

## Privacy and Data Protection Policy

Last updated: May 25 2018

This policy (the "**Policy**") applies to the UTrakk software solution (the "**UTrakk Application**") operated by Proaction TI Inc. ("**we**," "**Proaction TI**") and is intended to control how Proaction TI handles User Data, including notably confidential information and Personal Data, which is from time to time disclosed to it by individuals who are authorized to use the UTrakk Application ("**Users**," "**you**") during this use.

This Policy reflects our commitment to securely and confidentially handle users' and their employers' confidential information and Personal Data.

We follow applicable regulations with respect to Personal Data instituted in the European Union. This policy addresses the following issues pertaining to your personal data:

- [Legal Basis for Data Processing](#)
- [Collected Personal Data](#)
- [Purpose of Processing](#)
- [Storage of Personal Data](#)
- [Disclosure of Personal Data](#)
- [Your Rights with respect to your Personal Data](#)

This Policy addresses situations where Proaction TI acts as data controller and situations where Proaction TI acts as a data processor on behalf of a data controller, in most cases a User's employer.

If you reside in the European Union, our contact information is as follows:

Proaction Europe SAS  
30 Grande rue  
90300 VETRIGNE, France  
[privacy@utrakk.com](mailto:privacy@utrakk.com)

If you reside elsewhere, our contact information is as follows:

Proaction TI Inc.  
257 rue Sherbrooke Est  
Montréal (Québec) H2X 1E3, Canada  
[privacy@utrakk.com](mailto:privacy@utrakk.com)

IF YOU DO NOT AGREE WITH THIS POLICY, PLEASE IMMEDIATELY DISCONTINUE USING THE UTRAKK APPLICATION.

## Definitions

**"order by a competent authority"** is an order issued by an authority that has jurisdiction over Quebec territory ordering to do or not do something, under penalty of judicial sanctions.

**"Proaction TI Data"** refers to the data, results, reports, algorithms and calculations created or generated from User Data by the use of the UTrakk Application.

**"Super-user"** refers to one or more user(s) responsible for managing an organization's user accounts.

**"Terms of Use"** refers to the terms and conditions under which the user has obtained the right to use the UTrakk Application.

**"User Data"** means all the data that Proaction TI may from time to time collect or to which it may otherwise have access during the use of the UTrakk Application by users relating to the affairs of users or their employers, including, but not limited to, (i) users' Personal Data; (ii) department names and structures, agendas, participant lists, job descriptions, timeline lists, priorities, reports, follow-up notes, coaching notes, assessment results and (iii) content produced, transferred, adapted and/or made available in any way to users for the purposes of using the UTrakk Application, with the exception of Proaction TI Data.

**"User"** refers to a natural person that uses the Utrakk Application.

**"Personal Data"** means data that is subject to privacy legislation, including Personal Data within the meaning of privacy legislation applicable in Canada and personal data within the meaning of privacy legislation applicable in the European Union.

## Confidential information

### Data ownership

Proaction TI does not claim ownership of User Data, which are presumed to be the property of users or their employers for the purposes of this Policy. Users do not waive any ownership right to User Data by uploading them to the UTrakk Application.

Proaction TI Data remain the property of Proaction TI at all times, and the rights of users with respect to Proaction TI Data are limited to the licenses and authorizations granted by Proaction TI under the Terms of Use or any agreement with Proaction TI.

### Confidentiality

Proaction TI handles User Data with strict confidentiality and will not disclose any such User Data to anyone, unless prior written consent of the user concerned and their employer has first been obtained, except as explicitly provided for in this Policy.

Proaction TI staff members who have access to User Data shall commit in writing to Proaction TI to maintain the confidentiality of User Data to which they may potentially have access and only disclose them in accordance with this Policy.

### Disclosure

All User Data may be disclosed and made available at all times to all users of the same employer, without the need to obtain prior consent of users or their employers, whose consents are deemed to have been given by the mere fact of using the UTrakk Application. Notwithstanding the foregoing, Proaction TI will disclose User Data among users of the same employer only in accordance with the internal disclosure rules established by a Super-user, if any.

