



TEMENOS
THE BANKING SOFTWARE COMPANY

Anonymous Reporting Policy and Guidelines

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Document History

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1. Policy replaced disclosure policy incorporated in Code of Conduct
 2. Policy was submitted for ratification to Audit Committee in June 2008
 3. Revised version submitted to Audit Committee November 27th 2009
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 5. Revised version submitted to Audit Committee November 16th 2011
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 7. Policy re-named following review and discussion at AC in Feb. 2014
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Message from 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 the result 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 behaviour of TEMENOS employees in both business and personal activities should at all times convey a good impression of TEMENOS and its employees.

The Anonymous Reporting Policy describes the procedures to follow when you as Temenos employee or consultant feel action is required to avoid a negative and damaging impact on TEMENOS. 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.

David Arnott
CEO



1. Introduction

Anonymous reporting means raising a concern about suspected wrongdoing that is taking place in our workplace. It is relevant to all entities and all its employees. This is because every business faces the risk of things going wrong internally. Where such a risk arises, it is usually the employees like you who are the first to realize or suspect wrongdoing.

Temenos and its management are committed to promoting and maintaining highest ethical standards in all our work, and ensuring that where problems are identified they are resolved quickly. We wish to identify situations where things have gone wrong, or wrongdoing has occurred with a view to remedying these situations and, therefore, we have a positive commitment and open approach to reporting. Our aim is to create an environment where:

- you feel encouraged and comfortable about raising concerns with us in the first instance;
- you are assured that if you report wrongdoing to us, you feel supported, and that you do not feel that raising such matters will adversely affect you; and
- this can be done confidentially without fear of victimization at work or retribution for reporting genuine concerns using the guidelines set out in this policy.

As long as you raise your concerns and provided that you act in good faith (i.e. not dishonestly, or maliciously or with any deliberate or improper motive) it does not matter if you are mistaken.

2. Circumstances where you may wish to raise your concerns

You may wish to raise a concern where a fellow employee (including a manager or member of the Executive) or group of employees' actions or anticipated actions may have an adverse, negative or damaging effect on:

- The Temenos Group, its assets and/or our reputation;
- Our shareholders or customers
- Our employees;
- The general public; or
- The environment.

As well as all Temenos employees, this policy applies to consultants working for us and employees of our service providers working on our projects or any other individual working at any of our customers' sites on Temenos business.

Examples of the type of actions which you may wish to raise concerns about are (but not limited to):

- Violation of the Code of Conduct
- A criminal offence, such as fraud or theft;
- A breach of company security;
- Leak of confidential information;
- A failure to comply with legal obligations, such as breach employment law or human rights obligations;
- Victimization, harassment or bullying;
- An actual, potential or perceived Conflict of Interest;
- Where the Health and Safety of any individual or group has been (or is likely to be) put at risk;
- Damage to the environment, such as pollution; or
- Deliberate concealment of any of the above.



Or it could be that one of our processes or systems opens us up to risk either from an internal or external source.

Where your concern is of a private/personal nature perhaps relating to your own Terms and Conditions of Employment, reward, working hours etc, you should bring these types of concerns up with your line manager or by following the process laid out in our internal policies/procedures.

Reporting is not an appeal process for other policies or procedures. It is a separate process and may be appropriate should you think that other procedures have been compromised.

3. Your rights

Your personal rights are governed by your employment jurisdiction. It is Temenos Management's intention that you should be able to raise your concerns:

- Without any risk of losing your employment with us or suffering any form of retribution as a result;
- Knowing that harassment or victimization will not arise from you raising a genuine concern - and if it does, to know that we will deal with it as a disciplinary action under the appropriate procedure;
- In total anonymity if requested and wherever possible or, where it is not possible, to assure confidentiality whilst we discuss with you whether and how to proceed.

4. What if I'm not sure about my concerns?

To ensure you are covered by the rights as laid out in this policy, you should ask yourself - are your concerns genuine and raised in good faith and are not motivated with the intent for personal gain, personal interest or a grudge?

