



Report on iDeals Group GmbH's Management Assertion  
Relating to the Virtual Data Room and iDeals Board  
System

For the Period August 1, 2023 through July 31, 2024  
Relevant to Security, Availability, and Confidentiality





## INDEPENDENT SERVICE AUDITOR'S REPORT

To the Management of iDeals Solutions Operations Limited:

### *Scope*

We have examined iDeals Group GmbH's ("iDeals") accompanying assertion titled "Assertion of iDeals Group GmbH's Management" ("assertion") that the controls within iDeals Virtual Data Room and Board System ("system") were effective throughout the period August 1, 2023, through July 31, 2024, to provide reasonable assurance that iDeals' service commitments and system requirements were achieved based on the trust services criteria relevant to security and availability ("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*

iDeals 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 iDeals' service commitments and system requirements were achieved. iDeals has also provided the accompanying assertion about the effectiveness of controls within the system. When preparing its assertion, iDeals is responsible for selecting, and identifying in its assertion, the applicable trust service criteria and for having a reasonable basis for its assertion by performing an assessment of the effectiveness of the controls within the system.

### *Service Auditor's Responsibilities*

Our responsibility is to express an opinion, based on our examination, on whether management's 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 examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform our examination to obtain reasonable assurance about whether management's 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 examination 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 in achieving iDeals' 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 in achieving iDeals' service commitments and system requirements based on the applicable trust services criteria.



Our examination also included performing such other procedures as we considered necessary in the circumstances.

We are required to be independent and to meet our other ethical responsibilities in accordance with relevant ethical requirements relating to the engagement.

*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 inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

*Opinion*

In our opinion, management's assertion that the controls within iDeals' Systems were effective throughout the period August 1, 2023 through July 31, 2024, to provide reasonable assurance that iDeals' service commitments and system requirements were achieved based on the applicable trust services criteria, is fairly stated, in all material respects.

A handwritten signature in black ink that reads 'IS Partners, LLC' in a cursive, slightly stylized font.

IS Partners, LLC  
Dresher, Pennsylvania  
September 24, 2024



## ASSERTION OF IDEALS, INC.'S MANAGEMENT

We are responsible for designing, implementing, operating, and maintaining effective controls within iDeals' Security Framework throughout the period August 1, 2023, through July 31, 2024, to provide reasonable assurance that iDeals' service commitments and system requirements relevant to security and availability were achieved. Our description of the boundaries of the system is presented in this report and identifies the aspects of the system covered by our assertion.

We have performed an evaluation of the effectiveness of the controls within the system throughout the period August 1, 2023, through July 31, 2024, to provide reasonable assurance that iDeals' service commitments and system requirements were achieved based on the trust services criteria relevant to security and availability ("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*). iDeals' 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.

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 assert that the controls within the system were effective throughout the period August 1, 2023, through July 31, 2024, to provide reasonable assurance that iDeals' service commitments and system requirements were achieved based on the applicable trust services criteria.

iDeals, Group GmbH.  
August 1, 2024

## **iDeals, Inc.'s Description of the Boundaries of its Virtual Data Room and Board System**

### **Background**

The iDeals Solutions Group is an international B2B SaaS company that provides virtual data room technologies. Founded in 2008, it has been recognized for effectively facilitating complex financial transactions such as M&A, fundraising, IPO, debt financing, bankruptcy, investor reporting, etc.

### **Principal Service Commitments and System Requirements**

iDeals designs its processes and procedures related to VDR and iDeals Board to meet its objectives for its SaaS services. Those objectives are based on the service commitments that iDeals make to user entities, the laws and regulations that govern the provision of SaaS services, and the financial, operational, and compliance requirements that iDeals have established for the services. The SaaS services of iDeals are subject to the security and privacy requirements of the EU 2016/679 General Data Protection Regulation (GDPR), UK Data Protection Act 2018 (UK GDPR), as well as other Extra-EU state members' privacy security laws and regulations in the jurisdictions in which iDeals operates. Additionally, iDeals commits to comply with the EU-U.S. Data Privacy Framework, ensuring the same level of privacy protection for EU Personal Data as required under this framework.

