



TEMENOS
The Banking Software Company

A large, semi-transparent, light blue and white globe of the Earth is positioned on the left side of the page, tilted at an angle. It serves as a background for the main title.

TEMENOS

Business Code of Conduct

Information in this document is subject to change without notice.

No part of this document may be reproduced or transmitted in any form or by any means, electronic or mechanical, for any purpose, without the express written permission of TEMENOS Holdings NV.

Copyright 2002-2003 TEMENOS Holdings NV. All rights reserved.

Table of Contents

Message from the Chairman and the CEO	3
Introduction	4
Confidentiality	5
Intellectual Property.....	6
Utilization of IT infrastructure, software and copyrights	7
Insider Trading	8
Conflict of Interests.....	10
Behavior at Work.....	12
Internal Controls.....	14
Internal and External Communications.....	15
Violation of TEMENOS Business Code of Conduct	16
Notes and Disclaimers	16

Message from the Chairman and the CEO

TEMENOS image reflects a prestigious and reputable company and we are proud of it. Our clients, investors and business partners demand the highest level of integrity, professionalism, and business ethics. Our image is resulting from more than ten years of hard work and it is our duty to maintain it.

It is crucial for TEMENOS to conduct business in an ethical way everywhere and in all circumstances. The behavior of TEMENOS employees in both business and personal activities should at all times convey a good impression on TEMENOS and its employees. The values and principles set forth in this Code of Conduct are intended for all current and new employees where we request that they familiarize themselves with the rules applicable to all TEMENOS activities.

This Code of Conduct describes the policies and procedures governing the relationship between the employee and TEMENOS, and is considered as part of the employment relationship. They equally apply to full-time employees, part-time or temporary employees, to external consultants and contractors representing TEMENOS. Violation of these policies and procedures could have a very negative and damaging impact on TEMENOS and the employee, and could result in disciplinary action.

We, the members of the Board of Directors of TEMENOS, endorse the values put forward in this Code of Conduct. This Code is not intended to cover all situations that you may be facing; and if you need advice on a specific situation please do not hesitate to ask your line manager, TEMENOS Legal department, or your Human Resources Manager.

It is the responsibility of all of us to contribute with maximum effort to the development and success of TEMENOS business and our fellow employees. It is essential for TEMENOS success that we follow and set the standard for the highest level of ethics and integrity. TEMENOS will accept nothing less.

Guy Dubois
CEO

Andreas Andreades
Chairman

Introduction

TEMENOS is a global leading provider of banking software. TEMENOS develops markets and supports two products – TEMENOS T24™ and TEMENOS™ Corebanking. Our systems have been implemented in over 100 countries, with over 400 clients and more than 1000 live locations world-wide. Our mission is to maintain our leading position and grow our market share as the leading banking software provider, by providing top quality people, products, and services. TEMENOS guiding principles are:

- Our work needs to contribute to the success of our client.
- Our aim is to make each client an advocate of our systems and services by delivering what we promise.
- Our people are the most important asset of TEMENOS. Our people and products are the best in the industry and differentiate TEMENOS from its competitors.
- Our assets need to be well managed and TEMENOS needs to remain financially strong.
- Our people must reflect these values of TEMENOS in their professional activities.

TEMENOS is guided by principles of integrity, professionalism and business ethics in all its activities. TEMENOS policy has always been to follow all laws and regulations applicable to the countries in which it operates. We are following those principles not only to maintain our good reputation, or because our clients and investors are requesting it, but because it is the right thing to do.

The objective of this Code of Conduct is to ensure that employees, regardless of when such person was hired, are aware of the behaviors that are expected of them. The Code of Conduct is applicable to all TEMENOS employees, external consultants and contractors representing TEMENOS (hereafter referred as “Employee”), and each and everyone should be familiar with it and adhere to it.

It is the responsibility of all managers and executives to ensure that Employees understand and comply with the TEMENOS Code of conduct, as well as other company policies, procedures, applicable laws, rules, and regulations. TEMENOS expects from all managers that they create a work environment that encourages employees to follow all policies and procedures and prevent compliance problems and allows for their prompt detection and response.

