

DATA PROCESSING ADDENDUM

1. NATURE AND PURPOSE OF PROCESSING

- 1.1 Cutover is a provider of a cloud-hosted collaborative automation Platform and associated services. Cutover provides a single Platform for planning, orchestration, observability and analysis, updated in real time and visible to all within an organisation or its company group. Cutover integrates machine activity, leverages automation, and replaces multiple spreadsheets, outdated toolsets, fragmented communications, and manual reporting. Customers may purchase one or more Platform Products depending on their use case needs. Cutover also provides a number of associated Services in connection with the Platform, including CSIT Services, Professional Services and Additional Services. Personal Data will be processed for the provision of Services to Customer.

2. CATEGORIES OF DATA SUBJECTS

- 2.1 The Personal Data transferred concerns the following data subjects:
- (a) Individuals authorised by Customer or its Affiliates to access, use or receive Services.

3. CATEGORIES OF PERSONAL DATA

- 3.1 The Personal Data processed concerns the following categories of data determined, controlled and submitted by Customer, its Affiliates or the Users to the Platform or otherwise provided to Cutover or its Affiliates in connection with the provision of Services:
- (a) First and last name
 - (b) Contact information (email, phone, business address)
 - (c) Professional details (company/employer, job title, position)
 - (d) Location data
 - (e) Personal life data (in the form of a memorable word and other security questions, if applicable based on User input)
 - (f) IP Addresses

4. SENSITIVE DATA / SPECIAL CATEGORIES OF PERSONAL DATA

- 4.1 Customer, its Affiliates and Users will not submit any special categories of Personal Data in connection with the Services.

5. DURATION OF PROCESSING

- 5.1 The Personal Data will be processed for the Term of the Agreement, subject to longer processing pursuant to the Backup Data Retention clause of the applicable service terms, on the written instructions of Customer or as otherwise required by applicable law.

6. TECHNICAL & ORGANISATIONAL SECURITY MEASURES

- 6.1 As set out in Cutover's Security Policy.

APPROVED SUB-PROCESSORS

SUB-PROCESSOR	REGISTERED COMPANY LOCATION	TECHNOLOGY TOOL / SUBJECT MATTER / NATURE OF PROCESSING	SUB-PROCESSOR PRIMARY DATA PROCESSING/HOSTING LOCATION (SPECIFICS)	PERSONAL DATA (PD) TRANSFERRED TO AND/OR PROCESSED
CUTOVER – AFFILIATE SUB-PROCESSORS				
If Cutover Entity is Godesic Limited – Cutover Inc.	United States	Affiliate Service Provider / Sub-Processor – Cutover Service provision	United States (Hosting via AWS below)	PD Processed: As per the list of Cutover Users’ Personal Data set out in the DPA with Customer.
If Cutover Entity is Cutover Inc. – Godesic Limited	United Kingdom	Affiliate Service Provider / Sub-Processor – Cutover Service provision	United Kingdom (Hosting via AWS below)	Refer to Schedule 2 of Cutover’s MSA for the DPA
EXTERNAL THIRD-PARTY SUB-PROCESSORS				
Amazon Web Services, Inc.	United States and European Union	AWS – Application hosting and cloud processing	UK/EEA/ROW Customers: Ireland and Frankfurt (EU) US Customers: US-East and US-West	PD Processed: As per the list of Cutover Users’ Personal Data set out in the DPA at Schedule 2.
	United States	AWS (AI Features) – Artificial Intelligence (AI), data model and application-related functionalities	US - US-East and US-West	PD Processed: As per the list of Cutover Users’ Personal Data set out in the DPA at Schedule 2
Google LLC / Google Cloud EMEA Ltd. / Looker Data Sciences, Inc.	United States and European Union	GCP – Application hosting and cloud processing	EU & US - United States and European Union	PD Processed (GCP): As per the list of Cutover Users’ Personal Data set out in the DPA at Schedule 2.
		Looker – Application analytics and usage reporting	EU – Ireland (Dublin)	PD Processed (Looker): As per the list of Cutover Users’ Personal Data set out in the DPA at Schedule 2.
Twilio, Inc.	United States	Twilio – Communication provider	US - Virginia	PD Processed: Cutover Users’ Phone numbers.
Datadog, Inc.	United States	DataDog – Application alerting and monitoring	EU – Germany (Frankfurt)	PD Processed: Cutover Users’ First and Last Names (or Usernames if different), Email Addresses.
Intercom, Inc.	United States	Intercom – Application Customer Support	US – Virginia EU – Ireland (Dublin)	PD Processed: Cutover Users’ First and Last Names (or Usernames if different), Email Addresses, Company, Role and Title, Locations (City/Country).

