GROUP) means, collectively, Automatic Data Processing, Inc. (the Parent Company) and the Group Companies, including ADP, Inc.   |
| <b>ADP Contracting Entity</b>         | ADP CONTRACTING ENTITY means the Group Company that has entered into a contract required by the Codes, such as a Service Contract, Subprocessor Contract, or data transfer agreement.  |
| <b>ADP Delegated Entity</b>           | ADP DELEGATED ENTITY means ADP Nederland, B.V., having its registered seat in Lylantse Baan 1, 2908 LG CAPELLE AAN DEN IJSSEL, the Netherlands.  |
| <b>ADP Executive Committee</b>        | ADP EXECUTIVE COMMITTEE means the committee of officers consisting of (i) Automatic Data Processing, Inc.'s chief executive officer (CEO), and (ii) those other officers that report directly to the CEO and that, collectively, have responsibility for the ADP group operations.   |
| <b>ADP Subprocessor</b>               | For the purpose of the Privacy Code for Client Data Processing Services, an ADP SUBPROCESSOR means any Group Company engaged by another Group Company as a Subprocessor for Client Data.   |
| <b>Applicable Data Controller Law</b> | For the purpose of the Privacy Code for Client Data Processing Services, APPLICABLE DATA CONTROLLER LAW means any privacy or data protection laws that apply to an ADP Client as the Data Controller of such Client Data.  |
| <b>Applicable Data Processor Law</b>  | For the purpose of the Privacy Code for Client Data Processing Services, APPLICABLE DATA PROCESSOR LAW means any privacy or data protection laws that apply to ADP as a Data Processor, on behalf of a Client who is a Data Controller.  |



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| <b>Applicable Law</b>                  | APPLICABLE LAW means any privacy or data protection laws that are applicable to any particular Processing activities.  |
| <b>Applicant</b>                       | APPLICANT means any Individual who provides Personal Data to ADP in the context of applying for a position with ADP as an Associate.   |
| <b>Archive</b>                         | ARCHIVE means a collection of Personal Data that are no longer necessary to achieve the purposes for which the Data were originally collected, or that are no longer used for general business activities but are potentially used only for historical, scientific, or statistical purposes, dispute resolution, investigations, or general archiving purposes. Access to an Archive is limited to system administrators and others whose jobs specifically require access to the archive. |
| <b>Associate</b>                       | ASSOCIATE means an Applicant, a current ADP employee, or a former ADP employee, with the exception of a Co-Employed Individual. NOTE: the ADP Workplace Privacy Code therefore does not apply to the Processing of Personal Data of Co-Employed Individuals.   |
| <b>Automatic Data Processing, Inc.</b> | AUTOMATIC DATA PROCESSING, INC. is the parent company of the ADP Group, and is a Delaware (USA) corporation having its principal place of business at One ADP Boulevard, Roseland, New Jersey, 07068-1728, USA.  |
| <b>Binding Corporate Rules</b>         | BINDING CORPORATE RULES means a privacy policy of a group of related companies considered to provide an adequate level of protection for the transfer of Personal Data within that group of companies under Applicable Law.  |
| <b>Business Contact Data</b>           | BUSINESS CONTACT DATA means any data pertaining to a Professional typically found on a business card or in an email signature.   |
| <b>Business Partner</b>                | BUSINESS PARTNER means any Third Party, other than a Client or Supplier that has, or had a business relationship or strategic alliance with ADP (e.g., joint marketing partner, joint venture, or joint development partner).  |
| <b>Business Purpose</b>                | BUSINESS PURPOSE means a legitimate purpose for Processing Personal Data as specified in Article 2, 3 or 4 of any ADP Code, or for Processing Special Categories of Data as specified in Article 4 of any ADP Code.  |
| <b>Children</b>                        | For purposes of ADP's data collection and marketing, CHILDREN means Individuals under the age determined by applicable law as able to consent to such data collection and/or marketing.  |
| <b>Client</b>                          | CLIENT means any Third Party that utilizes one or more ADP products or services in the course of its own business.   |
| <b>Client Data</b>                     | CLIENT DATA means Personal Data pertaining to Client Employees (including prospective employees, past employees, and dependents of employees) Processed by ADP in connection with providing Client Services.   |



