



**Zendesk**

**UK Binding Corporate Rules:**

**Controller Policy**

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# Part I: Introduction

This United Kingdom (“UK”) Binding Corporate Rules: Controller Policy (“**Controller Policy**”) establishes Zendesk's approach to compliance with UK data protection law and specifically to transfers of personal data between Zendesk group members (“**Group Members**” or “**Zendesk**”) (a list of which is available at [Appendix 1](#)).

## **Scope of this Controller Policy**

This Controller Policy applies to all personal data processed by Zendesk as a controller whenever it is collected and used by Zendesk Group Members or as an internal processor on behalf of another Group Member acting as a controller. This Controller Policy applies regardless of whether our Group Members process personal data by manual or automated means.

For an explanation of some of the terms used in this Controller Policy, like "controller", "process", and "personal data", please see the section entitled "Important terms used in this Policy" below.

Group Members process personal data for Zendesk business activities (such as, products and services management, analysis and monitoring, marketing activities, customer support, training and other individualized services we provide our customers), employment administration (including, but not limited to, carry out HR management, payroll, training, recruitment, performance evaluations and analysis, health and safety processing, reporting, physical, network and devices security, strategic projects and transactions, and other HR processing) and vendor management (such as, supply/services and business continuity management). As such, the personal data to which this Policy applies includes:

- CRM and other business management data about Zendesk's current, former and prospective customers (and their representatives), including but not limited to personal, contact and financial details, marketing preferences and other personal data exchanged in the course of regular business.
- human resources data about Zendesk staff members, including but not limited to, employment and evaluations records, identifiers, salary and training details, qualifications, benefits and other HR management-related information, and
- vendor data about Zendesk 's current, former and prospective suppliers and service providers (and their representatives), including, but not limited to contact details, financial details, customer (company) details, and other business related information.

The personal data may be processed in every territory where Group Members or our processors are located.

## **Our collective responsibility to comply with this Controller Policy**

All Group Members and their staff will comply with, and respect, this Controller Policy when processing personal data as a controller, irrespective of the country in which they are located.

In particular, all Group Members who process personal data as a controller will comply with:

- the rules set out in Part II of this Controller Policy;
- the practical commitments set out in Part III of this Controller Policy;
- the third party beneficiary rights set out in Part IV of this Controller Policy; and
- the policies and procedures appended in Part V of this Controller Policy.

Zendesk's management is fully committed to ensuring that all Group Members and their staff comply with this Controller Policy.

Non-compliance may cause Zendesk to be subject to sanctions imposed by and the Information Commissioner and/or UK courts, and may cause harm or distress to individuals whose personal data has not been protected in accordance with the standards described in this Controller Policy.

In recognition of the gravity of these risks, staff members who do not comply with this Controller Policy may be subject to disciplinary or other appropriate action, up to and including dismissal, subject to applicable labour, employment laws and internal Zendesk policies.

## **Relationship with Zendesk's UK Binding Corporate Rules: Processor Policy**

This Controller Policy applies only to personal data that Zendesk processes as a controller (i.e. for its own purposes) or as an internal processor on behalf of another Group Member acting as a controller.

Zendesk has a separate UK Binding Corporate Rules: Processor Policy ("Processor Policy") that applies when it processes personal data as a processor in order to provide a service to a third party (such as a customer).

In some situations, Group Members may act as both a controller and/or internal processor. Where it acts as a processor on behalf of an external controller to provide a service to Zendesk, Group Members will comply both with the Processor Policy.

## **Where will this Controller Policy be made available?**

This Policy will be published on the Zendesk website accessible at [www.zendesk.com](http://www.zendesk.com).

## **Important terms used in this Controller Policy**

For the purposes of this Controller Policy:

- the term **applicable data protection laws** includes the data protection laws applicable to respective Group Members processing of personal data at the time of such processing. Where a UK Group Member transfers personal data under this Controller Policy to a non-UK Group Member, the term applicable data protection laws shall include the UK data protection laws applicable to that UK Group Member (including Europe's General Data Protection Regulation, as incorporated into UK law by the European Union (Withdrawal) Act 2018 (“**UK GDPR**”) and the UK Data Protection Act 2018 (“**DPA 2018**”), as amended (UK GDPR and DPA 2018 collectively “**UK data protection laws**”));
- the term **controller** means the natural or legal person which, alone or jointly with others, determines the purposes and means of the processing of personal data;
- the term **personal data** means any information relating to an identified or identifiable natural person. An identifiable natural person is one who can be identified, directly or indirectly, in particular by reference to an identifier such as a name, an identification number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, mental, economic, cultural or social identity of that natural person;
- the term **processing** means any operation or set of operations which is performed on personal data or on sets of personal data, whether or not by automated means, such as collection, recording, organisation, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction;
- the term **processor** means a natural or legal person which processes personal data on behalf of a controller (for example, a third-party service provider that is processing personal data in order to provide a service to Zendesk);
- the term **sensitive personal data** means information that relates to an individual's racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union membership, genetic data, biometric data for the purpose of uniquely identifying a natural person, data concerning health, or data concerning a natural person's sex life or sexual orientation. It also includes information about an individual's criminal offences or convictions; and
- the term **staff** refers to all employees, temporary staff or equivalent positions in Zendesk engaged by any Zendesk Group Member.

## **How to raise questions or concerns**

If you have any questions regarding this Controller Policy, your rights under this Controller Policy or applicable data protection laws, or any other data protection issues, you can contact the Chief Privacy Officer at the address below. Zendesk's Chief Privacy Officer will either deal with the matter in consultation with the Zendesk Privacy Council or forward it to the appropriate person or department within Zendesk.

**Attention:** Chief Privacy Officer

**Email:** [privacy@zendesk.com](mailto:privacy@zendesk.com)

**Address:** 989 Market Street  
San Francisco, California 94103  
United States

The Zendesk Privacy Council is responsible for ensuring that changes to this Policy are notified to the Group Members and to individuals whose personal data is processed by Zendesk in accordance with [Appendix 9](#).

If you want to exercise any of your data protection rights, please see the data protection rights procedure set out in [Appendix 3](#). Alternatively, if you are unhappy about the way in which Zendesk has used your personal data, Zendesk has a separate complaint handling procedure which is set out in [Appendix 7](#).

## Part II: Controller obligations

This Controller Policy applies in all situations where a Group Member collects, uses and transfers personal data as a controller. All staff and Group Members will comply with the following obligations:

### Rule 1 – Lawfulness:

*Zendesk will be compliant with applicable data protection law and this Controller Policy.*

Zendesk will comply with applicable data protection laws, as well as standards set out in this Controller Policy, when processing personal data.

As such:

- where applicable data protection laws exceed the level of protection of personal data set out in this Controller Policy, Zendesk will comply with those laws; but
- where there are no applicable data protection laws, or where applicable data protection laws do not meet the standards set out by this Controller Policy, Zendesk will process personal data in accordance with this Controller Policy.

Zendesk will ensure it has a lawful basis for processing personal data, consistent with the requirements of applicable data protection laws.

### Rule 2 – Fairness and transparency:

*Zendesk will explain to individuals, at the time their personal data is collected, how their information will be used.*

Zendesk will provide individuals with the Fair Information Disclosures in line with [Appendix 2](#) when we process their personal data.

Zendesk will take appropriate measures to communicate the Fair Information Disclosures to individuals in a concise, transparent, intelligible and easily accessible form, using clear and plain language. The Fair Information Disclosures shall be provided in writing, or by other means, including, where appropriate, by electronic means. They may be provided orally, at the request of an individual, provided that the identity

of that individual is proven by other means. Zendesk will explain how their personal data will be used (usually by means of an easily accessible privacy notice or privacy statement).

This information will be provided when personal data is obtained by Zendesk from the individual or, if not practicable to do so at the point of collection, as soon as possible after collection when data has been obtained from third parties, from a publicly available source, and not directly from the data subject. In limited cases, Zendesk may not need to provide the Fair Information Disclosures (for example, because the individual already has the information, the provision of the Fair Information Disclosures may prove impossible or involve a disproportionate effort, or where otherwise permitted by law). Where this is the case, Zendesk will decide what course of action is appropriate to protect the individual's rights, freedoms and legitimate interests.

Zendesk will follow this Rule 2 unless there is a legitimate basis for not doing so (for example, where it is necessary to safeguard national security or defence, for the prevention or detection of crime, legal proceedings, or where otherwise permitted by law).

**Rule 3 – Purpose limitation:**

*Zendesk will process personal data only for specified, explicit and legitimate purposes and not further process that information in a manner that is incompatible with those purposes.*

Where Zendesk collects personal data in the UK and where UK law requires that Zendesk only process personal data for specified, explicit and legitimate purposes determined at the time of collection and that have been communicated to the individuals concerned in accordance with Rule 2. Zendesk will not process the personal data in a way that is incompatible for those purposes, except in accordance with applicable law.

If Zendesk intends to process personal data for a purpose which is incompatible with the purpose for which the personal data was originally collected, Zendesk may only do so if such processing is permitted by lawful basis. Zendesk will also provide the individual with Fair Information Disclosures about the further processing in accordance with Rule 2.

**Rule 4 – Data minimisation:**

Zendesk will only process personal data that is adequate, relevant and limited in order to properly fulfil the desired



*Zendesk will only process personal data that is adequate, relevant and limited to what is necessary in relation to the purposes for which it is processed.*

processing purposes. Zendesk will not process personal data that is unnecessary to achieve those purposes.

**Rule 5 – Accuracy:**

*Zendesk will keep personal data accurate and, where necessary, up to date.*

Zendesk will take reasonable measures to confirm that the information Zendesk processes is accurate and, where necessary, kept up to date – for example, by actively encouraging individuals to inform Zendesk when their personal data has changed or has otherwise become inaccurate.

Zendesk will take every reasonable step to confirm that personal data that is inaccurate, having regard to the purposes for which they are processed, are erased or rectified without delay.

**Rule 6 – Storage limitation:**

*Zendesk will only keep personal data for as long as is necessary for the purposes for which it is collected and further processed.*

Zendesk will not keep personal data in a form which permits identification of individuals for longer than is necessary for the purposes for which the information is processed, unless there is a legal ground for further processing.