APPROVED TRANSFER MECHANISM

Cutover and Customer hereby agree that if Customer's use of the Services involves:

- (a) a transfer of Personal Data from the EEA or Switzerland to Cutover Inc., then the EU SCCs Module 2 will apply; or
- (b) a transfer of Personal Data from the UK to Cutover Inc., then the IDTA Addendum will apply.

Accordingly, each Party agrees that it shall be deemed that they have executed the applicable Approved Transfer Mechanism as if the clauses were set out here in full with the following particulars specified (to the extent required for the EU SCCs and IDTA Addendum):

GENERAL		
List Of Parties	Data Exporter / Exporter: is Customer (on behalf of itself and its Affiliates located within the UK, EEA and Switzerland) with its contact information being as set out in the Subscription Order Form. Customer processes Personal Data in the ordinary course of its business, and desires to obtain the processing services of Cutover in connection with its use of the Services.	
	Data Importer / Importer: is Cutover Inc. (a Delaware Corporation) with its principal place of business at 27 E, 28th Street, NY 10016, USA. Cutover Inc. enables organisations to orchestrate work across teams and technologies in dynamic, automated runbooks with real-time visibility and control, and provides data processing services to the Customer in accordance with the terms of this Agreement.	
	Representative Contact Details: The Data Exporter / Exporter and Data Importer / Importer representatives are the authorised signatories of each Party to the Subscription Order Form and their contact details are the Legal Notice Emails set forth therein.	
Description of Transfer	EU SCCs Module: Module Two – Transfer Controller to Processor	
	Processing Particulars	The nature and purpose of processing, categories of data subject, categories of data, duration of processing and period for which Personal Data will be retained shall be as set out in the Data Processing Addendum.
	Frequency of Transfer:	Continuous based on Customer's use of the Services.
	Subject matter, nature and duration of transfer to Sub-Processors:	As set out in the Data Processing Addendum.
	Optional Clauses:	Clause 7 of the EU SCCs: does not apply. Clause 11 of the EU SCCs: the optional language does not apply.
Competent Supervisory Authority	EU SCCs	For Annex I.C, the competent supervisory authority shall be the applicable supervisory authority for the Data Exporter.
TECHNICAL AND ORGANISATIONAL MEASURES		
Security Measures	The technical and organisational security measures implemented by the Data Importer are as set out in the Data Processing Addendum and serves as Annex II of the EU SCCs and Annex II of Table 2 of the IDTA Addendum.	
SUB-PROCESSORS		
Approved Sub-Processors	As per the list of Approved Sub-Processors.	
New Sub-Processor Notification	Clause 9(a) of the EU SCCs: Option 2: General Written Authorisation applies with the time period for notice of intended changes as set out at Clause 8.5 of the Service Terms.	
ADDITIONAL PARTICULARS		
Governing Law & Forum	EU SCCs	Clause 17: Option 1 the laws of the Republic of Ireland will apply. Clause 18(b): the court of the Republic of Ireland will apply.
Termination	Table 4 of the IDTA Addendum	Both the Importer and Exporter may terminate the IDTA Addendum in accordance with the Service Terms.