### **Overview of iDeals' Virtual Data Room and Board System**

#### **Company Overview**

The iDeals Solutions Group is an international B2B SaaS company that provides virtual data room technologies, corporate governance and other secure filesharing and collaboration solutions. Founded in 2008, it has been recognized for effectively facilitating complex financial transactions such as M&A, fundraising, IPO, debt financing, bankruptcy, investor reporting, corporate governance, etc.

#### **Services Provided**

The Virtual Data Rooms (VDR) serve as a cloud-based environment for storing and sharing critical sensitive business documents. It has a full package of features for secure document storage and exchange.

VDR has the following features:

- Document Management
  - Bulk Upload no limits for size or number of uploaded files.
  - Upload Files In Any Format
  - Document labels.
  - Automatic Index Numbering
  - Optical character recognition and full-text search.
  - Manage Files & Folders: rename, merge, copy, move, delete, and so on.
  
- Document Security
  - Built-in Redaction.

- Remote Shred. Document access rights can be revoked even after the document has been downloaded.
- Dynamic Watermarks. Customize watermarks with the user name, IP address, time and date of document access.
- Secure Fence View. The user can only see part of the document under the pointer while the rest is covered with a sliding barred screen.
- Granular Document Permissions. Specify detailed access policies for each document and folder in the data room.
- Secure Spreadsheet Viewer.
- Secure Video files Viewer with watermarks.
  
- Ease of Use
  - Single Sign-On SAML 2.0 integrations.
  - Multilingual Access (15 Languages including English, German, Spanish, French, Dutch, Italian, Polish, Russian, Turkish, Ukrainian, Portuguese, Chinese, Japanese, Swedish and Korean).
  - Scroll-Through Viewer allows the user to simply go to the next document in a folder directly from the document.
  - iOS And Android Apps
  - Branding of the VDR to match a corporate brand book
  
- Access Security
  - Access Control And Expiration
  - Time And Ip Access Restriction
  - Granular User Permissions
  - User Security Impersonation
  - Two-Factor Authentication
  
- User Management
  - Single Or Bulk User Invitation
  - Set Detailed User Permissions
  - Set Excel Viewing Permissions: with or without formulas
  - Easy Group Setup by dividing them into groups with different levels of access to data room functions.
  - Set Notifications settings
  
- Collaboration
  - Create notes and comments for documents.
  - Built-in email-like Questions and Answers functionality.
  - Ask questions, provide answers, create FAQs.
  - Built-in terms of use / NDA.
  
- Reports
  - Full Audit Trails
  - Track User Activity
  - Heatmap activity Reports
  - Group Overview Reports

- Corporate account
  - Manage multiple data rooms
  - Manage users from multiple data rooms
  - See subscription details and invoices
  - Usage report

iDeals Board is a board portal software solution that digitizes meetings for boards and executive teams and makes them more efficient. It assists managers in preparing critical issues before meetings and then focuses meetings on decisions, with everyone being on the same page. The software ensures post-meeting continuity by allowing triggering subsequent action items and monitoring progress until critical matters are successfully resolved.

iDeals Board functionality covers:

- Providing meeting members full transparency into agenda items, decisions, and tasks.
- Storing meeting history, agenda items, board reading materials, decisions, voting records, and documents securely in one place.
- Protecting data with AES encryption, a role-based access model, user rights management and a secure data transfer protocol.
- Saving time with automated board books generation, decision and voting management, minute generation, and more.
- Accessing the platform from multiple devices.
- Cloud-based with the hosting in different data centers worldwide.
- ‘User’ and ‘Administrator’ logins (i.e., different levels of access) – with administrators able to make account changes without contacting customer service
- Self-service options for users (e.g., password resets)
- Electronic Signature. Drawn electronic signature is available through the integration of iDeals Board with PSPDFKit as well as with the use of electronic signature certificates applied via external third-party applications.
- Notification system to inform users when meetings are scheduled, docs are available and tasks are due.

### **Principal Service Commitments and System Requirements**

iDeals designs its processes and procedures related to VDR and iDeals Board to meet its objectives for its SaaS services. Those objectives are based on the service commitments that iDeals make to user entities, the laws and regulations that govern the provision of SaaS services, and the financial, operational, and compliance requirements that iDeals have established for the services. The SaaS services of iDeals are subject to the security and privacy requirements of the EU 2016/679 General Data Protection Regulation (GDPR), UK Data Protection Act 2018 (UK GDPR), as well as other Extra-EU state members' privacy security laws and regulations in the jurisdictions in which iDeals operates. Additionally, iDeals commits to comply with the EU-U.S. Data Privacy Framework, ensuring the same level of privacy protection for EU Personal Data as required under this framework.