In particular, Zendesk will comply with Zendesk's record retention policies and guidelines as revised and updated from time to time.

**Rule 7 – Security, integrity and confidentiality:**

*Zendesk will implement appropriate technical and organizational measures.*

Zendesk will implement appropriate technical and organizational measures to protect personal data against accidental or unlawful destruction or accidental loss, alteration, unauthorised disclosure or access, in particular where processing involves transmission of personal data over a network, and against all other lawful forms of processing. Such measures will take account the state of the art, the costs of implementation and the nature, scope, context and purposes of processing as well as the risk of varying likelihood

and severity for the rights and freedoms of natural persons. To this end, Zendesk will comply with the requirements in the security policies in place within Zendesk, as revised and updated from time to time, together with any other security procedures relevant to a business area or function.

Zendesk will limit access to personal data to authorized individuals, who will only process personal data on instructions from the relevant Group Member. Such Zendesk staff members are under a duty of confidentiality.

**Rule 8 – Service provider management:**

*Zendesk will ensure that service providers will utilize appropriate and equivalent security measures when processing personal data.*

Where a Group Member appoints a service provider to process personal data on its behalf (i.e. a processor), Zendesk will impose strict contractual terms, in writing, ensuring that service provider will:

- act only in accordance with Zendesk's instructions when processing that personal data, including with regard to international transfers of personal data and onward transfers to a third country;
- to confirm a duty of confidentiality of any individuals who have access to the personal data subject to this Controller Policy;
- have in place appropriate technical and organizational security measures to safeguard the personal data against unauthorised or unlawful processing and against accidental loss, destruction or damage. Such measures will take account the state of the art, the costs of implementation and the nature, scope, context and purposes of processing as well as the risk of varying likelihood and severity for the rights and freedoms of natural persons; only engage a sub-processor if Zendesk has given its prior specific or general written authorization, and on condition the sub-processor agreement protects the personal data to substantially the same standard required of the service provider; and (ii) the service provider remains liable to Zendesk for the performance of the sub-processor's data protection obligations;

- assist Zendesk in ensuring compliance with its obligations as a controller under applicable data protection laws, in particular with respect to reporting personal data breaches under Rule 9, and responding to requests from individuals to exercise their data protection rights;
- return or delete the personal data once it has completed its services, unless law requires storage of the personal data, in line with applicable data protection laws; and
- make available to Zendesk all necessary information in order to demonstrate its compliance with these obligations.

**Rule 9 – Personal Data Breach reporting:**

*Zendesk will comply with any personal data breach reporting requirements that exist under applicable data protection law.*

*In the event a member of Zendesk staff becomes aware of a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorised disclosure of, or access to, personal data transmitted, stored or otherwise processed by Zendesk or its processors/sub-processors, Zendesk staff will notify the Information Security team.*

The Information Security team will review the nature and seriousness of the personal data breach with the privacy team

The privacy team shall be responsible for ensuring that any notifications to the supervisory authority or data subjects, where necessary, are made in accordance with the requirements of applicable data protection law.

**Rule 10 – Data subject rights:**

*Zendesk will enable individuals to exercise their data subject rights in accordance with applicable data protection law.*

In accordance with [Appendix 3](#), Zendesk will honour the following data protection rights: right of access, right to rectification, restriction of processing, erasure, data portability, object to the processing, and to not be subject to automated individual decision making.

Where an individual wishes to exercise any of its data protection rights, Zendesk will respect those rights in

accordance with applicable data protection law by following the Data Protection Rights Procedure (see [Appendix 3](#)).

**Rule 11 – Adequate protection for international transfers:**

*Zendesk will not transfer internationally without ensuring appropriate safeguards for the information in accordance with the standards set out by this Policy.*

Applicable data protection laws may prohibit international transfers of personal data to third countries, unless appropriate safeguards are implemented. This includes transfers of personal data from Group Members to third parties who are not subject to this Controller Policy.

When transferring personal data internationally, or onward transferring personal data to third parties, Zendesk will be consulted so that they can confirm appropriate safeguards.

**Rule 12 – Sensitive personal data:**

*Zendesk will only process sensitive personal data collected in the UK where the individual's explicit consent has been obtained, unless Zendesk has an alternative legitimate basis for processing consistent with applicable data protection law.*

Zendesk will assess whether sensitive personal data is required for the intended purposes before collecting it or otherwise processing.

Before processing sensitive personal data, Zendesk will obtain the individual's explicit consent or will have another lawful basis consistent with the applicable data protection laws.

**Rule 13 – Direct Marketing:**

*Zendesk will allow customers to opt-out of receiving marketing information.*

All individuals have the right to object, free of charge and at any time, to the use of their personal data for direct marketing purposes. Zendesk will honour all such opt-out requests.

**Rule 14 – Automated individual decision-making, including profiling:**

*Zendesk will respect individuals' rights not to be subject to a decision based*

Under UK data protection law, no decision, which produces legal effects concerning an individual, or similarly significantly affects that individual, can be based solely on the automated processing of that individual's personal data, including profiling, unless such decision is:

*solely on automated processing, including profiling, that produces legal effects or similarly significantly affects them.*

- necessary for entering into, or performing, a contract between a Group Member and that individual;
- authorized by applicable data protection law (which in the case of personal data about UK individuals, must UK law); or
- based on the individual's explicit consent.

In the first and third cases above, Zendesk will implement suitable measures to protect the individual's rights and freedoms and legitimate interests, including the right to obtain human intervention, to express his or her view and to contest the decision.

Zendesk will not make automated individual decisions about individuals using their sensitive personal data unless they have given explicit consent under Rule 12 or another lawful basis applies.

#### **Rule 15 – Data Protection Impact Assessments:**

*Zendesk will carry out data protection impact assessments where processing is likely to result in a high risk to rights and freedoms of individuals and consult, where required by law, with the Information Commissioner.*

Where required by applicable data protection laws, Zendesk will carry out data protection impact assessments (DPIAs) whenever the processing of personal data, particularly using new technologies, and taking into account the nature, scope, context and purposes of the processing, is likely to result in a high risk to the rights and freedoms of individuals. Zendesk will carry out a DPIA prior to processing which will contain at least the following:

- A systematic description of the envisaged processing operations and the purposes of the processing;
- An assessment of the necessity and proportionality of the processing operations in relation to the purposes;
- An assessment of the risks to the privacy rights and freedoms of individuals;
- The measures envisaged to address the risks, including safeguards, security measures and

mechanisms to ensure the protection of personal data and demonstrate compliance with applicable data protection laws.

Where the DPIA indicates that the processing would still result in a high risk to individuals, Zendesk will consult with the Information Commissioner where required by applicable data protection laws.

#### **Rule 16 – Data protection by design and by default**

*Zendesk will apply data protection by design and by default when designing and implementing new products and systems.*

When designing and implementing new products and systems which process personal data, Zendesk will take into account the state of the art, cost of implementation and the nature, scope, context and purposes of processing as well as the risks of varying likelihood and severity for rights and freedoms of individuals posed by the processing, implement data protection by design and by default, where required by applicable data protection laws. This means implementing appropriate technical and organizational measures that:

- are designed to implement the data protection principles in an effective manner and to integrate the necessary safeguards in order to protect the rights of individuals and meet the requirements of applicable data protection laws ("privacy by design"); and
- confirm that, by default, personal data is not made accessible to an indefinite number of people without the individual's intervention ("privacy by default").

## Part III: Delivering compliance in practice

To ensure Zendesk follows the rules set out in this Controller Policy, in particular the obligations set out in Part II of this Controller Policy, Zendesk and all of its Group Members will also comply with the following practical commitments:

### Resourcing and Compliance:

*Zendesk will have appropriate staff and support to oversee privacy compliance throughout the business.*

Zendesk has appointed its Chief Privacy Officer to oversee and confirm compliance with this Controller Policy. The Chief Privacy Officer is supported by the Zendesk Privacy Council, who is responsible for overseeing and enabling day-to-day compliance with this Controller Policy at a regional and compliance level. Privacy Council is further supported by members, who staff the broader privacy team, including members of the Privacy Council, legal and other internal departments.

A summary of the roles and responsibilities of Zendesk's privacy team is set out in [Appendix 4](#).

### Privacy Training:

*Zendesk will ensure staff are educated about the need to protect personal data in accordance with this Controller Policy.*

Group Members will provide appropriate training to staff who:

- have permanent or regular access to personal data; or
- who are involved in the processing of personal data or in the development of tools used to process personal data.

Zendesk will provide such training in accordance with the Training Requirements attached as [Appendix 5](#).

### Records of Data Processing:

*Zendesk will maintain records of the data processing activities under its responsibility as required by*

Zendesk will maintain a record of the processing activities that it conducts in accordance with applicable UK data protection laws. These records will be kept in writing (which may mean in electronic form) and Zendesk will make these records available to the Information Commissioner upon request.

*applicable UK data protection laws.*

The Chief Privacy Officer is responsible for ensuring that such records are maintained.

**Audit:**

*Zendesk will have data protection audits on a regular basis.*

Zendesk will have data protection audits on a regular basis, which may be conducted by either internal or external accredited auditors. In addition, Zendesk will conduct data protection audits on specific request from the Privacy Council.

Zendesk will conduct any such audits in accordance with the Audit Protocol set out in [Appendix 6](#).

**Complaint handling:**

*Zendesk will enable individuals to raise data protection complaints and concerns.*

Group Members will enable individuals to raise data protection complaints and concerns (including complaints about processing under this Controller Policy) by complying with the Complaint Handling Procedure (see [Appendix 7](#)).

**Cooperation with the Information Commissioner:**

*Zendesk will always cooperate with the Information Commissioner.*

Group Members will cooperate with the Information Commissioner by complying with the Cooperation Procedure (see [Appendix 8](#)).

**Updates to this Controller Policy:**

*Zendesk will update this Controller Policy in accordance with its Updating Procedure.*

Whenever updating Zendesk's Controller Policy Zendesk will comply with the Updating Procedure set out in [Appendix 9](#).