Proaction TI may disclose User Data on an anonymous basis, without identifying the users concerned or their employers, as part of case studies, demonstrations on how the Utrakk Application works, or in the form of statistics.

We may also disclose User Data, without obtaining the prior consent of users or their employers, in the following cases:

- a) In the event that an order issued by a competent authority orders us to disclose information containing User Data.
- b) In order to provide information to our legal advisors; however, such disclosure would be protected by professional secrecy and we will not relieve our advisors of their duty of confidentiality except as provided for in this Policy.
- c) In the event that Proaction TI, acting in good faith, believes that such disclosure of User Data is necessary to protect an individual's safety or health.
- d) If User Data are not deemed to be confidential under this Policy.

### **Notice**

In all cases where we disclose User Data in accordance with an order by a competent authority, we will make reasonable efforts to notify the user(s) concerned prior to disclosing any User Data, in order to allow them to contest such order or obtain appropriate guarantees. We do not make any commitment to contest such orders ourselves, but we may decide to do so.

### **Use**

Subject to the exceptions expressly provided for in this Policy, Proaction TI only uses User Data for the sole purpose of allowing these users to use the Utrakk Application.

Proaction TI may use User Data on an anonymous basis, with no ability to identify the users concerned or their employer, for the purposes of case studies, demonstrations on how to use the Utrakk Application, or for keeping statistics.

### **User Data deemed to be non-confidential**

Shall be deemed by Proaction TI not to constitute confidential information, as the case may be, data or information that:

- a) Were known to Proaction TI, its employees or agents prior to their uploading to the UTrakk Application without being subject to another confidentiality agreement between the user or their employer and Proaction TI;
- b) Are disclosed to Proaction TI by a third party without their breach of a commitment to the user or their employer; or
- c) Become available to the public through no fault of Proaction TI.

Personal Data about Users are not deemed non confidential pursuant to this Section and will be disclosed only in accordance with the provision of this Policy regarding the disclosure of Personal Data.

# User Data security

## Storage

User Data are stored electronically by our data hosting provider (Microsoft Azure) on servers located in the provinces of Quebec and Ontario, Canada.

## Security measures

Security of User Data uploaded by users to the UTrakk Application is ensured by our data hosting provider (Microsoft Azure). Proaction TI only uses hosting service providers that provide reasonable measures to protect the security and integrity of data. Our data hosting provider's policies on and commitments to data security and integrity for the benefit of users are available at the following address:

<https://azure.microsoft.com/en-ca/solutions/>.

## Security breach

In the unlikely event of unauthorized access, use, disclosure or modification of User Data (a "**security breach**"), as soon as reasonably possible, Proaction TI will make commercially reasonable efforts to:

- a) Stop all unauthorized access to User Data;
- b) With its hosting service provider, determine the cause of the security breach;
- c) Take all reasonable corrective measures to prevent another security breach; and
- d) Cooperate reasonably with its service provider, user and their employer in order to determine the User Data that were subject to a security breach and provide the Client with a description of these data and the corrective measures taken by Proaction TI to prevent future security breaches.
- e) If a security breach involves Personal Data, notify the relevant authorities if required by law.

## Return and destruction of data

When User Data is deleted from the UTrakk Application interface, it is rendered inaccessible within the UTrakk Application and Proaction TI stops processing such data, but the data is not permanently deleted and is still stored on servers controlled by Proaction TI.

To have User Data permanently deleted, you must make a request in writing at [privacy@utrakk.com](mailto:privacy@utrakk.com). If the agreement under which a user uses the Utrakk Application terminates for any reason, Proaction TI provides users and their employers with an opportunity to retrieve their User Data for a minimum period of thirty (30) days.

After this period, Proaction TI reserves the right, at its sole discretion, to delete the User Data or store them and make them unavailable. Data made unavailable remain protected by the security and confidentiality measures outlined in this Policy. Proaction TI Data may be stored by Proaction TI, at its sole discretion, provided they are in a format that does not associate them with a user or their employer.