Security commitments to user entities are documented and communicated in service redundancy and availability, integrity guarantee and other customer agreements, as well as in the description

of the service offering provided online. Security commitments are standardized and include, but are not limited to, the following:

- VDR
  - Administrative, technical and physical security measures (including concerning personnel, facilities, hardware and software, storage and networks, access controls, monitoring and logging, a SIEM (Security information and event management,) platform vulnerability and breach detection, incident response, encryption of Customer Personal Data while in transit and at rest, a WAF (web application firewall) and DDoS Protection).
  - Security and confidentiality of Customers' data stored in VDR are ensured by the following measures:
    - Each user will be identified by email and password;
    - Enforceable Two-factor authentication. Standard password-protected access to the Data Room can be further tightened through the use of a one-time randomly generated SMS or TOTP code, sent to the authorized User's mobile phone and required for that user and current session only;
    - Digital Rights Management. Given the role of each group of Users, the Customer can allow or restrict viewing, copying, printing, downloading of source documents (either in secured or in original format) and uploading documents, as well as restrict group access to Customer Data by level, date, and IP-address, viewing each other in the VDR;
    - Document encryption. All non-binary data both uploaded to the Data Room server and downloaded from the server is encrypted with 256-bit TLS on a transfer level and when displaying/printing with AES 256-bit. All files in rest stored in data centers are encrypted with AES 256-bit;
    - Watermarking.
    - Fence View - a user will only be able to view online a part of the document where they hover the pointer and a "fence" will mask the rest of the screen. This prevents unauthorized copying, downloading camera-based attacks or content breaches while in a public place.
- iDeals Board
  - For data flow in transit, iDeals Board utilizes TLS 1.2 with Elliptic-curve Diffie–Hellman (ECDHE) key agreement protocol. All encryption and authentication algorithms are combined with RSA key exchange algorithm and AES-256 GCM block cypher and AES encryption algorithm. SHA-384 hashing algorithms use HMAC-based key derivation (HKDF).
  - Data is encrypted at rest using Transparent Data Encryption (TDE) to encrypt MS SQL Server data files at rest. TDE performs real-time I/O encryption and decryption of the data and logs files. The encryption keys are stored separately from the encrypted data.
  - The iDeals Board platform is hosted in secure and ISO27001/SOC-certified data centers. SOC audit reports are available upon request and with a signed NDA.

iDeals establishes operational requirements that support the achievement of security commitments, relevant laws and regulations, and other system requirements. Such requirements are

communicated in iDeals' 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 changes are managed, 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 VDR and iDeals Board.

### *Components of the System*

The system is comprised of the following five components:

- Infrastructure (systems and networks)
- Software (utilities)
- People (consultants and project managers)
- Procedures (automated and manual)
- Data (transactions streams, files, databases, and tables)

### **Infrastructure**

- VDR  
VDR runs on EC2 servers hosted in Amazon Web Services (AWS) DMZ. Databases (AWS RDS), file storage (AWS FSX) and converters (EC2) are hosted in an AWS private network. NACLs restrict access on a CIDR basis. Employees access the application through their company-supplied laptops, using AWS SSO. AWS SSO uses the iDeals corporate GSuite account as an identity source. As soon as GSuite authentication is passed, AWS SSO allows a user to assume the corresponding IAM role, depending on the group to which a user belongs.  
Employees access the application through their company-supplied laptops, AWS SSO as appropriate.
- iDeals Board  
iDeals Board runs on both VPS servers hosted in OVHCloud (OVH) and EC2 servers hosted in Amazon Web Services (AWS) DMZ. Employees access the application through their company-supplied laptops, using the OVHCloud Management portal with secure protocols and encryption enabled (TLS, AES-256, RS256) and using AWS SSO as appropriate.