**Conflicts between this Controller Policy and national legislation:**

*Zendesk will take care where local laws conflict with this Controller Policy, and act responsibly to confirm a high standard or protection for the personal data in such circumstances.*

If applicable data protection laws prevent any Group Member from fulfilling its obligations under the Controller Policy or otherwise is likely to have a substantial adverse effect on the guarantees provided by the Controller Policy, the Group Member will promptly inform the Chief Privacy Officer, unless otherwise prohibited by law.

Where there is a conflict between the legislation applicable to Zendesk and this Controller Policy, the Chief Privacy Officer will make a responsible decision on the action to take and will report to the Information Commissioner, where conflict is likely to have a substantial adverse effect on the guarantees provided by this Controller Policy, unless otherwise prohibited by law, in which case, Zendesk will use its best efforts to waive this prohibition in order to communicate as much information as it can and as soon as possible, and document such efforts.

**Government requests for disclosure of personal data:**

If a Group Member receives a legally binding request for disclosure of personal data subject to this Controller Policy, by a law enforcement or government authority or state security body, it will comply with the Government Data Request Procedure set out in [Appendix 10](#).

# Part IV: Third party beneficiary rights

## **Application of Part IV of this Controller Policy**

Part IV of this Controller Policy applies where individuals' personal data are protected under UK data protection laws (including the General Data Protection Regulation). This is the case when:

- those individuals' personal data are processed in the context of the activities of a Group Member (or its third party processor) established in the UK;
- a non-UK Group Member (or its third-party processor) offers goods and services (including free goods and services) to those individuals in the UK; or
- a non-UK Group Member (or its third-party processor) monitors the behaviour of those individuals, as far as their behaviour takes place in the UK;

and that Group Member then transfers those individuals' personal data to a non-UK Group Member for processing under this Controller Policy.

## **Entitlement to effective remedies**

When Part IV of this Controller Policy applies, individuals have the right to pursue effective remedies in the event their personal data is processed by Zendesk in breach of the following provisions of this Policy:

- Parts II (Controller Obligations) of this Controller Policy;
- Paragraphs 5 (Complaints Handling), 6 (Cooperation with the Information Commissioner), 8 (Conflicts between this Policy and national legislation) and 9 (Government requests for disclosure of personal data) under Part III of this Controller Policy; and
- Part IV (Third Party Beneficiary Rights) of this Controller Policy.

## **Individuals' third party beneficiary rights**

When Part IV of this Controller Policy applies, individuals may exercise the following rights:

- Complaints: Individuals may complain to a Group Member and/or to the Information Commissioner, in accordance with the Complaints Handling Procedure at [Appendix 7](#);
- Proceedings: Individuals may commence proceedings against a Group Member for violations of this Controller Policy, in accordance with the Complaints Handling Procedure at [Appendix 7](#);
- Compensation: Individuals who have suffered material or non-material damage as a result of an infringement of this Controller Policy have the right to receive compensation from Zendesk for

the damage suffered as determined by a UK court in accordance the Complaints Handling Procedure at [Appendix 7](#);

- Transparency: Individuals also have the right to obtain a copy of the Controller Policy on request to the privacy team at [privacy@zendesk.com](mailto:privacy@zendesk.com).

### **Responsibility for breaches by non-UK Group Members**

Zendesk UK Limited will be responsible for ensuring that any action necessary is taken to remedy any breach of this Policy by a non-UK Group Member.

In particular:

- If an individual can demonstrate damage it has suffered likely occurred because of a breach of this Controller Policy, Zendesk UK Limited will have the burden of proof to show that the non-UK Group Member is not responsible for the breach, or that no such breach took place.
- Where a non-UK Group Member fails to comply with this Controller Policy, individuals may exercise their rights and remedies above against Zendesk UK Limited and, where appropriate, receive compensation (as determined by a UK court or other competent authority) from Zendesk UK Limited for any material or non-material damage suffered as a result of a breach of this Policy.

### **Shared liability for breaches with processors**

Where Zendesk has engaged a third-party processor to conduct processing on its behalf, and both are responsible for harm caused to an individual by processing in breach of this Controller Policy, Zendesk accepts that both Zendesk and the processor may be held liable for the entire damage in order to provide effective compensation of the individual.

# Part V: Appendices



**Zendesk**

**UK Binding Corporate Rules:**

**Appendix 1**

**List of Group Members**

<b>Name of entity</b>	<b>Registered address</b>	<b>Registration number</b>
Zendesk, Inc.	989 Market St San Francisco, CA 94103 United States	Delaware: 4661237
Zendesk Brasil Software Corporativo Ltda	Av Paulista, 854, Andar 10 Sala 1.010, Bela Vista, Sao Paulo SP, CEP 01310-913 Brazil	CNPJ No: 19.722.152/0001-26
Zendesk UK Limited	30 Eastbourne Terrace, London, W2 6LA, United Kingdom	07622459
Zendesk International Limited	55 Charlemont Place, St. Kevins, Dublin, D02 F985, Ireland	519184
Zendesk APS	Snaregade 12, 2nd & 3rd floor DK-1205 København K Denmark	30801830
Zendesk Pty., Ltd	3/395 Collins Street, Melbourne, VIC 3000 Australia	151 424 770
Kabushiki Kaisha Zendesk	2-1, Kyobashi 2-chome, Chuo-ku ,20th Floor Unit: 2001-4 Tokyo, Japan, 104-0031	0104-01-104446
Zendesk Incorporated	30th floor, Net Park Building, 5th Ave., E-Square, Crescent Park West, The Fort, (Taguig City, Metro Manila, 1634 Fort Bonifacio, Philippines	CS201400321
Zopim Technologies Pte.	401 Commonwealth Drive #07-01 Haw Par Technocentre, Singapore 149598	201009107C
Zendesk GmbH	Zendesk GmbH, c/o WeWork, Neue Schönhauser Straße 3 – 5, Germany	HRB 166170 B
Zendesk Singapore Pte. Ltd.	9 Straits View #10-08, Marina One West Tower, Singapore	201009107C
We Are Cloud SAS	266 place Ernest Granier, Ark Jacques Coeur 34000 Montpellier, France	513568330 00040
Base sp. z o. o. (Base spółka z ograniczoną odpowiedzialnością)	Wycóżkowskiego 7, 30-118 Kraków, Poland	0000433377

Zendesk Technologies Private Limited	Zendesk Technologies Pvt. Limited, WeWork Galaxy #43, Residency Road, Srinivas Nagar, Shanthala Nagar, Ashok Nagar, Bangalore 560 025, India	U72200KA2016FTC093304
FutureSimple Inc.	Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, 19801, United States	Delaware: 4659947
Zendesk Korea LLC	WeWork Gangnam Station, 373 Gangnam-daero Seocho-gu, South Korea	110115-0007175
Smooch Technologies ULC	1600 - 925 West Georgia Street, Vancouver, British Columbia V6C 3L2, Canada	BC1208247
Cleverly, Unipessoal, LDA	Avenida da Liberdade, 249, 8 <sup>o</sup> , 1250-143, Lisbon, Portugal	515 089 320
Zendesk Technologies Spain S.L.	Paseo de la Castellana, 35 - 5 <sup>a</sup> planta 28046 Madrid	Q24PN74
Zendesk S. de R.L. de C.V.	Avenida Presidente Masaryk 111, 1st floor, Polanco V Sección, Miguel Hidalgo, zip 11560, Mexico City, Mexico	N-201703194
ZD Sub Holdings	3500 South Dupont Highway, Dover, DE 19901	5420319
Zendesk Sweden AB	Bolagsratt Sundsvall AB, Box 270, 851 04 Sundsvall, Stockholm, Sweden	559369-0356
Smooch Technologies US Inc.	Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, United States	Delaware: 6023662
Zoro TopCo, LP	Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, United States	Delaware: 7122933
Zendesk Netherlands B.V.	Strawinskylaan 4117, 1077ZX Amsterdam, Netherlands	864472390
Tymeshift Portugal, Unipessoal Lda	Travessa da Trindade, N.o 16, 3C 1200-443 Lisboa	515890340
Tymeshift doo Novi Sad	BULEVAR OSLOBODENJA 83, Novi Sad 21000, Serbia	21551945
Tymeshift, Inc.	Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, United States	Delaware: 7650050



**Zendesk**

**UK Binding Corporate Rules:**

**Appendix 2**

**Fair Information Disclosures**



## 1. Background

1.1 Zendesk's "UK Binding Corporate Rules: Controller Policy" (the "**Controller Policy**") provides a framework for the transfer of personal data between Zendesk Group Members.

1.2 This Fair Information Disclosure document sets out the transparency information that Zendesk will provide to individuals when processing their personal data as a controller under the Controller Policy.

## 2. Information to be provided where Zendesk collects personal data directly from individuals as a controller under the Controller Policy.

2.1 When Zendesk collects personal data directly from individuals, it must provide the following transparency information:

- (a) the **identity** of the data controller and its contact details;
- (b) the contact details (such as an email) of the **data protection officer**, where applicable;
- (c) the **purposes** of the processing for which the personal data are intended as well as the legal basis for the processing;
- (d) where the processing is based on Zendesk's or a third party's legitimate interests, the **legitimate interests** pursued by Zendesk or by the third party;
- (e) the **recipients** or categories of recipients of their personal data (if any); and
- (f) where applicable, the fact that a Group Member in the UK **intends to transfer personal data** to a third country or international organisation outside of the UK, and the measures that the Group Member will take to ensure the personal data remains protected in accordance with UK law.

2.2 In addition to the information above, Zendesk will, at the time when personal data are obtained, provide individuals with the following further information necessary to ensure fair and transparent processing:

- (a) the **period** for which the personal data will be stored, or if that is not possible, the criteria used to determine that period;
- (b) information about the **individuals' rights** to request access to, rectify or erase their personal data, as well as the right to restrict or object to the processing, and the right to data portability;
- (c) where the processing is based on consent, the existence of the right to **withdraw consent** at any time, without affecting the lawfulness of processing based on consent before its withdrawal;
- (d) the **right to lodge a complaint** with the Information Commissioner;
- (e) whether the provision of personal data is a statutory or contractual requirement, or a requirement necessary to enter into a contract, as well as whether the individual is obliged to provide the personal data and of the possible consequences of failure to provide such information; and
- (f) the existence of automated decision-making, including profiling, and, where such decisions may have a legal effect or significantly affect the individuals whose personal data are collected, any meaningful information about the logic involved, as well as the significance and the envisaged consequences of such processing for those individuals.

