

Issue date: 15<sup>th</sup> May 2018

## **Data Retention and Records Management Policy**

### **Tootle and its subsidiaries**

#### **Introduction**

This data retention and records management policy (this "**Policy**") is intended to provide a framework to ensure Online Auto Sales Limited (company number 09325623) trading as Tootle and its subsidiaries ("**Tootle**", "**we**", "**us**" or "**our**") retains records and information for an appropriate period in light of applicable legal regulatory and commercial requirements.

Records and data are critical Tootle assets that provide documentation of Tootle's organisation, business functions, policies, procedures, operations, decisions, and internal and external transactions. Failure to manage our records and data effectively may result in serious consequences, including interruption to our business, damage to our reputation, regulatory enforcement action, and adverse litigation effects.

This Policy applies to all Tootle entities and employees. It should be read in conjunction with other Tootle policies, including Tootle's:

- Privacy Policy;
- Internal Data Protection Policy;
- Employee Privacy Policy;
- Security Policy;
- Data security policy; and
- Data Breach document.

The periods specified in this Policy will be regularly reviewed and updated to reflect changes in legislation or current commercial practices. Consequently, please ensure that you check this Policy for changes on a regular basis.

#### **Purpose of this Policy**

The purpose of this Policy is to:

- satisfy regulatory and legal requirements;
- enable records and data to be stored securely;
- ensure records are disposed of at the right time, in a manner that protects their confidentiality;
- enable records to be efficiently accessed and retrieved; and
- ensure effective management of documentation to manage litigation and investigations.

Failure to comply with the procedures outlined in this document could result in:

- breach of regulatory and legal obligations leading to financial loss and reputational damage for Tootle;
- record keeping not being secure and accessible; and
- records not being disposed of in a timely manner and/or their confidentiality being breached.

#### **1. Key Terms used in this Policy**

In this Policy, a "**record**" is any document or other recorded or stored information - in whatever format or type - that supports, describes or records Tootle's activities, or is created or received in the course or conduct of Tootle's business.

Consequently, the definition of a record is very broad. It includes (by way of example) paper and electronic documents; forms; reports; manuals; correspondence; notes; memos; message slips; calendars; diaries; drafts; copies; paper files; electronically-stored information (including

any information stored on a machine or device, computer files (such as spreadsheets, databases, word-processing documents, e-mail messages, multi-media files and presentations), electronic data compilations/databases, text messages, web contents, voice mail and other media, such as videotape, audiotape, microfilm or photographs.

However, a record does not extend to any document or communication that lacks any substantive relationship to Tootle or its business activities, for example junk e-mail, spam and personal items. These items are not subject to this Policy, and should be destroyed, unless they are subject to a Legal Hold (as set out in section 11 below).

The term "**data**" when used in this Policy includes any information or other data which is processed or stored by Tootle or on its behalf, in both hard copy and electronically. Typically this data will be kept within or associated with a record. For clarity, this term also encompasses any meta-data relating to a record.

The term "**data subject**" (when used in this Policy) means a living, identified or identifiable individual about whom we hold personal data. Data Subjects may be nationals or residents of any country and may have legal rights regarding their personal data.

The term "**personal data**" (when used in this Policy) means any information (in whatever form) from which an individual person can be identified. If you have any questions about what is and is not personal data, please contact Amy Buckley, amy@tootle.co.uk.

## 2. **Responsibility for records and data management and retention**

It is essential that Tootle complies with its regulatory and legal requirements in relation to retention of data, including the General Data Protection Regulation (the "**GDPR**"), any applicable limitation periods and any tax/financial requirements set by government bodies or regulators.

If you are a manager, you are responsible for ensuring this Policy is understood and applied by staff and contractors under your supervision. If your staff or contractors cease to be engaged by Tootle, you must assume responsibility for retaining their records in accordance with this Policy.

