



Deliberation No 97/BCR1/2025 of 17 October 2025 of the National Data Protection Commission, in a plenary session, approving Processor Binding Corporate Rules of Northern Trust Group

The National Data Protection Commission (CNPD),

Pursuant to the request by Northern Trust Global Services SE on behalf of Northern Trust Group, submitted to the United Kingdom Information Commissioner 's Office on 18 March 2019, subsequently taken over by the CNPD on 16 July 2020, for approval of their binding corporate rules for Processors;

Having regard to Articles 47, 57 and 64 of the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (hereinafter: the General Data Protection Regulation or GDPR');

Having regard to article 7 of the Act of 1 August 2018 on the organisation of the National Data Protection Commission and the general data protection framework (hereinafter: the 'Law of 1 August 2018');

Having regard to the Rules of Procedure of the National Data Protection Commission adopted by Decision No 07AD/2024 of 23 February 2024 (hereinafter: the 'ROP'), in particular its article 33;

Having regard to the judgment of the Court of Justice of the European Union Data Protection Commissioner v. Facebook Ireland Ltd and Maximilian Schrems, C-311/18 of 16 July 2020;

Having regard to EDPB Recommendations 01/2020 on measures that supplement transfer tools to ensure compliance with the EU level of protection of personal data of 18 June 2021;

Makes the following observations:

1. Article 47(1) of the General Data Protection Regulation, provides that the National Data Protection Commission (CNPD) shall approve Binding Corporate Rules (hereinafter: BCRs) provided that they meet the requirements set out under this Article.
2. The adoption and implementation of BCRs by a group of undertakings is intended to provide guarantees to Processors and processors established in the EU as to the protection of personal data that apply uniformly in all third countries and, consequently, independently of the level of protection guaranteed in each third country.
3. Before carrying out any transfer of personal data on the basis of the BCRs to one of the members of the group, it is the responsibility of any data exporter in a Member State, if needed with the help of the data importer, to assess whether the level of protection required by EU law is respected in the third country of destination in the case of the specific data transfer, including onward transfer situations. This assessment has to be conducted in order to determine whether any legislation or practices of the third country applicable to the to-be-transferred data may

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impinge on the data importer's and/or the data exporter's ability to comply with their commitments taken in the BCR, taking into account the circumstances surrounding the transfer. In case of such possible impingement, the data exporter in a Member State, if needed with the help of the data importer, should assess whether it can provide supplementary measures in order to exclude such impingement and therefore to nevertheless ensure, for the envisaged transfer at hand, an essentially equivalent level of protection as provided in the EU. Deploying such supplementary measures is the responsibility of the data exporter and remains its responsibility even after approval of the BCRs by the competent Supervisory Authority and as such, they are not assessed by the competent Supervisory Authority as part of the approval process of the BCRs.

4. In any case, where the data exporter in a Member State is not able to implement supplementary measures necessary to ensure an essentially equivalent level of protection as provided in the EU, personal data cannot be lawfully transferred to a third country under these BCRs. In the same vein, where the data exporter is made aware of any changes in the relevant third country legislation that undermine the level of data protection required by EU law, the data exporter is required to suspend or end the transfer of personal data at stake to the concerned third countries.

5. In accordance with the cooperation procedure as set out in the EDPB Document Setting Forth a Co-Operation procedure for the approval of Binding Corporate Rules for Processors and processors adopted on 13th of March 2025, the Processor BCRs application of Northern Trust Group was reviewed by the National Data Protection Commission (CNPD), as the competent supervisory authority for the BCRs (BCR Lead) and by two Supervisory Authorities (SA) acting as co-reviewers. The application was also reviewed by the SAs to which the BCRs were communicated as part of the cooperation procedure.