2.3 The transparency information described in this paragraph will be provided at the time that Zendesk obtains the personal data from the individual.

### **3. Information to be provided where Zendesk collects personal data about individuals from a third party source as a controller under the Controller Policy.**

3.1 When Zendesk collects personal data from a third party source (that is, someone other than the individual), it must provide the following transparency information:

- (a) the information described in paragraphs 2.1 and 2.2 above;
- (b) the categories of personal data that are being processed; and

- (c) details of the third party source from which Zendesk obtained the personal data including, if applicable, identifying whether the personal data came from publicly accessible sources.

3.2 The transparency information described in this paragraph must be provided within a reasonable period after Zendesk obtains the personal data and, at the latest, within one month, having regard to the specific circumstances in which the personal data are processed. In addition:

- (a) if the personal data are to be used for communication with the individual, the transparency information described in this paragraph must be provided at the latest at the time of the first communication to that individual; and
- (b) if a disclosure of the personal data to another recipient is envisaged, the transparency information described in this paragraph must be provided at the latest when the personal data are first disclosed.

#### **4. Derogations from providing transparency disclosures.**

4.1 The requirements to provide transparency information as described in this Fair Information Disclosures document shall not apply where and insofar as:

- (a) the individual already has the information;
- (b) the provision of such information provides impossible or would involve a disproportionate effort, and Zendesk takes appropriate measures, consistent with the requirements of applicable data protection laws, to protect the individual's rights and freedoms and legitimate interests, including by making the transparency information publicly available;
- (c) obtaining or disclosure is expressly laid down by applicable laws to which Zendesk is subject and these laws provide appropriate measures to protect the individual's legitimate interests;
- (d) where the personal data must remain confidential subject to an obligation of professional secrecy regulated by applicable laws to which Zendesk is subject, including a statutory obligation of secrecy.



**Zendesk**

**UK Binding Corporate Rules:**

**Appendix 3**

**Data Subject Rights Procedure**

## 1. Introduction

- 1.1 Zendesk's "UK Binding Corporate Rules: Controller Policy" and "UK Binding Corporate Rules: Processor Policy" (together the "**Policies**" or, respectively, the "**Controller Policy**" and the "**Processor Policy**") safeguard personal data transferred between the Zendesk Group Members.
- 1.2 Individuals whose personal data is processed by Zendesk under the Policies have certain data protection rights, which they may exercise by making a request to the controller of their information (whether the controller is Zendesk or a Customer) (a "**Data Protection Rights Request**").
- 1.3 This UK Binding Corporate Rules: Data Protection Rights Procedure ("**Procedure**") describes how Zendesk will respond to any Data Protection Rights Requests it receives from individuals whose personal data is processed and transferred under the Policies.
- 1.4 Individuals whose personal data is collected and / or used in the UK (even if subsequently transferred to other Group Members) under the Policies are entitled to certain data protection rights which they may exercise by making a request to the controller of their personal data (whether the controller is Zendesk or a Customer) (a "**Data Protection Rights Request**").  
  
This UK Binding Corporate Rules: Data Protection Rights Procedure ("**Procedure**") describes how Zendesk will respond to Data Protection Rights Requests it receives from such individuals whose personal data are processed and transferred under the Policies.
- 1.5 Where a data subject rights request is subject to UK data protection law because it is made in respect of personal data collected and/or used in the UK, such a request will be dealt with by Zendesk in accordance with this Procedure, but where the applicable UK data protection law requires a higher level of protection for personal data than this Procedure, the local data protection law will prevail.

## 2. Individuals' data protection rights

2.1 Zendesk will assist individuals to exercise the following data protection rights, consistent with the requirements of applicable data protection laws:

- (a) **The right to access:** This is a right for individuals to obtain confirmation whether a controller processes personal data about them and, if so, to be provided with access to, and a copy of, that personal data. The process for handling this type of request is described further in paragraph 4 below.
- (b) **The right to rectification:** This is a right for individuals to require a controller to rectify without undue delay any inaccurate personal data a controller may process about them. The process for handling this type of request is described further in paragraph 5 below.
- (c) **The right to erasure:** This is a right for individuals to require a controller to erase personal data about them on certain grounds – for example, where the personal data is no longer necessary to fulfil the purposes for which it was collected. The process for handling this type of request is described further in paragraph 5 below.
- (d) **The right to restriction:** This is a right for individuals to require a controller to restrict processing of personal data about them on certain grounds. The process for handling this type of request is described further in paragraph 5 below.
- (e) **The right to object:** This is a right for individuals to object, on grounds relating to their particular situation, to a controller's processing of personal data about them, if certain grounds apply. The process for handling this type of request is described further in paragraph 5 below.
- (f) **The right to data portability:** This is a right for individuals to receive personal data concerning them from a controller in a structured, commonly used and machine readable format and to transmit that data to another controller, if certain grounds apply. The process for handling this type of request is described further in paragraph 6 below.

### 3. Responsibility to respond to a Data Protection Rights Request

#### 3.1 Overview

3.1.1 The controller of an individual's personal data is primarily responsible for responding to a Data Protection Rights Request and for helping the individual concerned to exercise rights under applicable data protection laws.

3.1.2 An individual contacts Zendesk to make any Data Protection Rights Request then:

- (a) where Zendesk is the controller of that individual's personal data under the Controller Policy, Zendesk will help the individual to exercise such data protection rights directly in accordance with this Procedure; and
- (b) where Zendesk processes that individual's personal data as a processor on behalf of a Customer under the Processor Policy, Zendesk will promptly direct the individual to Customer/controller and provide Customer with reasonable assistance to help the individual to exercise such rights in accordance with the Customer's duties under applicable data protection laws.

#### 3.2 Assessing responsibility to respond to a Data Protection Rights Request.

3.2.1 If a Group Member receives a Data Protection Rights Request from an individual, it will pass the request to [privacy@zendesk.com](mailto:privacy@zendesk.com) promptly upon receipt indicating the date on which it was received the request together with any other information which may assist Zendesk privacy team to respond to the request.

3.2.2 The Zendesk privacy team will make an initial assessment of the request as follows:

- (a) the Zendesk privacy team will determine whether Zendesk is a controller or processor of the personal data that is the subject of the request;
- (b) where Zendesk privacy team, determines that Zendesk is a controller of the personal data, Zendesk will then determine whether the request has been made validly under applicable data protection laws (in accordance with section 3.3 below), whether an exemption applies (in accordance with section

3.4 below), and respond to the request (in accordance with section 3.5 below); and

- (c) where Zendesk privacy team, determines that Zendesk is a processor of the personal data on behalf of a Customer, it will promptly direct the individual to the Customer in accordance with its contract terms with that Customer and will not respond to the request directly unless authorised to do so by the Customer under its contract with Zendesk.

### 3.3 Assessing the validity of a Data Protection Rights Request.

- (a) If the Zendesk privacy team determines that Zendesk is the controller of the personal data that is the subject of the request, it will contact the individual promptly in writing to confirm receipt of the Data Protection Rights Request.
- (b) A Data Protection Rights Request must generally be made in writing, which can include email, unless applicable data protection laws allow a request to be made orally. A Data Protection Rights Request does not have to be official or mention data protection law to qualify as a valid request.
- (c) If Zendesk has reasonable doubts concerning the identity of the individual making a request, it may request such additional information as is necessary to confirm the identity of the individual making the request. Zendesk privacy team may also request any further information, which is necessary to take action on the individual's request.

### 3.4 Exemptions to a Data Protection Rights Request.

- (a) Zendesk privacy team will not refuse to act on Data Protection Rights Request, unless it can demonstrate that an exemption applies under applicable data protection laws.
- (b) Zendesk privacy team may be exempt under applicable data protection laws from fulfilling the Data Protection Rights Request (or be permitted to charge a reasonable fee taking into account the administrative costs of providing the information or communication or taking the action requested) if it can demonstrate that the individual has made a manifestly unfounded or



excessive request (in particular, because of the repetitive character of the request).

- (c) If Zendesk decides not to take action on the Data Protection Rights Request, Zendesk will inform the individual without delay and at the latest within one (1) month of receipt of the request of the reasons for not taking action and on the possibility of lodging a complaint with the Information Commissioner and seeking a judicial remedy.

### 3.5 Responding to a Data Protection Rights Request.

- (a) Where Zendesk is the controller of the personal data that is the subject of the Data Protection Rights Request, and Zendesk has already confirmed the identity of the requestor and has sufficient information to enable it to fulfil the request (and no exemption applies under applicable data protection laws), then Zendesk will handle the Data Protection Rights Request in accordance with paragraphs 4, 5, or 6 below (as appropriate).
- (b) Zendesk will respond to a Data Protection Rights Request without undue delay and in no case later than one (1) month of receipt of that request. This one (1) month period may be extended by two (2) further months where necessary, taking into account the complexity and number of the requests.