If you are senior management, you are responsible for ensuring that data is managed and retained in your function/department in accordance with this Policy. These responsibilities include:

- ensuring that this Policy is communicated to all staff and contractors within your function/department
- promptly communicating any "Legal Holds" (see section 11 below) to appropriate personnel in your function/department as necessary, ensuring that no records or data subject to Legal Hold obligations are disposed of while the Legal Hold is in force;
- supervising proper disposal of records and data at regular intervals; and
- ensuring that any non-compliance is dealt with in a timely manner and in accordance with this Policy.

It is Amy Buckley's responsibility to issue and update this Policy as necessary to comply with relevant legal and regulatory requirements and applicable Tootle Group policies.

Any questions concerning record retention should be directed to Amy Buckley, amy@tootle.co.uk.

## 3. **Creation of Records and Data**

Tootle is committed to creating and maintaining complete, accurate, and trustworthy records and data in relation to all its business activities.

You are strictly prohibited from deliberately creating false or misleading records. You should appropriately and accurately word all records, and cause all records to reflect Tootle's ethical commitment.

Records should not contain any language that is misleading, fraudulent, harassing, embarrassing, sexually explicit, profane, obscene, intimidating, abusive, libellous or defamatory, or that violates any laws or regulations.

Records and data should not be used for improper purposes, or for any purposes other than Tootle's business purposes.

#### 4. **Creation of Records and Data – additional considerations for personal data**

Where any records or data contain personal data, you should ensure that the collection and processing of that personal data complies with the Privacy Policy and Internal Data Protection Policy (where applicable).

In addition, you should ensure that a clear record is kept by Tootle of the following aspects:

- the identity of the Tootle group company or companies which is responsible for the collection and processing of that personal data;
- the purposes for which that personal data is collected and processed;
- a description of the categories of personal data and data subjects involved;
- the categories of recipients to whom the personal data have been or will be disclosed;
- details of transfers of personal data to a third country, including the identification of that third country and any safeguards in place to ensure that the personal data is afforded adequate protection in that country;
- the envisaged time limits for erasure of the personal data (broken down by each different category of personal data, if appropriate), or at least any specific criteria to be used to determine those time limits; and
- a description of any specific technical and organisational security measures put in place to protect the personal data (i.e. beyond any measures which Tootle ordinarily has in place for protecting records and data).

#### 5. **Retain or delete data? Frequency of review**

Each department should formally review whether records and data which it has processed or is in its possession should be archived or destroyed, and to ensure that this Policy is being complied with, at least annually.

A timetable should be drawn up setting out when and how records and data will be destroyed following the review. All internal approvals that need to be obtained to enable the completion of any data archiving or destruction activities (e.g. budget clearances, IT department sign off, etc.) must be obtained in sufficient time to allow relevant timescales to be met. Annual reviews should be carried out in conjunction with Amy Buckley, amy@tootle.co.uk.

#### 6. **Application of data retention in respect of personal data**

With regards to personal data (whether relating to customers (including individual sellers who use our website and services direct, and those sellers whose personal data is passed to us by our partners), individual contacts at dealers, employees (past and present), workers, suppliers and any other data subject) there is no fixed period for which we should retain such data – i.e. the relevant period will be determined by other factors, not the mere fact that particular data is 'personal data'.

However, data protection laws (including the GDPR) normally require that we do not keep personal data in a form which permits identification of the individual for any longer than is necessary for the purposes for which that personal data are collected.

Consequently, it is important to balance any legal obligation we may have to retain records and data in certain circumstances, against any legal obligation to delete personal data once it is no longer needed for the purposes for which it was collected. Further detail on specific retention periods is set out below in section 13 and Schedule 1.

#### 7. **Archiving practices**

Records and data should be stored in a way that allows all those who could require access to it to be able to find and retrieve the records and data quickly.

