System and Organization Controls 3 (SOC 3) Report

Visier's Analytics & Planning Solution

Report on controls relevant to Security, Availability and Confidentiality

For the Period February 1, 2020 to January 31, 2021
SECTION 1
INDEPENDENT SERVICE
AUDITOR’S REPORT
To the Management and Board of Directors of Visier Solutions Inc.:

**Scope**

We have been engaged to report on Visier Solutions Inc.’s (“Visier”) accompanying statement/assertion, titled "Statement/Assertion by Management of Visier Solutions Inc. " (statement/assertion), that the controls within Visier’s Analytics and Planning Solution (system) were effective throughout the period February 1, 2020, to January 31, 2021, to provide reasonable assurance that Visier’s service commitments and system requirements were achieved based on the trust services criteria relevant to security, availability, and confidentiality (applicable trust services criteria) set forth in TSP section 100, 2017 Trust Services Criteria for Security, Availability, Processing Integrity, Confidentiality, and Privacy (AICPA, Trust Services Criteria).

**Service Organization’s Responsibilities**

Visier is responsible for its service commitments and system requirements and for designing, implementing, and operating effective controls within the system to provide reasonable assurance that Visier’s service commitments and system requirements were achieved. Visier has also provided the accompanying statement/assertion about the effectiveness of controls within the system. When preparing its statement/assertion, Visier is responsible for selecting, and identifying in its statement/assertion, the applicable trust services criteria and for having a reasonable basis for its statement/assertion by performing an assessment of the effectiveness of the controls within the system.

**Our independence and quality control**

We have complied with the relevant rules of professional conduct / code of ethics applicable to the practice of public accounting and related to assurance engagements, issued by various professional accounting bodies, which are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies Canadian Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance Engagements, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Service Auditor’s Responsibilities**

Our responsibility, under this engagement, is to express an opinion, based on the evidence we obtained, on management’s statement/assertion that controls within the system were effective throughout the period to provide reasonable assurance that the service organization’s service commitments and system requirements were achieved based on the applicable trust services criteria.
Our engagement was conducted in accordance with Canadian Standard on Assurance Engagements 3000, *Attestation Engagements Other than Audits or Reviews of Historical Financial Information*, set out in the CPA Canada Handbook – Assurance, with International Standard on Assurance Engagements 3000 (Revised), *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information*, issued by the International Auditing and Assurance Standards Board and with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform our engagement to obtain reasonable assurance about whether management’s statement/assertion is fairly stated, in all material respects. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our reasonable assurance engagement included:

- Obtaining an understanding of the system and the service organization’s service commitments and system requirements
- Assessing the risks that controls were not effective to achieve Visier’s service commitments and system requirements based on the applicable trust services criteria
- Performing procedures to obtain evidence about whether controls within the system were effective to achieve Visier’s service commitments and system requirements based on the applicable trust services criteria
- Performing such other procedures as we considered necessary in the circumstances.

*Inherent Limitations*

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and the circumvention of controls.

Because of their nature, controls may not always operate effectively to provide reasonable assurance that the service organization’s service commitments and system requirements were achieved based on the applicable trust services criteria. Also, the projection to the future of any conclusions about the effectiveness of controls is subject to the risk that controls may become ineffective because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

*Opinion*

In our opinion, management’s statement/assertion that the controls within Visier’s system were effective throughout the period February 1, 2020, to January 31, 2021, to provide reasonable assurance that Visier’s service commitments and system requirements were achieved based on the applicable trust services criteria is fairly stated, in all material respects.

*PricewaterhouseCoopers LLP*

Chartered Professional Accountants
Vancouver, BC
March 1, 2021
SECTION 2
STATEMENT/ASSERTION BY
MANAGEMENT OF
VISIER SOLUTIONS INC.
Statement/Assertion by Management of Visier Solutions Inc.

We are responsible for designing, implementing, operating, and maintaining effective controls within Visier Solutions Inc.'s ("Visier") Analytics and Planning Solution ("system") throughout the period February 1, 2020, to January 31, 2021, to provide reasonable assurance that Visier's service commitments and system requirements relevant to security, availability, and confidentiality were achieved. Our description of the boundaries of the system is presented in Section 3 and identifies the aspects of the system covered by our statement/ assertion.

