

Data Retention & Destruction Policy

1 INTRODUCTION

- 1.1 This document retention and destruction policy (the “**Policy**”) sets out how V.Group retains Records necessary for ongoing business operations, legal, audit and regulatory compliance, and destroys such records, whilst promoting orderly and efficient records management.
- 1.2 The law requires V.Group to maintain certain records for certain periods of time. Failure to retain those records for those periods could subject V.Group to adverse consequences.
- 1.3 This Policy:
- (a) forms part of V.Group’s Data Protection Policy (<https://vgrouplimited.com/data-protection-overview/>);
 - (b) may be amended by V.Group at any time, consistent with the requirements of applicable laws and regulations. Any revisions will take effect from the date on which the amended Policy is published, as indicated by the version number; and
 - (c) must be complied with unless you have reason to believe that:
 - (i) a Proceeding is pending or reasonably anticipated, in which case you must immediately contact Group Legal for further guidance before destroying, altering, moving or rearranging any Records; or
 - (ii) Group Legal has ordered a Hold Instruction in which case Records should be maintained for review by Group Legal.

2 DEFINITIONS

2.1 “**Colleague**” means any employee of V.Group;

“**Data Protection Laws**” is as defined in the Data Protection Policy;

“**Group Legal**” means the legal function of V.Group (which may be contacted via legal@vgrouplimited.com);

“**Hold Instruction**” means an instruction from Group Legal to preserve documents in relation to a Proceeding;

“**Personal Data**” is as defined in the Data Protection Policy;

“**Proceeding**” means any legal, official, governmental or other proceeding or investigation;

“**Records**” means all documents and other data (including Personal Data) that are created, received, used or distributed by V.Group in the course of its business, regardless of medium and includes without limitation hard copy, soft copy, Word,

Excel or PowerPoint files, emails (inbox, outbox, drafts, folders and trash files), cloud storage, instant messages, intranet and other media; and

“**V.Group**” means Vouvray Acquisition Ltd and its subsidiaries and/or affiliates.

2.2 Words denoting the singular shall include the plural and vice versa.

2.3 Unless otherwise stated, all defined terms have the same meaning as defined in the Data Protection Policy.

3 GENERAL PRINCIPLES

3.1 You must consistently follow this Policy to ensure V.Group’s compliance with all applicable recordkeeping requirements in the relevant territory. V.Group are required to ensure that complete and accurate records are identified, retained, stored, protected and subsequently destroyed or archived within their area of assigned responsibility and in accordance with this Policy. All levels of management are responsible for ensuring that all staff under their supervision comply with this Policy.

3.2 The principal objectives of this Policy are:

(a) to ensure that Records:

- (i) are retained appropriately including for the appropriate period;
- (ii) which may need to be tendered as evidence in Proceedings are kept in a manner that ensures they will be admissible in those Proceedings;
- (iii) are retained only as long as those Records serve the immediate purposes for which they were created; and
- (iv) are permanently archived in accordance with law after their retention period has lapsed and they are no longer needed;

(b) to ensure that V.Group’s information needs are met;

(c) to minimise the retention of Records after carefully assessing risks;

(d) to ensure that all disposal of Records is efficient, orderly, appropriate and properly recorded.

3.3 This Policy applies to Records located anywhere including without limitation in V.Group’s premises, personal homes of Colleagues and contractors, and storage facilities.

4 RETENTION PROCEDURES

4.1 Records must be categorised by purpose and retained for specific periods in accordance with Schedule 1.

4.2 V.Group must comply with Data Protection Laws which require that Personal Data must not be kept longer than is necessary for the purpose for which it was collected.

This requires that Personal Data must be physically destroyed and/or erased and purged from V.Group's systems when it is no longer required, unless a minimum retention period is specified or a Hold Instruction has been issued in relation to the relevant Record.

- 4.3 Personal Data must be accurate and kept up to date. Inaccurate or out of date Personal Data must be rectified or destroyed/erased.
- 4.4 Retention periods vary depending on the country in which the Records are kept. For further information about the retention period for each category of Record, refer to Schedule 1.