Personal data should only be retained and accessed for as long as is necessary in accordance with the purposes for which we originally obtained that data (unless we have a lawful basis to retain such personal data or use it for additional purposes – this should always be checked with Amy Buckley, amy@tootle.co.uk, responding to requests from the individual about whom the

personal data relates (which should be in accordance with our Privacy Policy or Internal Data Protection Policy) or for deletion in accordance with the retention periods in this policy.

If you consider that such personal data should be archived for public interest, scientific or historical research or statistical purposes, please contact Amy Buckley, amy@tootle.co.uk.

A central record should be kept of all hard copy records that have been archived and how they can be retrieved. Boxes of paper records which are sent to storage should be clearly marked with clear details of what is contained in each box, which department sent the box to storage and the date that it was originally sent to storage.

Archiving records and data does not alleviate our obligation to retain records and data only for so long as is necessary for the purposes we originally collected it for. Where possible, all data that is to be archived should be marked with a destruction date. Archived data should be destroyed once the selected destruction date has passed.

Where records or data belonging to a third party is to be archived by Tootle, a central record of all records and data belonging to that third party, which is to be retained by Tootle should be kept. If the third party requests the return of its records or data, or your co-operation in dealing with requests from individuals in relation to those records or data, then Tootle needs to be able to identify where it can locate them.

#### 8. **E-mail retention**

Wherever possible, and only where e-mails are not subject to specific retention periods, e-mails should not be retained beyond their immediate usefulness.

Wherever possible, e-mails should be stored by reference to the matters to which they relate. For example, hard copies of e-mails which contain details relevant to any contract entered into by Tootle should be stored with all other paperwork relevant to that contract.

Personal e-mail folders should not be used to store business or other official records.

E-mails containing information which is likely to be required by Tootle staff other than the recipient of the e-mail should be stored to a central location where they can easily be accessed.

#### 9. **Giving third parties access to records and data**

Any requests for access to or copies of records or data received from non-Tootle staff should be cleared through Amy Buckley, amy@tootle.co.uk before disclosure is made. Requests for personal data should be responded to in accordance with our Employee Privacy Policy.

Where relevant, third parties should be asked to sign a standard non-disclosure agreement provided by Tootle before any information of a confidential nature is disclosed to them. Please contact Amy Buckley, amy@tootle.co.uk if in any doubt.

Any requests received from within Tootle or from external sources for disclosures of information to be made under the GDPR or other applicable data protection legislation, or from the police or other government departments, should be immediately passed to Amy Buckley, amy@tootle.co.uk. For more information on such requests, please refer to our Privacy Policy or Internal Data Protection Policy as relevant.

When sending confidential or personal data, please ensure that appropriate encryption is used to protect the data in transition. Contact Amy Buckley, amy@tootle.co.uk for further information on how to encrypt data.

#### 10. **Engaging third party suppliers**

All third parties who are engaged to prepare, process, hold, archive or delete records or data on our behalf should be asked to comply with specific data retention service levels, including (without limitation):

- (a) to comply with the provisions of this Policy;
- (b) to only process the records and data we provide to them for purposes instructed to them by us;
- (c) to keep Tootle's records and data with sufficient security to prevent the accidental or unlawful destruction, loss, alteration, unauthorised disclosure of, or access to that data.

These service levels should be agreed in writing. Please contact Amy Buckley, amy@tootle.co.uk in relation to engaging third party suppliers to prepare, process, hold, archive or delete records and data on our behalf.

#### 11. Legal Holds

Whenever litigation, audit, governmental investigations or proceedings or internal investigations are pending or reasonably anticipated, it is important that a consistent approach is adopted to ensure that copies of records that may need to be used for such proceedings are kept, and that records are only disposed of in accordance with clearly defined policies.

If Tootle is involved in litigation, whether as claimant or defendant, it may need to rely on records, information and data as evidence to support its case. If these have been disposed of, or if incomplete information has been kept, the ability to bring a claim, or defend one, will be severely compromised.