## 4. Requests for access to personal data ("data subject access requests")

### 4.1 Overview

4.1.1 An individual is entitled to make a request to a controller to require it to provide the following information concerning processing of their personal data:

- (a) Confirmation as to whether the controller holds and is processing personal data about them;
- (b) If so, a description of the personal data and categories of personal data concerned, the envisaged period for which the personal data will be stored, the purposes for which they are being held and processed and the recipients or classes of recipients to whom the data is, or may be, disclosed by the controller;

- (c) Information about the individual's right to request rectification or erasure of their personal data or to restrict or object to its processing;
  - (d) Information about the individual's right to lodge a complaint with the Information Commissioner;
  - (e) Information about the source of the personal data if it was not collected from the individual;
  - (f) Details about whether the personal data is subject to automated decision-making which produces legal effects concerning the individual or similarly significantly affects them; and
  - (g) Where personal data is transferred from the UK to a country outside of the UK, the appropriate safeguards that Zendesk has put in place relating to such transfers in accordance with UK data protection laws.
- 4.1.2 An individual is also entitled to request a copy of their personal data from the controller. Where an individual makes such a request, the controller must provide that personal data to the individual in intelligible form.
- 4.2 Process for responding to data subject access requests.
- 4.2.1 If Zendesk receives a data subject access request from an individual, this will be sent to [privacy@zendesk.com](mailto:privacy@zendesk.com) promptly to make an initial assessment of responsibility consistent with the requirements of paragraph 3.2 above.
- 4.2.2 Where Zendesk determines it is the controller of the personal data and responsible for responding to the individual directly (and that no exemption to the right of access applies under applicable data protection laws), Zendesk privacy team will arrange a search of all relevant electronic and paper filing systems.
- 4.2.3 The Zendesk privacy team may refer any complex cases to the Chief Privacy Officer for advice, particularly where the request includes information relating to third parties or where the release of personal data may prejudice commercial confidentiality or legal proceedings.

4.2.4 The information that must be disclosed to the individual will be collated by the Zendesk privacy team into a readily understandable format. Information required to be provided in response to a data subject access request (including the information described in paragraph 4.1.1) will be provided.

4.3 Exemptions to the right of access

4.3.1 A valid data subject access request may be refused on the following grounds:

- (a) Where the data subject access request is made to a UK Group Member, if the refusal to provide the information is consistent with the data protection law within the jurisdiction in which that Group Member is located.
- (b) Where the personal data is held by Zendesk in non-automated form that is not or will not become part of a filing system.
- (c) Where the personal data does not originate from the UK, has not been processed by any UK Group Member, and the provision of the personal data requires Zendesk to use disproportionate effort.

4.3.2 The Zendesk privacy team will assess each request individually to determine whether any of the above-mentioned exemptions applies.

## **5. Requests to correct, update or erase personal data, to restrict or cease processing personal data**

5.1 If a request is received to correct, update or erase personal data, or to restrict or cease processing of an individual's personal data, this request will be sent to the Zendesk privacy team at [privacy@zendesk.com](mailto:privacy@zendesk.com) promptly to make an initial assessment of responsibility consistent with the requirements in 3.2 above.

5.2 Once an initial assessment of responsibility has been made then:

- (a) where Zendesk is the controller of that personal data, the request will be notified to the Zendesk privacy team promptly for it to consider and handle, as appropriate in accordance with applicable data protection laws.

(b) where a Customer is the controller of that personal data, Zendesk will promptly direct the data subject to the Customer/controller. Zendesk will assist the Customer to fulfil the request in accordance with the terms of its contract with the Customer.

5.3 To assist the Zendesk privacy team in assessing an individual's objection to processing of such personal data, the grounds upon which an individual may object are when:

(a) Zendesk processes the personal data on grounds that:

(i) the processing is necessary for the performance of a task carried out in the public interest or in the exercise of official authority vested in Zendesk;

(ii) the processing is necessary for the purposes of legitimate interests pursued by Zendesk or by a third party; or

(iii) including profiling based on those grounds. When an individual raises an objection in such circumstances, Zendesk will no longer process the personal data unless it demonstrates compelling legitimate grounds for the processing which override the interests, rights and freedoms of the individual or for the establishment, exercise or defence of legal claims.

(b) Zendesk processes the personal data for direct marketing purposes, including profiling to the extent that it is related to direct marketing. When an individual raises an objection in such circumstances, Zendesk will no longer process the personal data for such direct marketing purposes.

5.4 To assist the Zendesk privacy team in assessing an individual's request for restriction of processing of his or her personal data, the grounds upon which an individual may request restriction are when:

(a) the accuracy of the personal data is contested by the individual, for a period enabling Zendesk to verify the accuracy of the personal data;

- (b) the processing is unlawful and the individual opposes the erasure of the personal data and requests the restriction of its use instead;
- (c) Zendesk no longer needs the personal data for the purposes of the processing, but it is required by the individual for the establishment, exercise or defence of legal claims; or
- (d) the individual has exercised his or her right to object pending the verification whether the legitimate grounds of the Controller override his or her objection right.

5.5 To assist the Zendesk privacy team in assessing an individual's request for erasure of such personal data, the grounds upon which an individual may request erasure are when:

- (a) the personal data are no longer necessary in relation to the purposes for which they were collected or otherwise processed;
- (b) the individual withdraws consent on which the processing is based and there is no other legal ground for the processing;
- (c) the individual exercises its right to object to processing of such personal data and there are no overriding legitimate grounds for continue processing;
- (d) the personal data have been unlawfully processed;
- (e) the personal data have to be erased for compliance with a legal obligation to which the controller is subject; and
- (f) the personal data have been collected in relation to the offer of information society services to a child under the age of 16 and a parent or guardian has not consented to the processing.

5.6 When Zendesk will rectify or erase personal data, either in its capacity as controller or on instruction of a Customer when it is acting as a processor, Zendesk will notify other Group Members and any sub-processor to whom the personal data has been disclosed so that they can also update their records accordingly.

5.7 Where Zendesk acting as a Controller will restrict processing of an individual's personal data, it will inform the individual before it subsequently lifts any such restriction.

5.8 If Zendesk acting as controller has made the personal data public, and is obliged to erase the personal data pursuant to a Data Protection Rights Request, it must take reasonable steps, including technical measures (taking account of available technology and the cost of implementation), to inform controllers which are processing the personal data that the individual has requested the erasure by such controllers of any links to, or copy or replication of, the personal data.

## **6. Right to data portability**

6.1 If an individual makes a Data Subject Rights Request to Zendesk acting as controller to receive the personal data that they have provided to Zendesk in a structured, commonly used and machine-readable format and/or to transmit directly such data to another controller (where technically feasible), Zendesk's privacy team will consider and handle the request appropriately in accordance with applicable data protection laws insofar as the processing is based on that individual's consent or on the performance of, or steps taken at the request of the individual prior to entry into, a contract.

## **7. Questions about this Procedure**

7.1 All queries relating to this Procedure are to be addressed to [privacy@zendesk.com](mailto:privacy@zendesk.com).



Zendesk

UK Binding Corporate Rules:

Appendix 4

Privacy Compliance Structure

## 1. Introduction

1.1 Zendesk's compliance with global data protection laws and the "UK Binding Corporate Rules: Controller Policy" and "UK Binding Corporate Rules: Processor Policy" (together the "**Policies**" or, respectively, the "**Controller Policy**" and the "**Processor Policy**") is overseen and managed throughout all levels of the business by a global, multi-layered, cross-functional privacy compliance structure. Further information about Zendesk's Privacy Council is set out below and a list of the current members of the Zendesk Privacy Council is provided in [Appendix 1](#).

## 2. Role of the Privacy Council

2.1 Privacy Council role: The Zendesk group of companies ("**Zendesk**") have established a privacy compliance team (the "**Privacy Council**") whose role is to ensure and oversee Zendesk's compliance with data protection and information security requirements. The Privacy Council, which is supported by a broader privacy team, will achieve this through the fulfillment of its responsibilities described below.

2.2 Board reporting: The Privacy Council will report and make recommendations to Zendesk senior management and the Board of Directors (the "**Board**") on a regular basis concerning:

- Zendesk's compliance with legal and regulatory requirements concerning data protection and information security;
- the content, implementation and effectiveness of Zendesk's data protection and information security policies and processes; and
- any data protection and information security incidents experienced, the measures taken to remedy or mitigate those incidents, and the steps taken to prevent their reoccurrence.

## 3. Privacy Council Composition

3.1 Membership of the Privacy Council: The Privacy Council shall consist of a cross-functional group of senior staff members from various Zendesk offices (see [Appendix 1](#) for current members).



- 3.2 New members: Additional or replacement members of the Privacy Council shall be nominated and approved by majority approval of the Privacy Council. The Chief Privacy Officer shall have the casting vote in the event of a tied vote.

#### **4. Meetings**

- 4.1 Frequency of meetings: The Privacy Council shall meet at least once per quarter, and more often if the Privacy Council deems it necessary to carry out its responsibilities under this charter, to address a change in applicable legal or regulatory requirements or to respond to a data protection or information security incident.
- 4.2 Quorum and voting requirements: A majority of the members of the Privacy Council shall constitute a quorum for purposes of holding a meeting and the Privacy Council may act by a vote of a majority of the members present at such meeting. The Chief Privacy Officer shall have the casting vote in the event of a tied vote.

#### **5. Responsibilities of the Privacy Council**

- 5.1 Responsibilities: The Privacy Council will have the following responsibilities and authority:

##### **A. Accountability**

- The Privacy Council shall be accountable for managing and implementing Zendesk's compliant data protection and information security practices and procedures within Zendesk, and for ensuring that effective data protection and information security controls exist whenever Zendesk discloses personal data to a third party service provider.
- The Privacy Council will serve as a central contact point for any data protection related questions or concerns (via the contact e-mail address [privacy@zendesk.com](mailto:privacy@zendesk.com)), whether raised by internal Zendesk staff members or external Zendesk customers and suppliers, and will oversee the resolution of those questions or concerns.

## **B. Review of data protection policies and procedures**

- The Privacy Council will evaluate, implement and oversee data protection and information security compliance practices within Zendesk that are consistent with the requirements of applicable laws and Zendesk's policies, strategies and business objectives.
- The Privacy Council will periodically assess Zendesk's data protection and information security compliance measures, accomplishments, and resources to ensure their continued effectiveness and identify and action improvements where necessary.
- The Privacy Council may discuss with senior management the data protection and information security legal and regulatory requirements applicable to Zendesk and its compliance with such requirements. After these discussions, the Privacy Council may, where it determines it appropriate, make recommendations to the Chief Privacy Counsel (who, in turn, will report any material amendments or modifications to the Board) with respect to Zendesk's data protection and information security policies and procedures to ensure ongoing compliance with applicable laws and regulations.
- The Privacy Council will also periodically (at a minimum, annually, and more frequently, when appropriate due to changes in applicable data protection laws) review and assess the continued effectiveness and adequacy of the Policies. Where necessary, it will recommend to the Chief Privacy Officer any amendments or modifications it believes are necessary (who, in turn, will report any material amendments or modifications to the Board).