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| <b>Client Employee</b>           | CLIENT EMPLOYEE means any Individual whose Personal Data are Processed by ADP as a Data Processor for a Client pursuant to a Services Agreement. For the sake of clarity, CLIENT EMPLOYEE refers to all Individuals whose Personal Data are Processed by ADP in performing Client Services (regardless of the legal nature of the relationship between the Individual and the Client). It does not include Professionals whose Personal Data are Processed by ADP in connection with ADP's direct relationship with the Client. For example, ADP may Process Personal Data of an HR Professional in order to enter into a contract with the Client--this Data is subject to the Privacy Code for Business Data. However, when ADP provides payroll Processing services to the Client (e.g., issues pay slips, provides assistance on the use of an ADP system), the Individual's data would be Processed as Client Data. |
| <b>Client Services</b>           | CLIENT SERVICES means the human capital management services provided by ADP to Clients, such as recruiting, payroll and compensation services, employee benefits, talent management, HR administration, consulting and analytics, and retirement services.   |
| <b>Client Support Activities</b> | CLIENT SUPPORT ACTIVITIES means those Processing activities undertaken by ADP to support the delivery of its products and services. Client Support Activities may include, for example, training Professionals, responding to questions about the services, opening and resolving support tickets, providing product and service information (including updates and compliance alerts), quality control and monitoring, and related activities that facilitate effective use of ADP's products and services.   |
| <b>Code</b>                      | CODE means (as applicable) the ADP Privacy Code for Business Data, the ADP Workplace Privacy Code (internal to ADP), and the ADP Privacy Code for Client Data Processing Services; collectively referred to as the Codes.  |
| <b>Co-Employed Individual</b>    | CO-EMPLOYED INDIVIDUAL means an employee of a U.S. Client who is co-employed by an indirect US affiliate of Automatic Data Processing, Inc. as part of the professional employer organization service offering in the U.S.   |
| <b>Consumer</b>                  | CONSUMER means an Individual who interacts directly with ADP in a personal capacity. For example, Consumers include individuals who participate in talent development programs or utilize products and services from ADP for their personal use (i.e., outside of an employment relationship with ADP or an ADP Client).   |
| <b>Contingent Worker</b>         | CONTINGENT WORKER means an Individual who provides services to ADP (and who is subject to ADP's direct supervision) on a provisional or non-permanent basis, such as temporary workers, contract workers, independent contractors, or consultants.   |
| <b>Data Controller</b>           | DATA CONTROLLER means the entity or natural person which alone, or jointly with others, determines the purposes and means of the Processing of Personal Data.  |



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| <b>Data Processor</b>                           | DATA PROCESSOR means the entity or natural person which Processes Personal Data on behalf of a Data Controller.  |
| <b>Data Protection Authority or DPA</b>         | DATA PROTECTION AUTHORITY OR DPA means any regulatory or supervisory authority that oversees data protection or privacy in a country in which a Group Company is established.  |
| <b>Data Protection Impact Assessment (DPIA)</b> | <p>DATA PROTECTION IMPACT ASSESSMENT (DPIA) shall mean a procedure to conduct and document a prior assessment of the impact which a given Processing may have on the protection of Personal Data, where such Processing is likely to result in a high risk for the rights and freedoms of Individuals, in particular where new technologies are used.</p> <p>A DPIA shall contain:</p> <ul style="list-style-type: none"><li>(i) a description of:<ul style="list-style-type: none"><li>(a) the scope and context of the Processing;</li><li>(b) the Business Purposes for which Personal Data are Processed;</li><li>(c) the specific purposes for which Special Categories of Data are Processed;</li><li>(d) categories of Personal Data recipients, including recipients not covered by an Adequacy Decision;</li><li>(e) Personal Data storage periods;</li></ul></li><li>(ii) an assessment of:<ul style="list-style-type: none"><li>(a) the necessity and proportionality of the Processing;</li><li>(b) the risks to the privacy rights of Individuals; and</li></ul></li></ul> <p>the measures to mitigate these risks, including safeguards, security measures and other mechanisms (such as privacy-by-design) to ensure the protection of Personal Data.</p> |
| <b>Data Security Breach</b>                     | DATA SECURITY BREACH means any incident that impacts the confidentiality, integrity, or availability of Personal Data, such as unauthorized use or disclosure of Personal Data, or unauthorized access to Personal Data, that compromises the privacy or security of the Personal Data.  |
| <b>Dependent</b>                                | DEPENDENT means the spouse, partner, child, or beneficiary of an Associate, or the emergency contact of an Associate or Contingent Worker.   |
| <b>Divested Entity</b>                          | DIVESTED ENTITY means a Group Company that is no longer owned by ADP as a result of the sale of company shares and/or assets, or other divestiture, so that the company no longer qualifies as a Group Company.  |