We have performed an evaluation of the effectiveness of the controls within the system throughout the period February 1, 2020, to January 31, 2021, to provide reasonable assurance that Visier's service commitments and system requirements were achieved based on the trust services criteria relevant to security, availability, and confidentiality ("applicable trust services criteria") set forth in TSP section 100 2017 Trust Services Criteria for Security, Availability, Processing Integrity, Confidentiality, and Privacy (AICPA, Trust Services Criteria). Visier's objectives for the system in applying the applicable trust services criteria are embodied in its service commitments and system requirements relevant to the applicable trust services criteria. The principal service commitments and system requirements related to the applicable trust services criteria are presented in Section 3.

There are inherent limitations in any system of internal control, including the possibility of human error and the circumvention of controls. Because of these inherent limitations, a service organization may achieve reasonable, but not absolute, assurance that its service commitments and system requirements are achieved.

We confirm that the controls within the system were effective throughout the period February 1, 2020, to January 31, 2021, to provide reasonable assurance that Visier's service commitments and system requirements were achieved based on the applicable trust services criteria.

Management of Visier Solutions Inc.
March 1, 2021
SECTION 3
VISIER’S DESCRIPTION OF THE BOUNDARIES OF ITS ANALYTICS AND PLANNING SOLUTION
A. COMPANY BACKGROUND

Visier Solutions Inc. (Visier) delivers innovative analytic applications to over a hundred customers managing millions of employee records. Visier’s applied big data cloud-based solution enables professionals to rapidly make data-driven business decisions to enhance their organization’s performance and plan for their future needs.

Visier’s Analytics and Planning Solution (also referred to as “the Solution”) gives Human Resources (HR) professionals the insights they need to reduce costs, improve productivity, attract and retain top talent, improve the quality of the hiring process, and plan for and implement workforce strategies to support key business objectives. The sophisticated pre-built analytics are presented in an easy-to-use interface, allowing HR professionals to develop accurate workforce plans, analyze and monitor actuals against plan, compare “what-if” scenarios, and refine plans when needed.

Visier is a privately held company with offices in Vancouver (Canada), San Diego (USA) and London (UK) and was founded in 2010 by business intelligence visionaries including former Business Objects Chief Executive Officer (CEO), John Schwarz, and Chief Technology Officer (CTO) Ryan Wong. The leadership team has a proven and consistent track record of technical, operational and strategic management success with companies including Business Objects, Crystal Decisions, SAP, IBM, Symantec, and Tableau.

B. OVERVIEW OF SERVICES PROVIDED

Analytics and Planning Solution Overview

Visier operates in the SaaS (Software as a Service) space and offers comprehensive and diversified modules for the Visier application. The Solution is a complete service that comprises the Visier application, customer success services, data management and infrastructure services.

The scope covered in this report consists of the Solution, which applies to the following Visier modules:

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<thead>
<tr>
<th>Module Name</th>
<th>Description</th>
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<tr>
<td>Visier People</td>
<td><strong>Visier People</strong>, the people analytics and workforce planning solution, is a cloud-based people strategy platform that provides answers to hundreds of pre-built, best practice questions, across a range of HR and business topics. Offering unmatched people insights, Visier People also enables continuous, collaborative, data-driven planning that lets HR professionals make more informed investments and mitigate workforce risks.</td>
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<tr>
<td>Visier People: Planning</td>
<td><strong>Visier People: Planning</strong> transforms your workforce planning process and its effectiveness, by enabling continuous, collaborative, data-driven planning. Helping you make more-informed investments, optimize workforce costs, and eliminate surprises, Planning helps HR partners with Finance to reduce risk and maximize results.</td>
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<td>Visier People: Talent</td>
<td><strong>Visier People: Talent</strong> answers all your important talent questions, such as employee retention and movement, performance and engagement, leave management, compensation, leadership succession, risk management, and how talent decisions impact business results.</td>
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<td>Module Name</td>
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<tr>
<td>Visier People: Talent Acquisition</td>
<td><strong>Visier People: Talent Acquisition</strong> connects your recruiting and workforce data, providing you with deep insights into your recruitment processes, programs, and results. From questions about your applicant pipeline and sourcing, to the quality of hire and candidate diversity, to hiring process and recruiter capacity, Talent Acquisition answers all your important recruitment questions.</td>
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<tr>
<td>Visier People: Learning</td>
<td><strong>Visier People: Learning</strong> provides answers to pre-built, learning and development questions, letting you translate these insights into improved HR and business results. Learning connects your learning and development data to other HR and business system data so you can see which programs, activities, and content have the most impact. From questions about learning impact, to learning engagement and operations, to compliance learning, new hire programs, and leadership development. Learning answers critical questions your Learning Management Systems cannot answer.</td>
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<tr>
<td>Visier People: Organization</td>
<td><strong>Visier People: Organization</strong> provides the foundation for your people analytics and planning rollout. Including an initial set of HR metrics and analytics, Organization answers questions about employee retention and retirement, starts and exits, demographics, and diversity. Further, you will be able to see how workforce laws impact your organization, and leverage blueprint features for workforce diversity.</td>
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<tr>
<td>Visier Benchmarks</td>
<td><strong>Visier Benchmarks</strong> is sourced from Visier’s aggregated customer data and complement government-published measures — adding even more relevant context and timeliness. Available on demand, these Benchmarks include the workforce metrics which may be the most relevant to your organization.</td>
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<tr>
<td>Predictive Analytics</td>
<td><strong>Predictive Analytics</strong> uses advanced machine learning to provide predictions and insights into exits, promotions, internal movement, and more within your organization.</td>
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**Visier Workforce Analytics (WFA)** is the core solution initially launched by Visier. **Visier People (VP)**, the solution that supersedes WFA, is Visier’s next generation people analytics and workforce planning solution. VP is based on Visier’s new patented business analytics technology and development platform. The solution enables us to integrate data and create and innovate analytics and planning applications for the customer. The key goals with Visier People were to provide a single integrated experience from planning to analysis and back again, to build a more productive and powerful platform, and to achieve a technology transition to a full HTML environment. One of the most noticeable differences found with Visier People is the enhancements to its explanatory analytics (“Topic Guidebook”), which introduces Data Journalism -- a storytelling with data approach.

VP was launched in the summer of 2018. Existing customers have been transitioned over to VP over the past two years. New customers who joined after the launch of VP were automatically operating in the new solution. All controls included in this report are applicable to VP and WFA. However, controls over the transition from WFA to VP are excluded from this report.

The application runs on a common code base and provides multi-tenant processing of requests while ensuring security of customer data using logical separation on a per customer, per user basis.
Visier also provides customers with the option of using a mobile iOS application to access the service while ensuring that all information used is secure. The mobile iOS application does not store customer HR data used for the analysis.

**Location of Operations**

Visier services customers globally and makes its hosted applications and data available to its customers from various regions. Customers are provided the option to have their data hosted in data centers located in Canada, United States, or Germany. Customer data remains within the country selected by the customer and is not replicated or stored outside of that country as per the customer’s instructions.

The following data center locations are used:

<table>
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<tr>
<th>Data Center Location</th>
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<tr>
<td><strong>Country</strong></td>
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<td>Canada</td>
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<td>Germany</td>
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<td>Frankfurt</td>
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**People**

Visier has an established organization structure with defined roles, authority, and responsibilities, as well as appropriate lines of reporting as described below.

**Board of Directors**

Visier's Board of Directors (the “Board”) govern the organization's direction and provide strategic guidance for achieving business objectives. The Board is comprised of members of Visier's Management and external, independent leaders who possess a diverse portfolio of skills, knowledge and expertise. To ensure the Board possess the vision and competency to effectively guide and contribute to Visier's continued growth, the Board includes members with Executive leadership experience and backgrounds in human resources, business, finance and technology.

To carry out its mandate and provide ongoing oversight, Board of Director meetings are held at least quarterly to address challenges faced by the organization and strategize on future plans and growth.
Executive Management

Visier has an experienced Executive Management team. Executive Management is organized to oversee all activities of Visier, such as developing company strategy and directing operational activities towards achievement of the organization’s tactical and strategic objectives. Particular attention is focused on customer success and adopting a proactive approach in addressing customer needs and requirements. Executive Management assesses the overall Visier environment and removes obstacles in achieving the strategic, contractual and regulatory obligations of the organization. They meet on a frequent basis with operational teams to obtain updates on ongoing initiatives and their alignment with the strategic plan.