## **C. Training and awareness raising**

- The Privacy Council will be responsible for instituting and overseeing the adequacy of Zendesk's data protection training program for Zendesk staff that have access to personal data.

- The Privacy Council will promote privacy awareness across all business units, functional areas and geographies through data protection communications and awareness-raising initiatives.
- The Privacy Council shall ensure that any updates to its data protection and information security policies are communicated to staff and, where required, Zendesk customers and the Information Commissioner.

#### **D. Audits**

- The Privacy Council will provide input on audits undertaken of Zendesk's data protection and information security policies and procedures, coordinating responses to audit findings and responding to audit enquiries of its internal or external auditors, the Information Commissioner, and Zendesk customers.

#### **E. Annual performance evaluation**

- The Privacy Council shall once a year evaluate its own performance and report the findings and recommendations of such evaluation to the Chief Privacy Officer.

#### **F. Risk assessment**

- The Privacy Council shall regularly assess whether Zendesk's data protection and information security policies, procedures and guidance expose Zendesk to any material compliance risks and, where this is the case, identify the steps that Zendesk may take to mitigate or remedy such risks.
- The Privacy Council may discuss with senior management legal matters (including pending or threatened litigation) that may have a material effect on Zendesk's finances, reputation or its data protection and information security compliance policies and procedures.

**G. Engagement of Advisors**

- The Privacy Council may engage independent counsel and such other advisors it deems necessary or advisable to help it perform its responsibilities for data protection and information security.

## Appendix 1: Members of the Zendesk Privacy Council

Name	Title
<b>James Fash</b>	<b>General Counsel - Interim</b>
<b>Shannon Ralich</b>	<b>VP, Interim Chief Privacy Officer - Associate General Counsel, Privacy, Product, Employment, Litigation &amp; IP</b>
<b>Pat Copeland</b>	<b>Chief Engineering Officer</b>
<b>Vinay Patel</b>	<b>Chief Trust &amp; Security Officer</b>
<b>Max McCal</b>	<b>Director, Product Management</b>
<b>Pablo Kenney</b>	<b>Vice President, Product</b>
<b>Jonathan Aniano</b>	<b>SVP Product, CRM Applications</b>
<b>Gary Aliff</b>	<b>Acting CIO &amp; VP Employee Experience Systems</b>
<b>Kelly Waldher</b>	<b>Chief Marketing Officer</b>
<b>Mariah Schuknecht</b>	<b>Vice President, People Operations</b>



**Zendesk**

**UK Binding Corporate Rules:**

**Appendix 5**

**Privacy Training Requirements**

## 1. Background

- 1.1 The “UK Binding Corporate Rules: Controller Policy” and “UK Binding Corporate Rules: Processor Policy” (together the “**Policies**” or, respectively, the "**Controller Policy**" and the "**Processor Policy**") provide a framework for the transfer of personal data between Zendesk group members ("**Group Members**"). The purpose of the Privacy Training Requirements document is to provide a summary as to how Zendesk trains its staff on the requirements of the Policies.
- 1.2 Zendesk trains its staff (including new hires, temporary staff and individual contractors, whose roles will bring them into contact with personal data) on the basic principles of data protection, confidentiality and information security awareness. This includes training on applicable data protection laws, including UK data protection laws.
- 1.3 Zendesk staff who have permanent or regular access to personal data, who are involved in the collection of personal data or in the development of tools to process personal data receive additional, tailored training on the Policies and specific data protection issues relevant to their role. This training is further described below and is repeated on a regular basis.

## 2. Responsibility for the Privacy Training Program

- 2.1 Zendesk's privacy team has overall responsibility for privacy training at Zendesk, with input from colleagues from other functional areas including Information Security, People Ops (“**HR**”) and other departments, as appropriate. They will review training from time to time (at a minimum annually, unless more frequent updates are required due to changes in applicable data protection laws) to ensure it addresses all relevant aspects of the Policies and that it is appropriate for individuals who have permanent or regular access to personal data, who are involved in the collection of personal data or in the development of tools to process personal data.
- 2.2 Zendesk management is committed to the delivery of privacy training courses, and will ensure that staff are required to participate, and are given appropriate time to attend such courses. Course attendance will be recorded and monitored via regular

audits of the training process. These audits are performed by the Privacy Council, privacy team and/or independent third party auditors.

- 2.3 In the event that these audits reveal persistent non-attendance, this will be escalated to the Chief Privacy Officer for action. Such action may include escalation of non-attendance to the appropriate management authority within Zendesk who will be responsible and held accountable for ensuring that the individual(s) concerned attend and actively participates in such training.

### 3. **Delivery of the training courses**

- 3.1 Zendesk has developed mandatory electronic training courses, supplemented by face to face training for employees. The courses are designed to be both informative and user-friendly, generating interest in the topics covered. Employees must correctly answer a series of multiple choice questions for the course to be deemed complete.
- 3.2 All Zendesk staff will complete data protection training (including training on the Policies):
  - (a) as part of their induction program;
  - (b) as part of a regular refresher training at least once every two years (the timing of which is determined by the Zendesk Privacy Council); and
  - (c) when necessary based on changes in the law or to address any compliance issues arising from time to time.
- 3.3 Certain staff will receive specialist training, including those who are involved in particular processing activities such as employees who work in HR, Marketing, Product Development, Finance/Procurement and Customer Success or whose business activities include processing sensitive personal data. Specialist training is delivered as additional modules to the basic training package, which will be tailored depending on the course participants.

### 4. **Training on data protection**

- 4.1 Zendesk's training on the Policies will cover the following main areas:



4.1.1 Background and rationale:

- (a) What is data protection law?
- (b) What are key data protection terminology and concepts?
- (c) What are the data protection principles?
- (d) How does data protection law affect Zendesk internationally?
- (e) What are Zendesk's BCR Policies?

4.1.2 The Policies:

- (a) An explanation of the Policies;
- (b) The scope of the Policies;
- (c) The requirements of the Policies;
- (d) Practical examples of how and when the Policies apply;
- (e) The rights that the Policies give to individuals; and
- (f) The privacy implications arising from processing personal data for customers.

4.1.3 Where relevant to an employee's role, training will cover the following procedures under the Policies:

- (a) Data Subject Rights Procedure;
- (b) Audit Protocol;
- (c) Updating Procedure;
- (d) Cooperation Procedure;
- (e) Complaint Handling Procedure; and
- (f) Government Data Request Policy.

5. Further information

5.1 Any queries about training under the Policies should be addressed to [privacy@zendesk.com](mailto:privacy@zendesk.com).



**Zendesk**

**UK Binding Corporate Rules:**

**Appendix 6**

**Audit Protocol**

## 1. Background

- 1.1 Zendesk's "UK Binding Corporate Rules: Controller Policy" and "UK Binding Corporate Rules: Processor Policy" (together the "**Policies**" or, respectively, the "**Controller Policy**" and the "**Processor Policy**") safeguard personal data transferred between the Zendesk group members ("**Group Members**").
- 1.2 Zendesk will audit its compliance with the Policies on a regular basis, and the purpose of this document is to describe how and when Zendesk will perform such audits.
- 1.3 The role of Zendesk's privacy team is to provide guidance about the collection and use of personal data subject to the Policies and to assess the collection and use of personal data by Group Members for potential privacy-related risks. The collection and use of personal data with the potential for a significant privacy impact is, therefore, subject to detailed review and evaluation on an on-going basis. Accordingly, although this Audit Protocol describes the formal assessment process adopted by Zendesk to ensure compliance with the Policies as required by the Information Commissioner, this is only one way in which Zendesk ensures that the provisions of the Policies are observed and corrective actions taken as required.

## 2. Approach

- 2.1 Overview of audit
  - 2.1.1 Compliance with the Policies is overseen on a day-to-day basis by the Zendesk Privacy Council. The Zendesk BCR Audit Team composed of experienced representatives of Zendesk's Legal, Information Security and Compliance teams ("**BCR Audit Team**") is responsible for performing and/or overseeing independent audits of compliance with the Policies and will ensure that such audits address all aspects of the Policies.
  - 2.1.2 The BCR Audit Team is responsible for ensuring that any issues or instances of non-compliance are brought to the attention of the Zendesk Privacy Council and Chief

Privacy Officer and that any corrective actions are determined and implemented within a reasonable time.

2.1.3 Where Zendesk acts as a processor, Customers (or auditors acting on their behalf) may audit Zendesk for compliance with the commitments made in the Processor Policy and may extend such audits to any sub-processors acting on Zendesk's behalf in respect of such processing, in accordance with the terms of the relevant Customer's contract with Zendesk.

## 2.2 Frequency of audit

2.2.1 Audits of compliance with the Policies are conducted:

- (a) at least annually in accordance with Zendesk's audit procedures; and/or
- (b) at the request of the Chief Privacy Officer; and/or the Board of Directors;
- (c) as determined necessary by the Zendesk Privacy Council (for example, in response to a specific incident); and/or
- (d) (with respect to audits of the Processor Policy), as required by the terms of the relevant Customer's contract with Zendesk.

## 2.3 Scope of audit

2.3.1 The BCR Audit Team will conduct a risk-based analysis to determine the scope of an audit, which will consider relevant criteria, such as: areas of current regulatory focus; areas of specific or new risk for the business; areas with changes to the systems or processes used to safeguard information; areas where there have been previous audit findings or complaints; the period since the last review; and the nature and location of the personal data processed.

2.3.2 In the event that a Customer exercises its right to audit Zendesk for compliance with the Processor Policy, the scope of the audit shall be limited to the data processing facilities, data files and documentation relating to that Customer's personal data.

Zendesk will not provide a Customer with access to systems which process personal data of other Customers.

## 2.4 Auditors

2.4.1 Audit of the Policies (including any related procedures and controls) will be undertaken by the BCR Audit Team. In addition, Zendesk may appoint independent and experienced professional auditors acting under a duty of confidence as necessary to perform audits of the Policies (including any related procedures and controls) relating to data privacy.