Confidentiality

The nature of TEMENOS business is such that during the course of your employment with TEMENOS you may acquire secret or confidential information regarding, but not limited to, the operations, finances, business, technology and product know-how, source code, client lists, and other affairs of TEMENOS and its customers and suppliers, or may be involved in the design or development of software products related to the business of TEMENOS (hereafter called "Confidential Information"). All such Confidential Information is the sole property of TEMENOS. During the course of your employment and after its termination you will not use (save for the benefit of TEMENOS and in the proper performance of your duties) and will not disclose, divulge, publish or communicate directly or indirectly to any person (save to officials of TEMENOS or if ordered to do so by a Court of competent jurisdiction) any Confidential Information. Your compensation is also considered as Confidential Information.

You are responsible and accountable for safeguarding TEMENOS documents and information to which you have access as a result of your employment. This duty includes the responsibility to protect sensitive and Confidential Information from unauthorized disclosure. The safest way to avoid any unintentional or accidental disclosure of confidential information is not to discuss it in public and/or **populated areas**. Such information should only be discussed with people who are involved with TEMENOS business and make it successful. That means avoid discussing Confidential Information to family members, friends or relatives as they might not fully comprehend the nature of such information.

This duty of confidentiality remains in place after you leave your employment. Upon termination of your employment for whatever reason, you are required to return to TEMENOS all software, security swipe card, documents, papers, notes of any description, or other property belonging to the company, which may be in your possession or under your control, which relate in any way to the affairs of the TEMENOS, and you must not retain copies of any such documentation.

Intellectual Property

You must disclose to TEMENOS any product, process, know-how, invention or design, and any writing, drawing or similar eye-readable or machine-readable record of knowledge that you create, make, or discover whether alone or jointly, in the course of your employment with TEMENOS ("Intellectual Property"). Any such Intellectual Property is owned by TEMENOS, and you must comply with any reasonable request by TEMENOS to assist in the preparation and execution of all and any documents or filings necessary for the protection and prevention of exploitation of any rights connected with such an Intellectual Property in any country in the world.

TEMENOS owns all Intellectual Property rights created in the course your employment. You may contact the Legal department if you have any questions related to TEMENOS rights.

Utilization of IT infrastructure, software and copyrights

TEMENOS provides its employees with IT facilities, computers, applications, and/or multimedia to access, communicate and disseminate organizational and business related information. The company encourages their usage to further business objectives and to obtain company goals, done in appropriate and reliable manner so it reflects positively on TEMENOS, its Employees, clients, partners and distributors.

All utilization of TEMENOS IT infrastructure should be performed in relation to the duties of the Employee or any representative of the company, whether it is on TEMENOS or client premises, at home or elsewhere.

The specific use of the internet, e-mails, and other computer applications, should be done with the overall objective to achieve the best usage of TEMENOS IT resources and ensure the security and integrity of company data. Personal use of the IT infrastructure should be limited and appropriate, and it should not:

- Interfere with the Employees work performance,
- Take place during working time,
- Include downloading or distribution of large, offensive or inappropriate files, and
- Have undue impact on the operation of TEMENOS IT systems.

You should use PC software in accordance with the license agreements TEMENOS has entered into with the providers. Any duplication of licensed software, except for backup and archival purposes, is a violation of the Copyright laws. Any violation of these laws amounts to a violation of the company's code of conduct. You may not reproduce, distribute or alter copyrighted materials without the permission of the copyright owner or authorized representatives.

You need to read and familiarize yourself with the Corporate Security Policy or any other relevant policies which covers all usages of TEMENOS IT infrastructure. TEMENOS reserves the right to monitor all aspects of its computer systems, notably reviewing e-mail sent or received by an employee, use of internet etc. to the extent permitted by law (please refer to the Corporate Security Policy for appropriate use of TEMENOS IT-infrastructure).

Insider Trading

TEMENOS Group AG is a public company, listed at SIX Swiss Exchange and therefore subject to insider laws and regulations.