5 HOLD INSTRUCTION

- 5.1 In the case of an actual, pending or reasonably anticipated Proceeding, Group Legal may issue a Hold Instruction.
- 5.2 If a Hold Instruction is ordered or you otherwise believe a Proceeding is pending or reasonably anticipated, Records must be maintained for review by Group Legal. If you believe you may have material related to a Proceeding but require assistance, promptly contact Group Legal. **You must not delete, discard or destroy any Records you may have that may be subject to a Hold Instruction.** If you have any doubt whether a Record is relevant to a Hold Instruction, save it and provide it to Group Legal.
- 5.3 If a Record is subject to a Hold Instruction, that Record must be retained until the Hold Instruction is removed by Group Legal.
- 5.4 Failure to comply with this Paragraph, to seek guidance and preserve Records can result in serious adverse consequences to V.Group and any person involved.

6 DESTRUCTION OF DOCUMENTS

- 6.1 It is unlawful to destroy, conceal or falsify any Record for the purpose of obstructing or influencing any Proceeding. Doing so may subject V.Group and any offending individuals to civil and criminal penalties including fines and imprisonment.
- 6.2 You are only permitted to destroy Records when all the following conditions are met:
 - (a) no improper motive for the destruction of the Records;
 - (b) no legal or regulatory reason to maintain the Records;
 - (c) the destruction is in accordance with mandated retention periods as set out in Schedule 1;¹ and

¹ Philippines: Under Philippines law, there are no mandatory retention periods for personal data. However, in relation to the following records, they should be kept for the following periods:

- (i) employment records – 4 years; and
- (ii) contracts – 10 years.

(d) no Hold Instruction is in place.

7 END OF SERVICE

7.1 Each Colleague must return to V.Group or destroy, at V.Group's option, all Records in their possession upon the end of their service with V.Group. This includes, without limitation, Records located anywhere including without limitation in V.Group's premises, personal homes of Colleagues and storage facilities.

8 DOCUMENT CONTROL

8.1 The Global DPO is the owner of this Policy and is responsible for ensuring that it is reviewed in line with the relevant review requirements.

8.2 A current version of this Policy is available at <https://vgrouplimited.com/data-protection-overview/>

8.3 This Policy was approved as stated in this Paragraph and is issued on a version-controlled basis.

Version	Date of Issue	Approved by	Position
1	05.04.2018	Rod Day	Chief Financial Officer
2	28.06.2019	Deborah Grimason	General Counsel & Company Secretary

Schedule 1

Record retention periods

Row	Records category	Retention period	Specific local retention requirements
1.	Constitutional / corporate records		
2.	Statutory registers	Permanently	
3.	Constitutional documents including:		
4.	- certificates of incorporation/name change; memorandum and articles of association; resolutions	Permanently	
5.	- shareholder agreements	Permanently	
6.	- directors' service contracts	6 years after expiry	
7.	- contract for purchase of own shares	10 years from purchase	
8.	Share issuance documents	Later of 6 years and date on which shares are fully paid	
9.	Share transfers and related documents, including:		
10.	- share and stock transfer forms	10 years if on or after 6 April 2008; 20 years if before that date	
11.	- letters of indemnity for lost certificates	Permanently	
12.	- cancelled share/stock certificates	1 year after registration of transfer	
13.	Other share registration documents including:		
14.	- notifications of member changes of address	2 years	
15.	- evidence submitted in support of changes to register	10 years if after 6 April 2008; 20 years if before that date	
16.	- powers of attorney	12 years after expiry	