# Personal Data

## Legal Basis for processing Personal Data

To provide our services and allow you to use the UTrakk Application, we must collect and process some Personal Data. Our processing is based upon the following principles:

- We must process some Personal Data in order to provide you with services;
- We process Personal Data as a data processor on behalf of our clients and pursuant to their instructions. In most cases, our client is your employer, which will be better suited than us to address your concerns about the processing of your Personal Data through the UTrakk Application.
- We may process Personal Data if you have given specific consent to such processing. In most case, consent is obtained by our clients, but you may be able to withdraw your consent directly from us in certain circumstances.
- We process Personal Data for the purpose of our legitimate interests and that of our clients, when such processing does not violate the fundamental rights of the individuals involved.

## Collected Personal Data

We collect and keep the data described below in accordance with this Policy.

### Data collected from the User

We collect information that users provide to us voluntarily through the interface of the UTrakk Application (for example, by completing a form) or otherwise. This information may include:

<b>Data Category</b>	<b>Purpose of processing</b>
<ul style="list-style-type: none"><li>▪ Surname and given name;</li><li>▪ Email address;</li><li>▪ Title or position;</li><li>▪ Employee number (optional);</li></ul>	This data serves to identify you and allows us to contact you about your use of the UTrakk Application.
Documents or data that you upload to the UTrakk Application;	This data is associated with your profile in order to allow you to use the features of the UTrakk Application.
Any information you provide us through the UTrakk Application, by email or by phone.	This data is used to better understand how you use the UTrakk Application and to answer your questions, if any.

### Data collected automatically

We automatically collect certain information during your use of the UTrakk Application. This data may be recorded each time you interact with the UTrakk Application and includes:

Category of Personal Data	Purpose of Processing
Your computer's IP address; Your browser's and operating system's configuration; Your mobile device's configuration when you access the UTrakk Application from a mobile device; Pages visited, products viewed, path taken on the website;	This data is used to personalize your experience on the UTrakk Application, for example by loading an interface with a specific language or with certain highlighted features.  We use this data in aggregated and de-identified form in order to analyse user behavior on the UTrakk Application and improve our services.
Geographic location and location data;	We use data about your general location obtain from your IP Address to personalize your experience on the UTrakk Application.  We analyse aggregated general location data which does not allow the monitoring of any particular user.

### Cookies information

We use cookies in order to improve the performance of the UTrakk Application and your experience. Cookies are small files stored on your hard drive by the server on which the UTrakk Application is located that allow us to recognize you and customize content when you use the UTrakk Application. Certain cookies are automatically erased when you close your browser (session cookies) while others are stored indefinitely (permanent cookies). If you prefer not to have cookies recorded on your device, you must disable cookies in your browser settings. Some features of the UTrakk Application may be entirely or partially disabled if cookies are disabled.

We collect and store all of the above-described information (the "**Collected Information** ") in accordance with this Policy.

### **Purpose of Processing**

We use collected Personal Data as set forth in the table above.

### Our role as a processor

As part of our services, we process Personal Data on behalf of our clients for purposes determined by them. To learn more about our processing of Personal Data based on instructions from our clients, you must contact our clients directly.

### Legitimate interests

We process collected Personal Data for the purpose of our legitimate interests and that of our clients, including to improve the UTrakk Application and to prevent fraud by analysing user behavior.

We value your privacy. Except in response to specific instructions from our client, our processing of Personal Data for the purpose of our legitimate interests never involves the monitoring or targeting of a specific individual nor the disclosure of Personal Data about a specific individual.

### **Storage of Personal Data**

We store the collected Personal Data until you ask us to destroy it or until our activities no longer require it to be stored. However, we do not make any commitment to store collected Personal Data for a specific period.

The collected Personal Data is stored electronically on our servers located in Canada, in the provinces of Quebec and Ontario.

Collected Personal Data about individuals outside of Canada is transferred to Canada, which is a jurisdiction recognized as adequate for the purpose of personal data transfer from the European Union.

The collected Personal Data is covered by the User Data security provisions provided for in this Policy.

### **Disclosure of Personal Data**

We only disclose your Personal Data in accordance with this Policy or if we have your consent. Your Personal Data could be disclosed to the categories of recipients listed below for the purposes described.