TEMENOS is committed to the proper handling of inside information by protecting insider information and preventing insider trading.

TEMENOS prohibits the purchase and sale of TEMENOS shares or securities on the basis of potentially share price relevant information (price-sensitive information) which is not yet public (inside information).

In addition no **Employee** should make any purchase or sale of securities of TEMENOS (including exercise of TEMENOS stock options/SARs, StARs) during the following black-out periods:

- **beginning the 1st day of the month following the end of the quarter (i.e. 1st January, 1st April, 1st July, 1st October) and ending on the day of public announcement of the quarterly financial results;** for the avoidance of doubt and as an example, for the first financial quarter ending 31st March, no purchase or sale of shares should be made from the 1st of April to the day of public announcement of the quarterly financial results (published on TEMENOS website under Investor Relations/Financial Calendar).

For members of TEMENOS Group AG Board of Directors and members of TEMENOS Management Board, the quarterly black-out period (see above) is as follows:

- **during the period beginning 15 days prior to quarter end (i.e. 16th March, 15th June, 15th September and 16th December and ending on the day of public announcement of the related quarterly financial results;**

Director/Employee must not disclose material non-public information to anyone inside or outside TEMENOS, including friends, and family. In addition, director/Employee who hold insider information must not give any investment tips to third parties.

Information concerning TEMENOS is considered material if there is “a substantial likelihood that a reasonable investor would consider the information important” in making a decision to buy or sell the company’s securities. Stated another way, there must be a substantial likelihood that a reasonable shareholder would view the information “as having significantly altered the ‘total mix’ of information” available about TEMENOS. Information concerning TEMENOS is considered nonpublic if it has not been disseminated in a manner making it available to investors generally.

Information concerning any of the following subjects, or TEMENOS plans with respect to any of these subjects, is the type of information which is likely to be considered material:

- TEMENOS revenues or earnings;
- Merger or acquisition involving TEMENOS;
- significant change in TEMENOS management;
- public or private sale of a significant amount of additional TEMENOS securities;
- the establishment of a program to repurchase TEMENOS securities;
- share split;
- default on outstanding debt of the company or a bankruptcy filing;
- new product release or a significant development; or
- loss, delay or gain of a significant contract, sale or order or other important development regarding customers.

This list is illustrative only and is not intended to provide a comprehensive list of circumstances that could give rise to material nonpublic information. The restrictions with respect to material non public information remain in effect until the above-mentioned topics is made public and released to the market.

The policies described above also apply to any purchase or sale of TEMENOS securities by a family member of a director/Employee sharing the same address or financially dependent upon the director or officer, or by a corporation, partnership, trust or other entity owned or controlled by a director/Employee or such a family member.

Breaches of confidentiality, including insider trading, may lead to civil and criminal prosecution.

If you have any doubt or questions concerning these insider trading rules, please consult with Investor Relations Director or Corporate Legal Department.

Conflict of Interests

The principal guiding the policy on conflict of interests is based on the fact that all business decisions should only be made if it is in the best interest of TEMENOS. You should not be influenced by personal or family situation when making such decisions.

Normally, a conflict of interest exists when a TEMENOS employee has a financial interest, or otherwise, in another organization that could benefit from knowledge of TEMENOS current or future strategic plans, or profit from a decision and/or action made by TEMENOS in its business operations.

You should avoid having any financial, or other existing relationships that are adverse to the overall interests of the company. Such a relationship could for example produce conflicting loyalties or interfere with just and effective job performance.

Below is a guide as to what are the main areas that conflict of interests can be created. You can refer to the situations described, and when in doubt you should ask your line manager, TEMENOS Legal department, or your Human Resource Manager.

Direct or indirect investments:

You should not own shares in TEMENOS competitors, and need to be prudent in the acquisition of shares in companies who are either TEMENOS clients or suppliers that you deal with during the course of your employment. You need to be aware of the regulations on “insider information” and “insider trading” that are applicable to your country, and should absolutely not trade with shares of clients in which one poses confidential information. These restrictions apply to direct ownership, but a portfolio investment through mutual funds does not normally create a conflict of interests as long as that particular investment does not impact your performance in an adverse way for TEMENOS.