### **Software**

- VDR  
A virtual data room (VDR), also known as a deal room, is a secure online repository for document storage and distribution. It is typically utilized during the due diligence process preceding a merger or acquisition to review, share, and disclose company documentation.

iDeals' VDR is a SaaS application developed and maintained by an in-house software engineering team. The software engineering team enhances and maintains VDR to provide data security tools, auditing, and search functionality for documents to investment, legal, and life sciences sectors.

iDeals provides a range of user applications for VDR activities:

- iDeals web application for Google Chrome, Safari, and Microsoft Edge;
- iDeals desktop application for Windows;
- iDeals mobile application for iOS and Android.

iDeals VDR application offers a role model based on two major security groups: administrators - the accounts with elevated privileges for VDR setup, documents, users and permissions management, and users - the accounts with regular privileges primarily for viewing or managing documents.

Access control in the VDR is based on the RBAC (Role-Based Access Control) model, where users have different security settings according to their roles and groups. Permissions are assigned on a group level down to a specific folder or file. Available security permissions include:

- None
- Fence View - a user will only be able to view online a part of the document where they hover the pointer and a "fence" will mask the rest of the screen. This prevents unauthorized copying, downloading camera-based attacks or content breaches while in a public place.
- View - a user can only view the document online. Content copying is locked. For excel documents two options are implemented: View Excel with formulas and View Excel without formulas.
- Download Encrypted File - for Word, Excel, and PowerPoint files - a user can download an IRM encrypted version in native yet protected file (users will need to authenticate to open the document) and view the document in MS Office applications. In addition, it is possible to assign one of two modes of access for Excel:
  - Formulas on: users can see formulas in Excel documents, apply their own formulas, use macros, edit the document, and save the changes. Yet, copying and making screen capture is disabled.
  - Formulas off: formulas are invisible to users. Editing and data analysis are disabled. Copying, saving changes, and making screen capture are disabled.

For PDF documents and other convertible formats – users will be able to download PDF with password protection. The user will be prompted to fill in login details and an SMS code (if 2-step verification is enabled). Internet connection is required to open the document. Encrypted PDF is also protected by watermarks. Access to encrypted PDF may be restricted by changing permission or deactivating a user. Additionally, you can track any file viewing or downloading event in Reports.

- Download PDF permission will allow users to download PDF documents with watermarks.
- Download original: user will be able to download documents in the original format. You will not be able to track any events of this file but the downloading event. It will not be possible to revoke access to the downloaded original document.
- Upload: this permission is intended for the user groups responsible for uploading data to their specific folder but without full administrative rights.
- Manage: Users can delete, move, copy, rename, redact, and extract documents from archives inside the folder with this permission. It also allows adding labels to documents if this feature is enabled in the project.

iDeals personnel do not have access to or interact with customers' documents stored in the VDR. iDeals application processes all data automatically to be accessed by the data room's users based on permissions assigned by data room administrators. All user-documented access events are logged in the audit trail.

### iDeals Board

The iDeals Board is a comprehensive electronic meeting and agenda management system having broad functionality and provides a holistic set of tools for preparation, monitoring, and holding collegial body meetings and related activities.

iDeals Board is a SaaS application deployed as single-tenant instances and developed and maintained by an in-house software engineering team.

System Administrators of the iDeals Board can configure the system, input necessary information, integrate with third-party tools, etc. via a web interface. Secretaries/Administrators of the system can prepare and manage meetings for the necessary number of collegial bodies of many companies via web interface including creating meeting agendas with the matters to vote on, uploading relevant documents, generating meeting minutes, creating action items and monitoring their implementation, broadcasting documents during the meeting to the mobile devices, etc. The members of collegial bodies can review the meeting matters and documents, manage the action items assigned to them as well as participate in the meetings, and vote using desktops, iPads, iPhones as well as Android-based devices.

The iDeals Board is protected with several security tools applied at different layers of accessing, storing, and transporting information.

### **People**

iDeals has a staff of approximately 420 employees organized in the following functional areas:

- *Sales & Marketing.* Inside sales, field sales, customer success, marketing, SEO, revenue operations, business intelligence, billing, accounts receivable. These individuals are mostly the direct contact line with potential customers and customers. They use VDR and iDeals Board to set trials for potential customers and/or to support customers and improve their experience with iDeals products and services.