#### Your Employer

Your employer may access Personal Data recorded on the UTrakk Application. Some Personal Data may be shared within your organisation as determined by your employer or super-users, as the case may be. The UTrakk Application allow the export of data, which could contain Personal Data.

#### Employees

The collected personal information is accessible only to our own officers and employees who need access to it for the use provided for under this Policy.

#### Service Providers

We share some Personal Data with our service providers in order to better offer our services. Our service providers agree in writing to keep Personal Data confidential and to use same solely to provide us with their services. Personal Data under the control of our clients is not shared with our service providers without the client's consent.

#### Clients

We share data in an aggregated form which does not identify specific individuals with clients and potential clients for marketing purposes. This data includes statistics about the UTrakk Application users and their behavior while using the UTrakk Application.

#### Legal Obligations

We could disclose Personal Data if such disclosure is expressly authorized by law or pursuant to and order by a competent authority. We may disclose Personal Data during judicial proceeding if necessary to protect our rights or that of our users.

#### Sale of Business

In the event that the sale or restructuring of the business operated by Proaction TI Inc. is considered (a "**Transaction**"), we may disclose collected Personal Data to the individuals or organizations involved before and after the Transaction, whether it occurs or not. In such case, these individuals or organizations shall make a commitment to us to maintain the confidentiality of the disclosed Personal Data and to use it exclusively to assess the feasibility or desirability of the Transaction, or in accordance with this Policy.

## **Your Rights**

### **Access to Personal Data**

You can access some Personal Data you provided us by accessing your user account on the Utrakk Application. You may also request access to Personal Data that we hold about you in writing at the following address: [privacy@utrakk.com](mailto:privacy@utrakk.com) or at the postal address indicated at the beginning of this policy. To modify some Personal Data recorded using the UTrakk Application, you must contact your employer.

We will respond to your written request within 30 days of its receipt. We will allow you reasonable access to your Personal Data contained in our records in accordance with the current regulations. If required by law, we will provide data in a machine-readable format.

### **Withdrawal of Consent**

You may withdraw your consent to the processing of some Personal Data, where such processing is based on your consent.

If you wish to withdraw your consent to the processing of Personal Data over and above what is possible through the UTrakk Application interface or your device settings, you may notify us in writing at [privacy@utrakk.com](mailto:privacy@utrakk.com). The only way to stop all processing of your Personal Data is to stop using the UTrakk Application.

### **Opposition to Processing**

In some circumstances, you may oppose the processing of your Personal Data for the purpose of our legitimate interests. Your rights in this regard depend on your country of residence. To exercise your right to opposition, please notify us in writing at [privacy@utrakk.com](mailto:privacy@utrakk.com)

### **Erasure**

You may request the erasure of Personal Data that we hold about you in writing at [privacy@utrakk.com](mailto:privacy@utrakk.com). We will respond to your request as soon as possible (within 30 days of receipt). To erase Personal Data processed on behalf of our clients, you need to contact our client, in most cases your employer, which is in control of the data processing.

If you continue to use the UTrakk Application, we may collect Personal Data about you.

### **Complaints**

If you reside within the European Union, you may make a complaint about the processing of your Personal Data to a supervisory authority tasked with enforcing privacy legislation. This authority may vary according to your country or residence.

If you reside outside of the European Union, this Policy is governed by the laws and regulations in force in Canada and the Canadian authorities shall be exclusively competent to hear complaints based on this Policy or regarding the processing of your Personal Data.

### **Verifications**

We may verify the identity of a person who wishes to access Personal Data. Information provided to verify identity will not be used for other purposes.

## **Policy amendment**

This Policy may be amended to reflect changes in our confidential information and Personal Data processing practices. If an amendment is made, the new Policy will be available using the UTrakk Application and on our website.

We will notify you of any material changes in this Policy by email prior to the effective policy change. Any notice will be sent to the email address you provided in the UTrakk Application.

## **Additional information**

For additional information on how we handle User Data, including confidential information and Personal Data, you may contact us using contact information provided at the beginning of this Policy.