Employment or Business Activity:

A conflict of interest exist when you have or own assets or have an obligation towards someone that is susceptible to have an influence on your judgment during the course of your duty toward TEMENOS or a client. You should avoid all such situations. Therefore, you may not during the course of your employment with TEMENOS undertake any advisory, employment consultancy, or other outside business work for any other business or organization that is engaged in the same or similar business to TEMENOS, or its clients or customers.

In cases where a spouse, a family member, or a relative is employed by, and/or has invested in, a competitor, customer, or supplier it is forbidden for you to be involved in discussions or decisions that will, directly or indirectly impact TEMENOS business results, whether it is positive or negative.

A conflict of interests could also arise when an employee of TEMENOS, a family member, or relative, provides any goods and/or services to TEMENOS as an independent supplier.

Gifts and Personal Entertainment:

You and your relatives, partners, or persons with whom you have close personal connections should only accept (or not accept) personal gifts or entertainments (private trips, tickets to public events, vacations etc.) that are worth no more than USD 100 in relation to your duties at TEMENOS.

Gifts and Personal Entertainment to Third Parties

You can provide gifts and entertainment to third parties that are worth up to USD 100, and as long as they are customary and could not reasonably be construed as bribes or improper inducement. Business dinners/lunches are authorized up to USD 200 per person and per event; prior written approval is required in case expected costs would exceed this limit. Special rules may apply to employees involved in seeking business with, or providing services to, government entities.

Outside Directorships:

TEMENOS employee that serves as a director or an officer for an outside “for-profit” organization can also result in a conflict of interests. You should not accept such a position with a competitor, customer, or supplier. Such situations should always be reviewed and approved by TEMENOS Legal department, for compliance of laws and regulations.

Behavior at Work

TEMENOS guiding principle is to create a work environment where all Employees are treated with respect and courtesy, and they have a productive and safe work environment. All Employees are responsible to uphold this principle and work towards making TEMENOS a great place to work.

It is both a TEMENOS ethical standard and laws in many countries that no one shall be discriminated against when hiring, promoting, training, or in any other provision in the terms and conditions of employment, based on race, religion, national origin, sex, age, sexual orientation or disability. TEMENOS believes in an equal employment opportunity for all.

The work environment at TEMENOS shall remain free on any type of harassment based on race, religion, national origin, sex, age, sexual orientation, disability, or any other personal traits or characteristics that are not work related. Any behavior in such form will not be tolerated at TEMENOS whether it is coming from an Employee, customer, partner, or supplier.

Harassment can be any form of behavior that reduces or diminishes the respect and dignity of another person. TEMENOS Employees are expected to remain prudent and sensitive to know when a particular form of behavior is not wanted as such a behavior could have a negative effect on the target person and create a hostile work environment.

Sexual harassment is any behavior by a person that relates to another person's sex that creates an offensive and/or hostile work environment and can affect the person's work performance. An example of such behavior could be unwanted sexual advances, requests for sexual favors, or unwanted and/or offensive conduct, verbal or non-verbal, of sexual nature. TEMENOS will not tolerate any harassment, sexual or others, and every employee is responsible for his or her behavior. Employees also need to be aware that some behavior could indicate sexual harassment, or other type of harassment, even if it was not their intention.

In case where you feel that you are being harassed in any way, shape, or form, you should urgently bring that concern up for further inquiry. You can choose to bring the matter to your manager, the next level manager, or any Human Resource Manager. An inquiry will be launched as quickly as possible, which will be conducted carefully and with full discretion, and any corrective or punitive action taken if appropriate. TEMENOS will protect any employee who reports harassment in good faith from any retaliation or other negative consequences.

No violence, actual or intended, will be tolerated by TEMENOS, and it is the responsibility of all Employees to remain watchful for threats or actual acts of violence against Employees and/or property. Employees and/or managers who are aware of, or made aware of, such a situation must take precautionary and preventative actions to stop it, or minimizing the risk of it happening. Professionalism, respect and courtesy should be maintained in such situations to avoid further provocations and escalation of the situation. Any TEMENOS Employee who commits or threatens acts of violence in the workplace will be removed from the area, and

shall not return to the workplace until proper inquiry has taken place and conclusion reached as to if and what further actions by TEMENOS should be taken.