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| <b>EEA</b>                           | EEA or EUROPEAN ECONOMIC AREA means all Member States of the European Union, plus Norway, Iceland, and Liechtenstein and for purposes of the Codes, Switzerland. By decision of the General Counsel – to be published on <a href="http://www.adp.com">www.adp.com</a> it may include other countries with data protection laws having data transfer restrictions similar to EEA Data Transfer Restrictions.                           |
| <b>EEA Applicable Law</b>            | EEA APPLICABLE LAW means the requirements under the Applicable Laws of the EEA, which are applicable to any Personal Data that are originally collected in the context of the activities of a Group Company established in the EEA (also after being transferred to another Group Company established outside the EEA).   |
| <b>EEA Data Transfer Restriction</b> | EEA DATA TRANSFER RESTRICTION means any restriction regarding cross-border transfers of Personal Data under the data protection laws of a country of the EEA.   |
| <b>Effective Date</b>                | EFFECTIVE DATE means the date on which the Codes become effective as set out in Article 1 of the Codes.   |
| <b>General Counsel</b>               | GENERAL COUNSEL means the General Counsel of Automatic Data Processing, Inc.  |
| <b>Global Chief Privacy Officer</b>  | GLOBAL CHIEF PRIVACY OFFICER means the ADP Associate who holds this title at Automatic Data Processing, Inc.  |
| <b>Group Company</b>                 | GROUP COMPANY means any legal entity that is an affiliate of Automatic Data Processing, Inc. and/or ADP, Inc., if either Automatic Data Processing, Inc. or ADP, Inc. directly or indirectly owns more than 50% of the issued share capital, has 50% or more of the voting power at general meetings of shareholders, has the power to appoint a majority of the directors, or otherwise directs the activities of such legal entity. |
| <b>Individual</b>                    | INDIVIDUAL means any identified or identifiable natural person whose Personal Data are Processed by ADP either as a Data Processor or a Data Controller, with the exception of Co-Employed Individuals. NOTE: the ADP Privacy Code for Business Data and the ADP Workplace Privacy Code therefore do not apply to the Processing of Personal Data of Co-Employed Individuals.   |
| <b>Internal Processor</b>            | INTERNAL PROCESSOR shall mean any Group Company that Processes Personal Data on behalf of another Group Company being the Data Controller.  |
| <b>Lead DPA</b>                      | LEAD DPA shall mean the Dutch Data Protection Authority.  |