Human Resources (HR)

The HR team is responsible for the entire employee lifecycle: recruitment, employee relations, engagement, learning and development, compensation and benefits, and employee exits. At an organizational level, the HR team is responsible for organizational design and development and supporting business functions in meeting strategic objectives.

Governance, Risk and Compliance (GRC)

The GRC team is responsible for establishing, communicating, training and monitoring employee adoption and compliance with corporate policies and internal controls, and reporting key results to Executive Management. Additionally, this team is responsible for performing regular risk assessments to include the areas of control effectiveness, information security, vendor management. The GRC team are members of professional associations such as ISACA.

Privacy and Data Protection

The Privacy team is responsible for overseeing a comprehensive privacy and data protection program, with policies, procedures and guidelines that ensure Visier appropriately handles personal data under its control as well as the data Visier processes on behalf of its customers. Additionally, the privacy and data protection program is responsible for monitoring and addressing legal compliance requirements, conducting privacy risk and impact assessments, data privacy, data breach response, and privacy training and awareness.

Information Security (InfoSec)

The Information Security team is responsible for establishing and monitoring security controls, processes and standards. The team is also responsible for managing penetration testing, vulnerability assessments, threat monitoring, incident response, crisis management and facilitating security awareness across the organization.

Site Reliability Engineering (SRE)

The SRE team is a multi-disciplinary group comprised primarily of software developers and system administrators, who are responsible for hosting Visier’s infrastructure and innovating how Visier hosts software in the cloud. Their responsibilities include 24/7 systems administration; operating and monitoring of servers, storage, networking, applications, security devices; and deployment of tenant instances.
Customer Success

The Customer Success team is responsible for customer onboarding, training, rollout and adoption of the Solution in the customer’s organization and providing ongoing customer support.

Data Management

The Data Management team works with the customer to configure a new customer’s application, to upload historical data, and to troubleshoot and fix any data issues.

Product Management

The Product Management team coordinates enhancements to Visier’s portfolio of products by receiving change requests for new functionality from customers and internal teams, as well as through research into industry practices and trends.

Development

The Development team is responsible for the development of the Solution consistent with product requirements set by Product Management, Quality Assurance, and Release Management.

Quality Assurance (QA)

The QA team is responsible for setting product quality requirements and functional test plans, and performing testing throughout the development process and prior to product release.

Release Management

The Release Management team is responsible for the technical delivery of the Solution and for meeting the requirements of release approval cycles.
C. Control Activities

Visier has put in place controls and processes for the Solution and the systems required for supporting the Solution to meet its security, confidentiality and availability commitments to customers. These controls and processes are first established through formal policies, which are then used as guiding principles for the design, implementation, and operation of the subsequent control activities.

Availability

Visier’s hosting environment is designed with security, high availability, and redundancy in mind. The Canadian and American hosting locations utilize private wide area network (WAN) connections to transfer data seamlessly between primary and secondary sites within a customer’s chosen geographic region. Data centers within each of these regions also act as fail-over locations to support the availability commitments Visier has made to its customers.

Confidentiality

Visier has developed and communicated policies and processes that specify the confidentiality requirements and the retention period of customer data, and procedures to securely dispose of such customer data within the stipulated timelines.

D. Visier’s Principal Service Commitments and System Requirements

Visier designs its processes and procedures related to security, availability and confidentiality to meet its objectives for the Solution. Those objectives are based on the service commitments that Visier makes to user entities, the laws and regulations that govern the provision of the Solution and the financial, operational and compliance requirements that Visier has established for the services. Visier’s Solution is subject to the security, availability and confidentiality commitments as listed in Visier’s Service Level Agreements (“SLAs”) and contracts with its customers. Security, availability and confidentiality commitments to user entities are documented and communicated in SLAs and customer agreements.

Visier establishes operational requirements that support the achievement of security, availability and confidentiality commitments, relevant laws and regulations, and other system requirements. Such requirements are communicated in Visier’s system policies and procedures, system design documentation, and contracts with customers. Information security policies define an organization-wide approach to how systems and data are protected. These include policies around how the service is designed and developed, how the system is operated, how the internal business systems and networks are managed, and how employees are hired and trained. In addition to these policies, standard operating procedures have been documented on how to carry out specific manual and automated processes required in the operation and development of the solution.