



TEMENOS
THE BANKING SOFTWARE COMPANY

Corporate Social Responsibility and Ethics Committee Charter

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Document History

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{Add any comments here}



TEMENOS AG

CORPORATE SOCIAL RESPONSIBILITY AND ETHICS COMMITTEE CHARTER

Statement of Purpose

Temenos is committed to achieving business excellence and long-term value through superior financial performance while operating responsibly and with integrity, honoring ethical values and respecting its stakeholders, communities and the environment. In essence, the company aims to be open, accountable and responsive to stakeholder concerns and grow its business in a way that has value for everyone connected to it. Thus, Temenos management actively supports sustainability, corporate responsibility and compliance with its Business Code of Conduct. The purpose of CSR & Ethics Committee is to oversee Management's ("Management" includes members of Temenos senior management tasked with or who contribute to, activities of Temenos related to CSR & Ethics) efforts to foster a culture of Sustainability, Responsibility and Ethics within the company. The Committee's role is one of oversight, recognizing that Management is responsible for instilling Temenos' values throughout the employee population.

The CSR & Ethics committee will *inter alia*:

- Identify general and specific CSR & Ethics risks and opportunities present in the Company;
- Foster a proactive approach to communication and implementation of the Business Code of Conduct and other policies;
- Assist Management and the Board of Directors in establishing an appropriate "tone at the top" and promoting a strong culture of ethical and responsible behavior throughout the Company;
- Facilitate the development, articulation, implementation and operation of an effective CSR & Ethics strategy;
- Make recommendations on measures the Company will take to achieve the objective of adherence to the CSR & Ethics strategy, facilitating a sustainable culture within the Company;
- Monitor compliance with the Business Code of Conduct;
- Assist Management in promoting a company culture that encourages responsible and ethical conduct;
- Consider and resolve issues of interpretation regarding any aspect of the Company's CSR & Ethics strategy;
- Perform relevant functions and responsibilities as may be delegated to it from time to time by the Company's Board of Directors.

Committee Membership

The membership of the CSR & Ethics Committee shall be selected to provide a broad connection across the functions and organizations of Temenos. The Committee shall be chaired by the Chief Financial Officer/ Chief Operating Officer. At the current time, the Committee consists of:

- The Chief Financial Officer / Chief Operating Officer (Chairman of the Committee)
- The General Counsel (Deputy Chairperson of the Committee)
- Corporate CSR Manager (Secretary)



- Group Financial Controller
- Head of Human Resources
- Head of Internal Audit & Risk

Members of the CSR & Ethics Committee shall be appointed and may be replaced or removed by the Chief Operating Officer or the Board of Directors. Members may voluntarily resign from their position as a Member of the Committee.

A majority of members of the CSR & Ethics Committee will form a quorum. Concurrence of a majority of the quorum is required for actions to be taken. Written minutes shall be kept and maintained by the Committee Secretary for all formal meetings of the Committee.

The Committee may invite to its meetings other members of the Board, members of the Company management or outside experts or such other persons as the Committee deems appropriate.

Committee meetings

The CSR & Ethics Committee meets quarterly. More regular meetings may be held where circumstances require (e.g. important projects or initiatives, workload, availability) and extraordinary meetings may be held of 48 hour notices where urgent circumstances may require (e.g. violations of Business Code of Conduct) Any member of the Committee can request the Secretary to call an extraordinary meeting. Meetings may be held in person or via other methods of connectivity (conference call, phone).

Committee Duties and Responsibilities

The responsibilities of the Committee include the following:

- Oversee Global CSR & Ethics efforts with the objective of ensuring that the Company has established written policies, guidelines and standards in compliance with the laws, rules and regulations of the countries in which it operates and in accordance with internationally recognized standards
- Ensure the written policies, guidelines and standards are reviewed and updated periodically.
- Regularly report to the Board of Directors on its own performance but at least annually.
- Ensure guidelines and standards are communicated across the Company through training programs and other communication initiatives.
- Review and approve the introduction of new programs, in order to enhance the effectiveness of the overall CSR/Ethics efforts.
- Support the allocation of adequate resources to enable the Company and its employees to comply with the CSR/Ethics Policies.
- Review all cases reported through anonymous reporting (whistle blowing) or other channels. Decide on and oversee any investigation carried out.
- Support the allocation of adequate resources and systems for audit and investigation of potential violations.
- Review issues management and data collection reports which are relevant to the objective of ensuring the company operates responsibly and complies with external regulations and internal policies as well as other reports and results of investigations.
- Review effectiveness and impact of the CSR/Ethics Programs.