Row	Records category	Retention period	Specific local retention requirements
17.	- court notices	Until expiry / 20 years if evidence of reason for action taken before 6 April 2008 / 10 years if evidence of action taken on or after that date	
18.	Dividend/interest payments documents	6 years after payment / expiry, as applicable	
19.	Documents relating to director meetings including	Life of company	
20.	Documents for shareholder meetings	Permanently	
21.	Tax and accounting records		
22.	Any documents which help to calculate tax liability for assessment of corporation tax, PAYE, VAT, national insurance, insurance premium tax, stamp duty land tax, stamp duty reserve tax, transfer pricing, aggregates levy, climate change levy, landfill tax, excise duty, bank payroll tax and direct taxes claims not included in a return	20 years after financial year end	
23.	Accounting records including:		
24.	- report and accounts; half yearly report and accounts; interim management statements	Permanently	
25.	- budgets and periodic internal financial reports	Permanently	
26.	Compliance records		
27.	Documents relating to money laundering regulations including evidence of clients' identity and supporting records	5 years after business relationship ends / transaction completes	
28.	Anti-bribery and corruption policy, registers of gifts, political donations	Permanently	

Row	Records category	Retention period	Specific local retention requirements
	and entertainment, internal risk assessment materials, external due diligence materials, training materials and monitoring/audit materials		
29.	HR and employment records		
30.	Recruitment records for unsuccessful candidates including job applications, references and interview records	<p>Shore employees and contractors: no longer than 12 months after notifying unsuccessful candidate (unless candidate is notified and gives consent to further retention/records are required to defend an action).</p> <p>Seafarers: no longer than 24 months after notifying unsuccessful candidate (unless candidate is notified and gives consent to further retention/records are required to defend an action).</p>	
31.	Onboarding:		
32.	Right to work and visa records	6 years	
33.	References and qualifications, induction and training records	6 years	
34.	Personnel and training records including recruitment records, qualifications and references, assessment reports, job histories, resignation / termination / retirement letters, disciplinary matters, employment contracts	<p>Employees: 6 years after employment ceases</p> <p>Seafarers: 12 years after engagement/employment ceases</p>	
35.	Senior executive records	Permanently	
36.	Working Time Regulations 1998 related documents including:		

Row	Records category	Retention period	Specific local retention requirements
37.	- opt-out forms	Longer of 2 years from date entered into and period for which opt-out is in force	
38.	- other documents showing compliance including time sheets for opted out workers and health assessments for night workers	2 years	
39.	Annual leave records	2 years	
40.	Travel and subsistence claims and authorisations	6 years	
41.	Wage records	6 years after financial year end	
42.	National minimum wage records	3 years after the end of the pay reference period following the one that the records cover	
43.	Statutory sick pay records including dates and payments	6 years after financial year end	
44.	Absence records showing dates and causes of absence	6 years after financial year end	
45.	Parental leave records	5 years from birth/adoption of the child or 18 years if the child receives a disability allowance	
46.	Gender pay reports	6 years	
47.	Income tax and national insurance returns	3 years	
48.	Pay records and pay slips	3 years after pay reference period	
49.	Salary/wage records, including overtime, bonuses, expenses	6 years	
50.	Performance appraisal records	6 years after employment ends	
51.	Learning and development records	6 years	

Row	Records category	Retention period	Specific local retention requirements
52.	Employee engagement records	6 years	
53.	Employee bank details	Duration of employment and no longer than necessary	
54.	Labour agreements	10 years after expiry	
55.	Disclosure and Barring Service checks and disclosures of criminal records	Until end of recruitment period, unless relevant to employment. Must be destroyed once conviction is spent (unless employment type is excluded)	
56.	Immigration checks	2 years after employment ceases	
57.	Redundancy records	6 years	
58.	Equal opportunities/diversity monitoring documents	6 years	
59.	Leavers – reason for termination/dismissal	6 years	
60.	Maternity pay records	3 years after end of tax year in which the maternity pay period ends	
61.	Pensions records		
62.	Pension scheme records for occupational pension schemes including:		
63.	- all pension scheme trust deeds and rules; tax approvals - details of benefits paid to dependents on member death	12 years after scheme benefits no longer available	
64.	All employer pension records for individual pension payments	6 years (originals)	
65.	Property records		
66.	Lease agreements; lease guarantees	15 years after expiry of term or, if assigned, liability	