Once legal proceedings have been commenced, it is generally necessary as a matter of law to disclose to the other side all information, both helpful and damaging, which relate to the dispute in question (this is known as "disclosure" or "discovery"). Such disclosure process must always be managed by Amy Buckley, amy@tootle.co.uk and so any dispute or potential dispute should immediately be referred to them.

The obligation to disclose continues after litigation commences. Routine and one off destruction of documents, records and other relevant data and information should be stopped as soon as litigation is a possibility, until advised to the contrary by Amy Buckley. If you are in any doubt as to whether you should destroy anything in these circumstances, please contact Amy Buckley, amy@tootle.co.uk immediately.

**Selective destruction of data for the intention of concealing illegal activity or impeding an investigation is likely to be a criminal offence.**

#### 12. Data Destruction

When disposing of records or data, or any equipment upon which records or data have ever been stored, it is very important that measures are taken to ensure that all information (and in particular personal data and confidential data, whether of users, employees or suppliers) is irretrievably deleted.

**All hardcopy confidential information (i.e. any document that is labelled "Confidential", "Proprietary Information" or "Trade/Business Secrets") and personal data that is to be destroyed should only be destroyed in a secure manner (preferably shredded). All other paper records may be placed in normal recycling bins.**

If records or data are held on computer (including any mobile electronic devices such as a smartphone) files, hard drives, memory sticks or other removable media, these records and data should be appropriately and irretrievably deleted or encrypted. Please note that simply deleting files from these sources using standard "delete" functions will not usually remove the file entirely. Amy Buckley, amy@tootle.co.uk will provide support in permanently deleting such files.

If you are uncertain as to whether particular records or data is or may contain confidential information or personal data, please contact Amy Buckley, amy@tootle.co.uk prior to taking any further action.

#### 13. Retention Periods

We have set out the periods for which we retain different categories of records and data in the attached Schedule 1. Please review these carefully in order to ensure compliance with this Policy.

If you have any questions concerning record retention, these should be directed to Amy Buckley, amy@tootle.co.uk.

#### 14. Failure to comply with this policy

The consequences to our business of failing to comply properly with our obligations relating to records management and data retention can be severe. As a result, failure to comply with this Policy shall be considered to be a disciplinary matter.

**Schedule 1**  
**Retention Periods**

The retention periods set out in this document are current as at 15<sup>th</sup> May 2018

Records category (title and description)	Importance	Format (electronic or paper)	Retention period	Reason for retention
<b>Seller's Information</b>				
Vehicle Details: <ul style="list-style-type: none"> <li>- Vehicle registration number</li> <li>- Make</li> <li>- Model</li> <li>- Variant</li> <li>- Year</li> </ul>	Essential for the auction process	Electronic	6 years after the duration of the advert where no transaction has taken place or 6 years after the transaction has completed	to establish, exercise or defend legal claims under the Limitation Act 1980
Vehicle verification reports: <ul style="list-style-type: none"> <li>- CAP lookups</li> <li>- Experian reports including details of whether the car was on finance, stolen, export, plate change. VIN, VRM and car details.</li> </ul>	Essential for the auction process	Electronic	6 years after the duration of the advert where no transaction has taken place or 6 years after the transaction has completed	to establish, exercise or defend legal claims under the Limitation Act 1980
Personal details: <ul style="list-style-type: none"> <li>- Full name</li> <li>- Postcode</li> <li>- Phone number</li> <li>- Email address</li> </ul>	Essential for the auction process	Electronic	6 years after the duration of the advert where no transaction has taken place or 6 years after the transaction has completed	to establish, exercise or defend legal claims under the Limitation Act 1980