2.4.2 In the event that a Customer exercises its right to audit Zendesk for compliance with the Processor Policy, such audit may be undertaken by that Customer, or by independent and suitably experienced auditors selected by that Customer, as required by the terms of the relevant Customer's contract with Zendesk.

2.4.3 The Information Commissioner may audit Group Members for the purpose of reviewing compliance with the Policies (including any related procedures and controls) in accordance with the terms of the UK Binding Corporate Rules: Cooperation Procedure.

## 2.5 Reporting

2.5.1 Data privacy audit reports are submitted to the Chief Privacy Officer and, if the report reveals breaches or the potential for breaches of a serious nature (for example, presenting a risk of potential harm to individuals or to the business), to the parent Board of Directors.

2.5.2 Upon request and subject to applicable law and respect for the confidentiality and trade secrets of the information provided, Zendesk will:

- (a) provide copies of the results of data privacy audits of the Policies (including any related procedures and controls) to the Information Commissioner; and

(b) to the extent that an audit relates to personal data Zendesk processes on behalf of a Customer, report the results of any audit of compliance with the Processor Policy to that Customer.

2.6 The Zendesk Privacy Council is responsible for liaising with the Information Commissioner for the purpose of providing the information outlined in section 2.5.2.



**Zendesk**

**UK Binding Corporate Rules:**

**Appendix 7**

**Complaint Handling Procedure**



## 1. Background

1.1 Zendesk's "UK Binding Corporate Rules: Controller Policy" and "UK Binding Corporate Rules: Processor Policy" (together the "**Policies**" or, respectively, the "**Controller Policy**" and the "**Processor Policy**") safeguard personal data transferred between the Zendesk group members ("**Group Members**"). The purpose of this Complaint Handling Procedure is to explain how complaints brought by an individual whose personal data is processed by Zendesk under the Policies are addressed and resolved.

1.2 This procedure will be made available to individuals whose personal data is processed by Zendesk under the Controller Policy and, where Zendesk processes personal data on behalf of Customers, to those Customers (under the Processor Policy).

## 2. How individuals can bring complaints

2.1 Any individual may raise a data protection question, concern or complaint by contacting [privacy@zendesk.com](mailto:privacy@zendesk.com).

## 3. Complaints where Zendesk is a controller under the Controller Policy

3.1 Who handles complaints?

3.1.1 The Zendesk privacy team will handle all questions, concerns or complaints in respect of personal data processed under the Controller Policy. The Zendesk privacy team will liaise with colleagues from relevant business and support units as appropriate to resolve such questions, concerns and complaints.

3.2 What is the response time?

3.2.1 Unless exceptional circumstances apply, Zendesk privacy team will acknowledge receipt of a question, concern or complaint to the individual concerned within five (5) business days, investigating and making a substantive response within one (1) month.

3.2.2 If, due to the complexity of the question, concern or complaint, a substantive response cannot be given within this period, the Zendesk privacy team will

advise the individual accordingly and provide reasons why an extension is necessary and a reasonable estimate (not exceeding two (2) months) for the timescale within which a response will be provided.

3.2.3 If, having reviewed the question, concern or complaint, the Zendesk privacy team does not take action that has been requested by the individual, the Zendesk privacy team will inform the individual without delay and of the reasons for not taking action and on the possibility of lodging a complaint with the Information Commissioner and seeking a judicial remedy.

3.3 What happens if a complainant disputes a finding?

3.3.1 If the complainant notifies the Zendesk privacy team that it disputes any aspect of the response from the Zendesk privacy team and that it wishes to further escalate the matter within Zendesk, the Zendesk privacy team will refer the matter to the Chief Privacy Officer. The Chief Privacy Officer will review the case and advise the individual of his or her decision either to accept the original finding or to substitute a new finding. The Chief Privacy Officer will respond to the complainant within one (1) month of the receipt of the complaint. As part of the review, the Chief Privacy Officer may arrange to meet the parties to the complaint in an attempt to resolve it. At the same time, complainants can dispute the finding by lodging a complaint with the Information Commissioner and seeking judicial remedy, in parallel, if they wish to do so, in line with paragraph 5 below.

3.3.2 If the complaint is upheld, the Chief Privacy Officer will arrange for any necessary steps to be taken as a consequence (for example, implementing procedures to remedy the complaint and prevent recurrence).

#### **4. Complaints where Zendesk is a processor under the Processor Policy**

4.1 Communicating complaints to the customer

4.1.1 Where a complaint is brought in respect of the collection and use of personal data where Zendesk is the processor for its Customers in respect of that personal data, Zendesk will communicate the details of the complaint to the

Customer without undue delay and without handling it (unless Zendesk has agreed in the terms of its contract with the Customer to handle complaints).

#### 4.2 What happens when a Customer ceases to exist?

4.2.1 In circumstances where a Zendesk Customer has disappeared factually, no longer exists or has become insolvent, and no successor entity has taken its place, individuals whose personal data is processed under the Processor Policy have the right to complain to Zendesk and Zendesk will handle such complaints in accordance with paragraph 3 of this Complaint Handling Procedure.

4.2.2 In such cases, individuals also have the right to complain to the Information Commissioner and/or to lodge a claim with a UK court and this includes where they are not satisfied with the way in which their complaint has been resolved by Zendesk. Such complaints and proceedings will be handled in accordance with paragraph 5 of this Complaint Handling Procedure. Individuals entitled to such rights will be notified accordingly as part of the complaint handling procedure.

### 5. **Right to complain to the Information Commissioner and to commence proceedings**

#### 5.1 Overview

##### 5.1.1 Where individuals' personal data:

- (a) are processed in the UK by a Group Member acting as a controller (or an internal processor for another Group Member) and/or transferred to a Group Member located outside the UK under the Controller Policy; or
- (b) are processed in the UK by a Group Member acting as a processor for a Customer and/or transferred to a Group Member located outside the UK under the Processor Policy;

then those individuals have certain additional rights to pursue effective remedies for their complaints, as described below.

- 5.1.2 The individuals described above have the right to complain to the Information Commissioner (in accordance with paragraph 5.2) and/or to commence proceedings in a UK court (in accordance with paragraph 5.3), whether or not they have first complained directly to the Customer in question or to Zendesk under this Complaints Handling Procedure.
  
- 5.2 Complaint to the Information Commissioner
  - 5.2.1 If an individual wishes to complain about Zendesk's processing of his or her personal data to a data protection authority, the individual may complain to the Information Commissioner.
  
- 5.3 Proceedings before a UK court
  - 5.3.1 If an individual wishes to commence court proceedings against Zendesk, then individual may commence proceedings in the UK.
  
  - 5.3.2 An individual's right to lodge proceedings before a UK court shall be without prejudice to any administrative or non-judicial remedy available to that individual, including the right to lodge a complaint with the Information Commissioner.



**Zendesk**

**UK Binding Corporate Rules:**

**Appendix 8**

**Cooperation Procedure**

## 1. Introduction

1.1 This UK Binding Corporate Rules: Cooperation Procedure sets out the way in which Zendesk will cooperate with the Information Commissioner in relation to the "UK Binding Corporate Rules: Controller Policy" and "UK Binding Corporate Rules: Processor Policy" (together the "**Policies**" or, respectively, the "**Controller Policy**" and the "**Processor Policy**").

## 2. Cooperation Procedure

2.1 Where required, Zendesk will make the necessary personnel available for dialogue with the Information Commissioner in relation to the Policies.

2.2 Zendesk will actively review, consider and (as appropriate) implement:

- (a) any advice or decisions of the Information Commissioner on any data protection law issues that may affect the Policies; and
- (b) any guidance published by the Information Commissioner in connection with UK Binding Corporate Rules for Processors and UK Binding Corporate Rules for Controllers.

2.3 Subject to applicable law and to the respect for the confidentiality and trade secrets of the information provided, Zendesk will provide upon request copies of the results of any audit of the Policies to the Information Commissioner.

2.4 Zendesk agrees that:

- (a) the Information Commissioner may audit any Group Member over which it exercises jurisdiction for compliance with the Policies, in accordance with the applicable data protection law(s) of that jurisdiction; and
- (b) the Information Commissioner may audit any Group Member who processes personal data for a Customer over which it exercises jurisdiction for compliance with the Processor Policy, in accordance with UK data protection laws and with full respect to the confidentiality of the information obtained and to the trade secrets of Zendesk (unless this requirement is in conflict with applicable UK law).

2.5 Zendesk agrees to abide by a formal decision of the Information Commissioner on any issues relating to the interpretation and application of the Policies (unless and to the extent that Zendesk is entitled to appeal any such decision and has chosen to exercise such right of appeal).



**Zendesk**

**UK Binding Corporate Rules:**

**Appendix 9**

**Updating Procedure**



## 1. Introduction

- 1.1 This UK Binding Corporate Rules: Updating Procedure sets out the way in which Zendesk will communicate changes to the "UK Binding Corporate Rules: Controller Policy" ("**Controller Policy**") and to the "UK Binding Corporate Rules: Processor Policy" ("**Processor Policy**") (together the "**Policies**") to the Information Commissioner, individual data subjects, its Customers and to the Zendesk group members ("**Group Members**") bound by the Policies.
- 1.2 The Zendesk Privacy Council is accountable for ensuring that the commitments made by Zendesk in this Updating Procedure are met.

## 2. Record keeping

- 2.1 Zendesk will maintain a change log setting out details of each and every revision made to the Policies.
- 2.2 Zendesk will also maintain an accurate and up-to-date list of Group Members that are bound by the Policies and of the sub-processors appointed by Zendesk to process personal data on behalf of Customers. This information must be made available [www.zendesk.com](http://www.zendesk.com) and be provided on request to the Information Commissioner and to Customers and individuals who benefit from the Policies.
- 2.3 The Zendesk Privacy Council will be responsible for ensuring that the records described in this paragraph 2 are maintained and kept accurate and up-to-date.