6. The review concluded that the Processor BCRs of Northern Trust Group (hereinafter BCR-P) comply with the requirements set out by Article 47(1) of the GDPR as well as the Working Document WP257 rev.01 and in particular that the aforementioned BCRs:

i) Are legally binding and contain a clear duty for each participating member of the Group including their employees to respect the BCRs by entering in an Intra-Group Agreement (page 5, Section 2 of the Binding Intra-Group BCR Membership Agreement, Northern Trust Company (hereinafter: "IGA"), page 7, section 3.1.3 of the BCR-P and Part 2 of the BCR-P application form, Section 4 ;

ii) Expressly confer enforceable third-party beneficiary rights to data subjects with regard to the processing of their personal data as part of the BCRs in Section 7.1.2, page 23 and Section 18.1 of the IGA, page 13;

iii) Fulfil the requirements laid down in Article 47(2) of the GDPR:

a) The structure and contact details of the group of undertakings and each of its members are described in the Application form WP265 that was provided as part of the file review and in the Schedule I to the BCR-P "Applicability of Processor BCRs to Northern Trust Group Entities" ;

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- b) the data transfers or set of transfers, including the categories of personal data, the type of processing and its purposes, the type of data subjects affected and the identification of the third country or countries in question are specified in the BCR-P in Sections 3.2. and 3.3 and in Section 2 of the Application Form;
- c) the legally binding nature, both internally and externally, of the Processor BCRs is recognized in page 4, Section 2 of the IGA and in page 7, Sections 3.1.3 and 7.1.2 “and 7.2.1 of the BCR-P;
- d) the application of the general data protection principles, in particular purpose limitation, data minimisation, limited storage periods, data quality, data protection by design and by default, legal basis for processing, processing of special categories of personal data, measures to ensure data security, and the requirements in respect of onward transfers to bodies not bound by the binding corporate rules are detailed in the BCR-P in Sections 4.1.1., 4.1.2, 4.1.3, 4.1.6, 4.1.9 and 4.1.10;
- e) the rights of data subjects in regard to processing and the means to exercise those rights, including the right not to be subject to decisions based solely on automated processing, including profiling in accordance with Article 22 of the GDPR, the right to lodge a complaint with the competent supervisory authority and before the competent courts of the Member States in accordance with Article 79 of the GDPR, and to obtain redress and, where appropriate, compensation for a breach of the binding corporate rules which are set forth in the BCR-P in Sections 4.1.8 and 7.1;
- f) the acceptance by the Processor or processor established on the territory of a Member State of its liability for any breaches of the binding corporate rules by any member concerned not established in the Union as well as the exemption from that liability, in whole or in part, only if the concerned party proves that that member is not responsible for the event giving rise to the damage are specified in the BCR-P in Section 7.2.1;
- g) how the information on the binding corporate rules, in particular on the provisions referred to in points (d), (e) and (f) of Article 47.2 of the GDPR are provided to the data subjects in addition to Articles 13 and 14 of the GDPR, is specified in the BCR-P in Section 3.4;
- h) the tasks of any data protection officer designated in accordance with Article 37 of the GDPR or any other person or entity in charge of monitoring the compliance with the binding corporate rules within the group of undertakings, or group of enterprises engaged in a joint economic activity, as well as monitoring training and complaint-handling are detailed in Section 5.1 of the BCR-P;
- i) the complaint procedures are specified in Section 7.1.1 of the BCR-P;
- j) the mechanisms put in place within the group of undertakings for ensuring the monitoring of compliance with the binding corporate rules are detailed in Section 5.2 of the BCR-P.

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Such mechanisms include data protection audits and methods for ensuring corrective actions to protect the rights of the data subject. The results of such monitoring are communicated to the person or the entity referred to in point (h) above and to the board of the controlling undertaking of the group of undertakings (in this situation to Northern Trust Group headquarters in the United States of America , as well as to the Northern Trust Global Services SE in Luxembourg, entity with delegated data protection responsibilities in the EEA) and are available upon request to the competent supervisory authority;

k) the mechanisms for reporting and recording changes to the rules and reporting those changes to the supervisory authorities are specified in Section 8.1.1 of the BCR-P;

l) the cooperation mechanism put in place with the supervisory authority to ensure compliance by any member of the group of undertakings is specified in BCR-P in Section 6. The obligation to make available to the supervisory authority the results of the monitoring of the measures referred to in point (j) above is specified in the BCR-P in Sections 5.2. and 6.1“;

m) the mechanisms for reporting, upon request, to the competent supervisory authority any legal requirements to which a member of the group of undertakings is subject in a third country which are likely to have a substantial adverse effect on the guarantees provided by the binding corporate rules are described in the BCR-P in Section 5.4.2, page 22;

n) finally, Section 5.3.1 of the BCR-P provide for an appropriate data protection training to personnel having permanent or regular access to personal data

7. The EDPB provided its opinion 20/2025 of 11 September 2025 in accordance with Article 64(1)(f) of the GDPR. The National Data Protection Commission (CNPD) took utmost account of this opinion.