**Dealer's Information**

<p>Company Information:</p> <ul style="list-style-type: none"> <li>- Company name</li> <li>- Address (including postcode)</li> <li>- Company website</li> <li>- FCA number</li> </ul>	<p>Essential for the auction process and for compliance purposes.</p>	<p>Electronic</p>	<p>after 6 years of inactivity where no transaction has taken place in the name of the Company</p>	<p>to establish, exercise or defend legal claims under the Limitation Act 1980</p>
<p>Individual Contact's Details:</p> <ul style="list-style-type: none"> <li>- Employee's name</li> <li>- Employee's job title</li> <li>- Email address</li> <li>- Phone number</li> </ul>	<p>Essential for the auction process</p>	<p>Electronic</p>	<p>after 6 years of inactivity where no transaction has taken place in the name of the individual contact</p>	<p>to establish, exercise or defend legal claims under the Limitation Act 1980</p>

**Car Sales**

<p>Record of transactions:</p> <ul style="list-style-type: none"> <li>- Seller's details (as above)</li> <li>- Dealer's details (as above)</li> <li>- Vehicle details (mileage, finance)</li> <li>- Offer amounts and details</li> <li>- Value of transaction</li> </ul>	<p>Essential for the auction process</p>	<p>Electronic</p>	<p>6 years after the duration of the advert where no transaction has taken place or 6 years after the transaction has completed</p>	<p>to establish, exercise or defend legal claims under the Limitation Act 1980</p>
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**Use of Website**

<p>Customer surveys</p> <ul style="list-style-type: none"> <li>- Survey results from sellers</li> <li>- Survey results from dealers</li> </ul>	<p>To improve our customer service</p>	<p>Electronic</p>	<p>6 months then personal details anonymised</p>	<p>Commercial reasons</p>
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Details of user's visits to the website and how they came through to our website	To improve our customer service	Electronic	Indefinitely as all anonymised and needed for reporting	Commercial reasons
Records of correspondence between us and website users	To improve our customer Service	Electronic	6 months	Commercial reasons
Website issue reports submitted by users and related correspondence	To improve our customer service	Electronic	Up to 6 months or once a problem has been rectified	Commercial reasons
Details of third party sites accessed via our website	To improve our customer service and to comply with partner contracts	Electronic	Indefinitely as all anonymised and needed for reporting	Commercial reasons
Information about the device you are using: <ul style="list-style-type: none"> <li>- Operating system</li> <li>- Browser</li> <li>- Device Type</li> <li>- Location</li> <li>- Demographics</li> </ul>	To improve our customer service	Electronic	Indefinitely as all anonymised and needed for reporting	Commercial reasons
<b>Employees' Information</b>				
Personal details from CVs, employee forms, contracts, reviews, termination and share documents	Essential for operating business and to establish, exercise or defend legal claims	Electronic	For the duration of continuing employment plus 6 years after employment ceases	Chartered Institute of Personnel and Development

Details of criminal convictions		Electronic	Deleted following the recruitment process unless assessed as relevant to the on-going employment relationship. Once the conviction is spent, details should be deleted unless it is an excluded profession.	Employment Practices Code and Rehabilitation of Offenders Act 1974
Next of kin details	Essential for operating business	Electronic	Duration of employment	General Data Protection Regulation
Documentation required under immigration law	Essential for operating business and to comply with common law or a statutory obligation	Electronic	2 years after termination of employment	Chartered Institute of Personnel and Development
Compensation/employment information (salary, references) Personnel and training records, written particulars of employment, contracts of employment and changes to terms and conditions.	Essential for operating business and to establish, exercise or defend legal claims	Electronic	For the duration of continuing employment plus 6 years after employment ceases	Chartered Institute of Personnel and Development
Employee bank details	Essential for operating business	Electronic	Duration of employment No longer than necessary for the purposes for which they were obtained and in any case 6 months after	ICSA The Governance Institute

			termination of employment	
Payroll data -	Essential for operating business and to establish, exercise or defend legal claims	Electronic	6 years from the financial year-end in which payments were made or in which payments were made	Income Tax (Pay as You Earn) Regulations 2003, Social Security (Contributions) Regulations 2001 and Taxes Management Act 1970