Row	Records category	Retention period	Specific local retention requirements
		(originals)	
67.	Subletting agreements	12 years after expiry or termination (originals)	
68.	Landlord's consents; licences	15 years after expiry or termination of lease, or if assigned, liability (originals)	
69.	Planning consents	Until sale or lease expiry (originals)	
70.	Surveys and inspections documents	Permanently	
71.	Reports:		
72.	- architectural reports; building condition surveys; conservation reports (if listed building); site surveys; maps; plans; drawings	Later of date of sale and 25 years	
73.	- structural, mechanical, electrical and drainage engineering reports	Later of date of sale and 15 years	
74.	- asbestos inspections	Later of date of sale and 40 years	
75.	- project health and safety file	Permanently	
76.	Maintenance contracts and related files	6 years after expiry of contract (12 years if deeds)	
77.	Maintenance schedules, programmes and logs	15 years	
78.	Asset registers	Permanently	
79.	Intellectual property records		
80.	Trade mark files including evidence of earliest use of trade mark and trade mark applications	15 years after expiry or non-use of trade mark	
81.	Certificates of registration and documents evidencing assignment of trade / service marks and designs	15 years after expiry of intellectual property (originals)	

Row	Records category	Retention period	Specific local retention requirements
82.	Intellectual property agreements / licenses	15 years after expiry	
83.	Deal-related information		
84.	Legal, financial and commercial due diligence reports	6 years from completion of transactions	
85.	Sale and purchase agreements and related documents	6 years after transaction completes where executed as contracts; 12 years where executed as deeds	
86.	Financing agreements and related documents	6 years from completion of transactions where executed as contracts; 12 years where executed as deeds	
87.	Authorisations and approvals e.g. board minutes, shareholder resolutions	Permanently	
88.	Health and safety records		
89.	Health and safety policy	Permanently	
90.	Record of employee health and safety training	Permanently	
91.	Risk assessments and reviews	Permanently	
92.	Fire risk assessments	Permanently	
93.	Records of any reportable injury, disease or dangerous occurrence	Permanently	
94.	Accident book (Form BI 510)	Permanently	
95.	Records of personal information, policies and procedures		
96.	Data protection policies	Permanently	
97.	Records relating to development, implementation and review of information management policy, information surveys and record audits	5 years	
98.	Information systems records including quality control log,	As long as information	

Row	Records category	Retention period	Specific local retention requirements
	system maintenance log and audit data trail	exists on system	
99.	Records/information management records including:		
100.	- review lists	5 years	
101.	- lists, certificates, docket books or databases of records destroyed	Life of company	
102.	- register of records held belonging to other organisations	As long as records held	
103.	Storage records including:		
104.	- lists of records transferred to storage; details of security of records	5 years	
105.	- records of retrieval of records from storage	2 years	
106.	- records of tracking and location systems	Until systems superseded	
107.	- records relating to contracts with storage providers	6 years	
108.	General administrative records and correspondence	2 years	
109.	Training records including audio-visual materials	5 years / until superseded	
110.	Contracts, sales, marketing and insurance records		
111.	Contracts executed as deeds	12 years after performance	
112.	Other contracts	6 years after performance	
113.	Contracts relating to building, maintenance and repairs	15 years after performance	
114.	Sales and marketing records:		
115.	- standard terms and conditions	6 years	
116.	Product liability and safety records	Permanently	

Row	Records category	Retention period	Specific local retention requirements
117.	Insurance records including:		
118.	- policies, proposal forms, renewal notices and certificates	Later of 10 years and until all claims are barred / settled	
119.	- claims correspondence	3 years after settlement	
120.	Emails		
121.	Email correspondence relating to:		
122.	- entry into contracts and / or providing evidence of negotiations	6 years	
123.	- entry into deeds and / or providing evidence of negotiations	12 years	
124.	- advice given to clients	Permanently	
125.	Purchasing Records		
126.	General ledger, accounts receivable, accounts payable, sales admin, inventory	6 years	
127.	Procurement records	6 years	
128.	Debtors and creditors records	6 years	
129.	Customers and suppliers records including advice given to clients	6 years	