In light of the above developments, the National Data Protection Commission, in a plenary session, after having deliberated, decides:

The National Data Protection Commission (CNPD) approves the Processor BCRs of Northern Trust Group submitted for approval on the United Kingdom Information Commissioner ‘s Office on 18 March 2019, subsequently taken over by the CNPD on 16 July 2020 and as specified in the annex to this decision as providing appropriate safeguards for the transfer of personal data in accordance with Article 46(1) and (2) (b) and Article 47(1) and (2) GDPR.

For the avoidance of doubt, the National Data Protection Commission (CNPD) recalls that the approval of BCRs does not entail the approval of specific transfers of personal data to be carried out on the basis of the BCRs. Accordingly, the approval of BCRs may not be construed as the approval of transfers to third countries included in the BCRs for which, an essentially equivalent level of protection to that guaranteed within the EU cannot be ensured.



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The approved BCRs will not require any specific authorization from the concerned SAs.

In accordance with Article 58(2)(j) GDPR, each concerned SA maintains the power to order the suspension of data flows to a recipient in a third country or to an international organization whenever the appropriate safeguards envisaged by the Processor BCRs of Northern Trust Group are not respected. This decision can be revoked if any of the group entities of Northern Trust Group processes personal data transferred under these Processor BCR in violation of these BCRs.

Belvaux, dated 17 October 2025 (CNPD)

The National Data Protection Commission

Tine A. Larsen
Chair

Thierry Lallemand
Commissioner

Alain Herrmann
Commissioner

Florent Kling
Commissioner

Indication of remedies

This Administrative Decision may be the subject of an appeal for amendment within three months of its notification. Such an action must be brought by the interested party before the administrative court and must be brought by a lawyer at the Court of one of the Bar Associations.

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ANNEX TO THE DECISION

The Processor BCRs of Northern Trust Group that are hereby approved cover the following:

a. Scope:

Only members of Northern Trust Group acting as data processors for an entity which is a Data Controller under EEA Data Privacy Laws, which is not a member of the Northern Trust Group, that are legally bound by Schedule I on BCRs applicability, as indicated in the BCR-P in Section 3.2. "Scope";

b. EEA countries from which transfers are to be made:

While Northern Trust has group companies operating in Luxembourg, Ireland, Netherlands and Sweden within the EEA, the majority of transfers from the EEA to locations outside of the EEA will be from Luxembourg and Ireland (followed by a smaller amount of data transferred from other EEA Northern Trust companies) to the United States. (Section 2 of Part 1 of the Application form).

For the country of establishment of group entities bound by the BCR-P and transferring personal data under the BCR-P: Schedule I "Applicability of Processor BCRs to Northern Trust Group Entities" (Luxembourg, Ireland, Netherlands, Sweden and Norway).

c. Third countries to which transfers are to be made:

For the country of establishment of group entities bound by the BCR-P and receiving personal data under the BCR-P: Schedule I "Applicability of Processor BCRs to Northern Trust Group Entities" (USA, Switzerland, Canada, Cayman Islands, Guernsey, Singapore, Hong Kong, Australia, China, Malaysia, India, Abu Dhabi, UK, Philippines)

d. Purposes of the transfer: The purposes are detailed in Section 3.3.2 of the BCR-P "Description of data flows and purposes of data transfers".

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e. Categories of data subjects concerned by the transfer: Those categories are specified in Section 3.3.1 "Description of Personal Data transferred" of the BCR-P. Are included:

- individual clients and investors
- underlying investors, shareholders, settlors, beneficiaries, directors, officers or beneficial owners of institutional clients.

f. Categories of personal data transferred: Those categories are specified in the BCRs Section 3.3.1 "Description of Personal Data transferred" of the BCR-P.