All use and/or possession of illegal drugs and narcotic substances are strictly forbidden. Any drug abuse in the workplace threatens the welfare of other Employees and is detrimental to the work environment and work ethic. You are required to follow the laws that prohibit the use or possession of illegal drugs and narcotics. Such drugs or substances may never, under any circumstances, be brought on to TEMENOS premises. You must never work under the influence of or impaired in any way by illegal drugs or alcohol.

Internal Controls

TEMENOS policy is to have adequate controls in all areas of its operation to ensure:

- Compliance with applicable laws and regulations
- Preparation of reliable financial and management reports
- Safeguarding of company assets (both physical and information)
- Efficient and effective use of resources.

It is management's responsibility to ensure that sufficient controls are designed, implemented and effective. This is achieved through regular assessment of risks, carrying out control activities such as authorization, segregation of duties, supervision, staff training and monitoring.

You are responsible to ensure that accurate and complete financial and business records are maintained. Examples include time and expense reports, purchasing records, employee and payroll records, asset registers, among others. All transactions must be duly authorized and recorded accurately in the accounting period in which they were executed, in the appropriate accounts, and with sufficient supporting documents.

You should understand your role and responsibilities in implementation and maintenance of effective internal controls and, if needed, should seek further guidance from your line manager.

It is role of Internal Audit to, among others, evaluate effectiveness of internal controls, assess compliance with policies and procedures and provide recommendations for improvements.

All TEMENOS Employees are required to fully cooperate with the Internal Audit if and when requested and to provide access to all records, property and personnel as stated in the Internal Audit Charter approved by the Audit Committee of the Board of Directors.

Internal and External Communications

When you are communicating orally or in writing to coworkers, clients, outside consultants or suppliers, you should try to keep your communication:

- in positive light
- focus on facts
- not apply improper or suggestive language

This especially applies to all written documents, memos, e-mail etc. and more in particular to communication in areas regarding marketing, promotion, business contracts, and employment. TEMENOS encourages this because it is a good business practice and because written documents can carry judicial weight in a litigation process.

Unless explicitly authorized, you are not allowed to communicate with media or analysts and should forward any request for information to the appropriate personnel within TEMENOS.

With specific regards to advertising and promotions, integrity is a TEMENOS principle that cannot be deviated from. All marketing and promotional efforts shall always be truthful and in compliance with laws and regulations of the countries in which TEMENOS operates. No Employee may make false statements about TEMENOS products or competitors; make a product claim without having a proof of it; exaggerate the effectiveness or the quality of TEMENOS products; or make false product comparisons. Any claim on TEMENOS or competitor product can only be made based on sound proof, and one should always consult with TEMENOS Legal department before doing so. In the end, there is never any justification for a deceptive marketing or promotion, irrespective of whether they would provide short- or long-term business gains for TEMENOS.

Violation of TEMENOS Business Code of Conduct

It is considered by TEMENOS that this Business Code of Conduct is an integral part of employment relationship between you and TEMENOS. TEMENOS will take immediate disciplinary action, up to and including termination, of any Employee who violates this Code.

Notes and Disclaimers

TEMENOS management reserves the rights to review and revise this Business Code of Conduct at any time. It shall be noted that any policy within this Code should not be interpreted or replaced as a definition of the laws or regulations of any country that TEMENOS operates in, or construed as an industry practice. Nothing in TEMENOS Business Code of Conduct is intended to replace local work rules and procedures, but in any events of conflict between this Code and the local practice, the higher standard should apply.

The terminology “TEMENOS” and “the company” apply to TEMENOS Group AG and collectively to all its subsidiaries, divisions, affiliates, and joint ventures. The TEMENOS Code of Conduct applies to all employees of the company, and all outside consultant or agents that represent TEMENOS in any capacity.