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| <b>Mandatory Requirements</b>                  | MANDATORY REQUIREMENTS shall mean those obligations under any Applicable Data Processor Law which require Processing of Personal Data for (i) national security or defense; (ii) public safety; (iii) the prevention, investigation, detection, or prosecution of criminal offences or of breaches of ethics for regulated professions; or (iv) the protection of any Individual, or the rights and freedoms of Individuals. |
| <b>Global Data Privacy and Governance Team</b> | GLOBAL DATA PRIVACY & GOVERNANCE TEAM means ADP's Office of Privacy and Data Governance. The Office of Privacy and Data Governance is led by the Global Chief Privacy Officer and consists of privacy officers, privacy managers and other Staff with reporting relationships to the Global Chief Privacy Officer or the privacy officers and privacy managers.  |
| <b>Overriding Interest</b>                     | OVERRIDING INTEREST means the pressing interests set forth in Article 13.1 of the ADP Workplace Privacy Code and the ADP Privacy Code for Business Data based on which the obligations of ADP or rights of Individuals set forth in Article 13.2 and 13.3 of the Codes may, under specific circumstances, be overridden if this pressing interest outweighs the interest of the Individual.                                  |
| <b>Personal Data or Data</b>                   | PERSONAL DATA or DATA means any information relating to an identified or identifiable Individual. Personal Data may also be referred to as personal information in policies and standards that implement the Codes.  |
| <b>Privacy Leadership Council</b>              | PRIVACY LEADERSHIP COUNCIL means the council led by the Global Chief Privacy Officer and comprised of the Privacy Stewards, members of the Privacy Network selected by the Global Chief Privacy Officer, and others who may be necessary to assist in the Council's mission.   |
| <b>Privacy Network</b>                         | PRIVACY NETWORK means the members of the Global Data Privacy and Governance team and other members of the Legal department, including compliance professionals, and data protection officers who are in charge of privacy compliance within their respective regions, countries, Business Units or Functional areas.   |
| <b>Privacy Steward</b>                         | PRIVACY STEWARD means an ADP executive who has been appointed by a Responsible Executive and/or ADP's Executive Leadership to implement and enforce the Privacy Codes within an ADP Business Unit.   |
| <b>Processing</b>                              | Processing means any operation that is performed on Personal Data, whether or not by automatic means, such as collection, recording, storage, organization, alteration, use, disclosure (including the granting of remote access), transmission, or deletion of Personal Data.   |
| <b>Processor Contract</b>                      | PROCESSOR CONTRACT shall mean any contract for the Processing of Personal Data entered into by ADP and a Third Party Processor.  |



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| <b>Professional</b>               | PROFESSIONAL means any individual (other than an employee) who interacts directly with ADP in a professional or business capacity. For example, Professionals include Client HR staff who engage with ADP as users of ADP's products or services. Professionals also include Client, Supplier, and Business Partner account representatives, business contacts, trade association contacts, regulators, media contacts, and other individuals who interact with ADP in a commercial capacity.     |
| <b>Responsible Executive</b>      | RESPONSIBLE EXECUTIVE means the Managing Director of a Group Company, or head of a business unit or functional area, who has primary budgetary ownership for the Group Company, business unit, or functional area.  |
| <b>Secondary Purpose</b>          | SECONDARY PURPOSE means any purpose other than the Original Purpose for which Personal Data are further Processed.  |
| <b>Services Agreement</b>         | SERVICES AGREEMENT means any contract, agreement, or terms pursuant to which ADP provides Client Services to a Client.  |
| <b>Special Categories of Data</b> | SPECIAL CATEGORIES OF DATA means Personal Data that reveal an Individual's racial or ethnic origin, political opinions or membership in political parties or similar organizations, religious or philosophical beliefs, membership in a professional or trade organization or union, physical or mental health including any opinion thereof, disabilities, genetic code, addictions, sex life, criminal offenses, criminal records, or proceedings with regard to criminal or unlawful behavior. |
| <b>Staff</b>                      | STAFF means, collectively, currently-employed ADP Associates and those Contingent Workers who are currently working for ADP.  |
| <b>Subprocessor Contract</b>      | SUBPROCESSOR CONTRACT means a written or electronic agreement between ADP and a Third Party Subprocessor pursuant to Article 7.1 of the Privacy Code for Client Data Processing Services.   |
| <b>Subprocessors</b>              | SUBPROCESSORS means, collectively, ADP Subprocessors and Third Party Subprocessors.   |
| <b>Supplier</b>                   | SUPPLIER means any Third Party that provides goods or services to ADP (e.g., as a service provider, agent, Data Processor, consultant or vendor).   |
| <b>Third Party</b>                | THIRD PARTY means any person, private organization, or government body that is not a Group Company.   |
| <b>Third Party Controller</b>     | THIRD PARTY CONTROLLER means a Third Party that Processes Personal Data and determines the purposes and means of the Processing.  |
| <b>Third Party Processor</b>      | THIRD PARTY PROCESSOR means a Third Party that Processes Personal Data on behalf of ADP that is not under the direct authority of ADP.  |



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| <b>Third Party Subprocessor</b> | THIRD PARTY SUBPROCESSOR means any Third Party engaged by ADP as a Subprocessor. |
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