## 3. Changes to the Policies

- 3.1 All proposed changes to the Policies must be reviewed and approved by the Chief Privacy Officer in order to ensure that a high standard of protection is maintained for the data protection rights of individuals who benefit from the Policies. No changes to the Policies shall take effect unless reviewed and approved by the Chief Privacy Officer.
- 3.2 The Zendesk Privacy Council will communicate all changes to the Policies (including reasons that justify the changes) to the list of Group Members bound by the Policies:

- (a) to the Group Members bound by the Policies via written notice (which may include e-mail or posting on an internal Intranet accessible to all Group Members);
- (b) to Customers and the individuals who benefit from the Policies via online publication at [www.zendesk.com](http://www.zendesk.com) (and, if any changes are material in nature, Zendesk will also actively communicate the material changes to Customers, in accordance with paragraph 4 below); and
- (c) to the Information Commissioner, at least once a year with a brief explanation of the reasons justifying the update.

#### **4. Communication of material changes**

- 4.1 If Zendesk makes any material changes to the Policies or to the list of Group Members bound by the Policies that affect the level of protection offered by the Policies or otherwise significantly affect the Policies (for example, by making changes to the binding nature of the Policies), it will promptly report such changes (including the reasons that justify such changes) to the Information Commissioner.
- 4.2 Where a change to the Processor Policy materially affects the conditions under which Zendesk processes personal data on behalf of any Customer under the terms of its contract with Zendesk, Zendesk will also communicate such information to any affected Customer. If such change is contrary to any term of the contract between Zendesk and that Customer:
  - (a) Zendesk will communicate the proposed change before it is implemented, and with sufficient notice to enable affected Customers to object; and
  - (b) Zendesk's Customer may then suspend the transfer of personal data to Zendesk and/or terminate the contract, in accordance with the terms of its contract with Zendesk.

#### **5. New Group Members**

- 5.1 Zendesk will ensure that all new Group Members are bound by the Policies before a transfer of personal data to them takes place.



**Zendesk**

**UK Binding Corporate Rules:**

**Appendix 10**

**Government Data Request Policy**

## 1. Introduction

- 1.1 This Government Data Request Policy sets out Zendesk's procedure for 1) prior assessment of existing third country requirements to disclose personal data or measures authorising access by public authorities; and 2) responding to a request received from a law enforcement or other government authority (together the "**Requesting Authority**") to disclose personal data processed by Zendesk (hereafter "**Data Disclosure Request**") which is aligned with our UK Binding Corporate Rules: Government Data Request Procedure. The Policy also sets out Zendesk's notification procedure for instances where we became aware of a direct access (i.e., access to personal data without prior request, and/or approval/collaboration by Zendesk) by law enforcement or other government authority to personal data processed by Zendesk (hereafter "**Direct Access**"), which is aligned with our UK Binding Corporate Rules: Government Data Request Procedure.
- 1.2 Where Zendesk receives a Data Disclosure Request, it will handle that Data Disclosure Request in accordance with this policy. If applicable data protection law(s) require a higher standard of protection for personal data than is required by this policy, Zendesk will comply with the relevant requirements of those applicable data protection law(s).

## 2. Prior assessment

- 2.1 Prior to Zendesk carrying out international transfers of personal data subject to the requirements of this Controller and/or Processor Policy, it will carry out an assessment of laws and practices of the third country of destination regarding Data Disclosure Request requirements or measures authorising Direct Access (including in transit), which could prevent Zendesk from fulfilling its obligations under the respective Controller/Processor Policy, such as practices that do not respect the essence of the fundamental rights and freedoms and exceed what is necessary and proportionate in a democratic society, as well as the applicable limitations and safeguards. Such assessment shall be carried out in light of the specific circumstances of the transfer, and of any envisaged onward transfer (including purposes, location and sector in which the transfer and the related

processing take place, types of entities involved in the processing, categories/format of personal data transferred and transmission channels used) and determine whether additional contractual, technical or organisational safeguards (be it during personal data transmission or at rest) are required. The assessment (and safeguards, as appropriate) will be communicated by members of the privacy team to all Group Members. Zendesk will reasonably monitor future developments of laws of the country of destination to, as appropriate, to consider impacts such changes may have on the initial assessment it carried out. Group Members acting as data importers under this Controller and/or Processor Policy shall reasonably communicate such changes they become aware of to Group Members/customers acting as data exporters and to the UK Group Member with delegated data protection responsibilities.

- 2.2 Where Zendesk determines that additional safeguards are to be put in place to address the findings of the assessment in paragraph 2.1, Zendesk will notify the relevant UK Group Member with delegated data protection responsibilities, and relevant members of Privacy Council or broader privacy team will be involved, in order to reflect their views regarding such safeguards.
- 2.3 Zendesk will document such assessment as outlined in paragraph 2.1 and additional measures pursuant to paragraph 2.2 and make these available to the Information Commissioner upon request.
- 2.4 Where Zendesk determined that effective supplementary measures were needed to fulfil its obligations under the respective Controller/Processor Policy, however, it could not identify any, or if instructed by the Information Commissioner, the privacy team commits to suspend the relevant transfers (including transfers for which the same assessment and reasoning would lead to the same conclusion) and inform all Group Members involved of the same. Following such suspension, entities exporting personal data under this Controller and/or Processor Policy can end such personal data transfer and personal data, which were not subject to sufficient protections required under the Controller/Processor Policy, may be returned to the exporting entity and/or destroyed.

### 3. General principle on Data Disclosure Requests

3.1 As a general principle, Zendesk does not disclose personal data in response to a Data Disclosure Request unless either:

- it is under a legal obligation to make such disclosure; or
- taking into account the nature, context, purposes, scope and urgency of the Data Disclosure Request and the privacy rights and freedoms of any affected individuals, there is an imminent risk of serious harm that merits compliance with the Data Disclosure Requests in any event.

3.2 For that reason, unless it is legally prohibited from doing so or there is an imminent risk of serious harm, Zendesk will notify and consult with the Information Commissioner (and, where it processes the personal data on behalf of a customer, the customer) to address the Data Disclosure Request.

### 4. Handling of a Data Disclosure Request

4.1 If a Zendesk Group Member receives a Data Disclosure Request, the recipient of the request must pass it to Legal immediately upon receipt, indicating the date on which it was received together with any other information that may assist the Legal Team to respond to the request. Similarly, if a Zendesk Group Member becomes aware of Direct Access, it shall communicate this to the Legal Team immediately, indicating the date on which it occurred together with any other information that may assist the Legal Team to respond in line with this Policy.

4.2 The Requesting Authority's request does not have to be made in writing, made under a Court order, or mention data protection law to qualify as a Data Disclosure Request. Any Data Disclosure Request, however made, must be notified to the Legal Team for review.

4.3 Zendesk's Legal Team will carefully review each and every Data Disclosure Request and Direct Access on a case-by-case basis. The Legal Team will liaise with the Privacy Team and outside counsel as appropriate to determine the nature, context, purposes, scope and urgency of the Data Disclosure

Request/Direct Access, and its validity under applicable laws and principles of international comity, to identify whether action may be needed to challenge the Data Disclosure Request/Direct Access, including by means of an appeal to the Requesting Authority, and/or by seeking interim measures with a view to suspending the effects of the request until the competent judicial authority has decided on its merits or otherwise requiring the disclosure under the applicable procedural law, as appropriate, and/or to notify the customer and/or the Information Commissioner in accordance with paragraph 4.

## **5. Notice of a Data Disclosure Request/Direct Access**

### **5.1 Notice to the customer**

5.1.1 If a request concerns personal data for which a customer is the controller, Zendesk will ordinarily ask the Requesting Authority to make the Data Disclosure Request directly to the relevant customer. If the Requesting Authority agrees, Zendesk will support the customer in accordance with the terms of its contract to respond to the Data Disclosure Request.

5.1.2 If this is not possible (for example, because the Requesting Authority declines to make the Data Disclosure Request directly to the customer or does not know the customer's identity), Zendesk will notify and provide the customer with the details of the Data Disclosure Request prior to disclosing any personal data, unless legally prohibited from doing so, or where an imminent risk of serious harm exists that prohibits prior notification.

5.1.3 If Zendesk becomes aware of a Direct Access concerning personal data for which a customer is the controller, Zendesk will notify and provide the customer with the details of such Direct Access, unless legally prohibited from doing so or where an imminent risk of serious harm exists that prohibits such notification.

### **5.2 Notice to the Information Commissioner**

- 5.2.1 If the Requesting Authority is in a country that does not provide an adequate level of protection for the personal data in relation to such request, in accordance with applicable data protection laws, then Zendesk will also put the request on hold to notify and consult with the Information Commissioner, unless legally prohibited or where an imminent risk of serious harm exists that prohibits prior notification.
- 5.2.2 If the law enforcement or other government authority which carried out a Direct Access is in a country that does not provide an adequate level of protection for the personal data in relation to such request, in accordance with applicable data protection laws, then Zendesk will also notify and consult with the Information Commissioner, unless legally prohibited or where an imminent risk of serious harm exists that prohibits prior notification.
- 5.2.3 Where Zendesk is prohibited from notifying the Information Commissioner and/or suspending the request, Zendesk will use its best efforts (taking into account the nature, context, purposes, scope, and urgency of the request) to inform the Requesting Authority/authority that carried out the Direct Access about its obligations under applicable data protection law and to obtain the right to waive this prohibition. Such efforts may include asking the Requesting Authority/authority that carried out the Direct Access to put the request on hold, so that Zendesk can consult with the Information Commissioner, or to allow disclosure to specified personnel at Zendesk's customer, and may also, in appropriate circumstances, include seeking a court order to this effect. Zendesk will maintain, and upon reasonable request provide to its Customers and the Information Commissioner, a written record of the efforts it takes, in line with its established business record maintenance practices, unless legally prohibited from doing so.

## 6. Transparency reports

- 6.1 Zendesk commits to preparing a semi-annual report (a "**Transparency Report**"), which reflects the number and type of Data Disclosure Requests it has received for the preceding six months, as may be limited by applicable law or court order. Zendesk will publish the Transparency Report on its website, and make the report



available upon request to the Information Commissioner, and in any case submit the reports to the Information Commissioner annually.

## **7. Bulk transfers**

7.1 In no event will any Group Member transfer personal data to a Requesting Authority in a massive, disproportionate, and indiscriminate manner that goes beyond what is necessary in a democratic society.