

CLIFFORD CHANCE



WELCOME TO FUSION

Clifford Chance has chosen to use Fusion Risk Management ("Fusion"), a third-party risk management application, to support our supplier onboarding, due diligence, and assurance processes, including in-life cycle management.

This solution replaces our existing Excel Supplier Assessment Questionnaires (SAQs), and as part of our supplier onboarding, due diligence, and assurance processes we may require you to upload confidential and proprietary information and documents to Fusion. To support this, we have set out our terms below to provide assurance that any data or information you share with us will be treated securely and in accordance with all applicable laws. We have chosen to automate and simplify our supplier onboarding process and make it easier for our suppliers to connect with us.

WHAT YOU NEED TO KNOW:

Clifford Chance LLP ("Clifford Chance") acknowledges that you (the "Supplier") may be required to upload commercially sensitive, confidential and proprietary information to Fusion relating to your company and the technical and organisational measures and controls you have in place, including, but not limited to, personnel, policies, processes and controls (the "Supplier Data") and that the loss and/or improper use of the Supplier Data may cause damage to you, the Supplier. Accordingly, Clifford Chance LLP confirms that in providing the Supplier access to Fusion, Clifford Chance shall:

- a) comply with all applicable data protection and privacy legislation in force from time to time relating to the use of personal data (the "Data Protection Laws").
- b) use and process the Supplier Data only to the extent required to support its supplier onboarding, due diligence and assurance processes and shall not disclose or otherwise transfer Supplier Data to any recipient, other than Clifford Chance and/or its affiliates who are supporting our supplier risk management activities, without prior written consent.
- c) at all times have in place appropriate technical and organisational controls and measures to protect the Supplier Data against accidental or unlawful destruction, loss, alteration, unauthorised disclosure, or access.
- d) without undue delay, inform the Supplier if Clifford Chance becomes aware of the occurrence of any personal data breach or other material security incident prejudicing, or revealing a material weakness in, the security of the Supplier Data while in Fusion's possession or under its control (a "Data Security Incident"); and in such circumstances, Clifford Chance shall promptly notify the Supplier of any Data Security Incident to the extent such Data Security Incident relates to the Supplier Data.

- e) not retain or process the Supplier Data for longer than is necessary for Fusion to perform the services for Clifford Chance and will upon written request from the Supplier delete any Supplier Data in the platform, subject to Clifford Chance retaining (i) any Supplier Data that we are required to retain under our mandatory document retention policies or pursuant to applicable laws or regulations; (ii) any Supplier Data held in any electronic archiving system; or (iii) any copies that have been made pursuant to any automatic IT back-up or internal disaster recovery procedures, provided that, in each case, such documents will continue to be treated as confidential.

Clifford Chance acknowledges that the Supplier is providing the Supplier Data to Fusion at the request of Clifford Chance to support its supplier onboarding, due diligence, and assurance processes, including in-life cycle management, and that the Supplier accepts no liability for Clifford Chance's retention or use of the Supplier Data.

Clifford Chance acknowledges and agrees that the Supplier has the right to decline to provide any Supplier Data to Fusion or Clifford Chance, but that in such case, Clifford Chance may be unable to engage the Supplier for certain services until such Supplier Data is provided.

Our [Supplier Code of Conduct](#), available on our website, provides a set of key principles that underpin the minimum standards we expect from the suppliers and contractors, and their subsidiaries and subcontractors, that provide goods or services to us.

If you have any questions, please contact the [Clifford Chance Sourcing Support Team](#).