- *Management.* Executives, senior operations staff, and company administrative support staff, such as accounting, and finance. These individuals use VDR and iDeals Board primarily to measure performance at an overall corporate level. This includes reporting done for internal metrics as well as for iDeals' user entities.
- *Operations.* Staff that support Customer Success and Customers with all product issues, quality assurance monitoring, product support, and reporting. These individuals use VDR and iDeals Board primarily to reproduce customers' errors and be able to provide a swift resolution.
- *IT.* Internal IT, DevOps/SysOps, Engineering, information security, and product. Those individuals have no direct use of VDR or iDeals Board but manage and develop those applications and manage their infrastructure and implementation.
  - The Internal IT Team provides technical assistance to the rest of iDeals users.
  - The DevOps/SysOps Team supports VDR and iDeals Board's IT infrastructure, which is used by the software. DevOps/SysOps will deploy the releases of the corporate applications into the production environment.
  - The Engineering Team develops and maintains the custom software for VDR and iDeals Board. This includes the supporting utilities and the external websites that interact with these applications. The staff includes software developers, database administration, software quality assurance, and technical writers.
  - The Information Security Team supports VDR and iDeals Board indirectly by monitoring internal and external security threats.
  - The Product Team play the role of an R&D department, keeping iDeals competitive by providing insights into the market and developing new functionalities or improving existing ones accordingly.

## **Data**

### VDR

Data as defined in VDR terms and conditions is any documents or information, provided by or on behalf of the Client for the Services, including documents and information chosen by or on behalf of the Client to be uploaded to the Virtual Data Room.

Data are usually collected and uploaded into VDR by the customer or those guest users invited by the customer. Per the contract, iDeals is not responsible for the content of the information uploaded, as iDeals personnel does not have access to or interact with customers' documents stored in the VDR.

Additionally, there is a comprehensive audit trail log of all activities within a VDR: View, Print, Download Original and an audit trail records the duration of file viewing by every user for each document and each page of a document.

Users can filter activity reports in terms of date range, particular documents accessed, certain users or specific actions. Any report can be downloaded as Excel for further analysis.

*Data Backup and Recovery*

iDeals VDR data are replicated to redundant servers thus ensuring disaster resistance and round-the-clock availability. In case of one hosting site's failure, all users are seamlessly redirected to the secondary site which contains a complete live copy of the VDR. Real-time mirroring to the remote data center and backup procedures allows iDeals to achieve an RTO - of 16 hours, and an RPO – of 8 hours .

iDeals Board

Data as defined in iDeals Board terms and conditions is any documents or information, provided by or on behalf of the Client for the Services, including business (enterprise information) and personal (board of directors) data to be uploaded to the iDeals Board.

Data is usually collected and uploaded into iDeals Board by the customer. Per the contract, iDeals is not responsible for the content of the information uploaded, as iDeals personnel does not have access to or interact with customers' documents stored on the iDeals Board.

iDeals Board provides audit trails that show detailed information on users who have logged in and track all their actions. Board auditing and logging functionality include objects such as Categories, attempts to send an e-mail notification, Export, Business logic, Business-objects changing, Actions on business objects, etc.

*Data Backup and Recovery*

For both database & file server: daily incremental backup plus weekly full backup. Once the backup is completed, the backup is moved to AWS. To restore a backup, the files are copied from AWS to a server through the internet.

**Processes and Procedures**

Information Security has developed and communicated to staff and providers policies (standards) and processes to restrict logical access to VDR and iDeals Board. Revision of these policies and processes is performed annually and authorized by the Security Board. These policies and processes cover the following key security life cycle areas:

- Acceptable Use Policy
- Account Management Policy
- Asset Management Policy
- Awareness and Training Policy
- Backup and Recovery Policy
- Capacity Management Policy
- Change Management Policy
- Cryptography Management Policy
- Data Classification Policy
- Data Retention & Disposal Policy
- Data Security Policy
- Development Security Policy
- Logging and Monitoring Policy
- Malware Prevention Policy
- Mobile Device Management Policy

- Password Management Policy
- Patch Management Policy
- Personnel Security policy
- Risk Management Policy
- Security Disciplinary policy
- Security Incident Management Policy
- Vendor Management Policy
- Vulnerability and Penetration Testing Management Policy
- Application Acceptance Review Process
- Backup Management Process
- Change Management Process
- Corrective Actions Management Process
- Data Classification Process
- Encryption Management Process
- Exercise of Privacy Rights Process
- Logging and Monitoring Process
- Password Management Process
- Patch Management Process
- Pentest Management Process
- Security Incident Management Process
- Security Awareness and Training Process
- User Access Review Process
- Vendor Management Process
- Vulnerability Management Process