It can be difficult to know what to do. You may be worried about raising such issues or you may want to keep the concerns to yourself, perhaps feeling it's none of your business or that it's only a suspicion. You may feel that raising the matter would be disloyal to colleagues, managers or to Temenos. Our policy on anonymous reporting enables you to raise genuine concerns about suspected malpractice at an early stage and in the right way. We would rather you raised the matter when it is just a concern, rather than wait for conclusive proof.

Having a reasonable belief is enough to raise a concern. Even if further down the line it appears your beliefs/concerns are mistaken, as long as they were made in good faith you will be afforded protection under this policy. However, anyone found to have made a malicious or unfounded complaint may be subject to disciplinary action.

5. What should I do if I'm involved or may implicate myself?

There may be exceptional circumstance(s) where you have been asked to, or unintentionally or unwittingly committed a wrongdoing, or it could be that you are already implicated and wish to now 'blow the whistle'. In these circumstances, if you report and actively co-operate with an investigation in which you may be implicated in any wrongdoing, this will be taken into account in any resulting disciplinary proceedings.

6. Who should you raise your concerns with?

You should in the first instance raise your concerns with your line manager, however, if you believe they are involved in an action that causes you concern in any way you should raise it with their line manager.

If you feel unable to raise your concern with your line management you may wish to contact any of the following:

- Regional HR or Group HR Director; or
- Group Legal Director; or



- Group Head of Internal Audit

Although it is preferable to raise concerns with management or HR in a first instance, there is no obligation to do so and you are at liberty to go directly to the Group Head of Internal Audit (mobile +44 (0) 7778 991 082).

7. How do I raise a concern?

You may raise your concern using any of the 3 methods listed below. You should make it clear from the offset that you are raising your concerns under this Anonymous Reporting Policy. Any concerns or issues raised under this policy are known as 'disclosures.'

Whichever method you chose to report your concerns we will aim to preserve your anonymity and maintain confidentiality.

7.1 Raising your concern verbally

You may wish to raise your concerns in the first instance verbally with your manager or any of individuals covered in Section 6. During this conversation the person hearing your concerns may wish to document the key points for future referral.

7.2 Anonymous Reporting Support E-mail

You can send your disclosure to: anonymousreporting@temenos.com

This email address is accessed only by Group Head of Internal Audit.

It will speed the handling of your concerns if they are documented fully. You should ideally use the attached form (Appendix 1) and forward this to the individual you wish to share your concerns with. You may also use this form to document any initial conversations you may have.

7.3 Raising your concern in writing

If you are uncomfortable raising your concern by e-mail, you can write direct to Mike Samways at the Temenos London Office.

8. How is Internal Audit independent of the Executive Board?

Group Head of Internal Audit reports functionally to the Audit Committee which is independent of executive management. All disclosures are reported to the Audit Committee.

9. Anonymity and Confidentiality

All disclosures will be investigated, including anonymous ones. However if you don't tell us who you are, it will be much more difficult for us to:

- Look into the matter;
- Protect your position; and
- Give you feedback.

We hope that the assurances we give in this policy will encourage you to disclose your identity to those who need to know.

In raising a concern about wrongdoing, you may assume that only those individuals investigating it will know your identity. We will not reveal your identity outside of this group except:

- Where we are under a legal obligation to do so;
- Where that information is already in the public domain;
- On a strictly confidential basis to a professionally qualified lawyer for the purposes of obtaining advice; or
- To the police or as otherwise required under anti-money-laundering or other requirements.



If there are any other circumstances in which we are required to reveal your identity outside those identified above, we will discuss this with you first. Under no circumstances will we reveal your identity outside this list without your knowledge.

Likewise you have a duty of confidentiality to us and you should not disclose information about the nature of your concern to anyone either internally or externally who is not involved in any investigation/action being taken.

If you feel you need independent advice at any stage of the process, there are organizations in many territories. In UK it is independent charity – **Public Concern at Work** www.pcaw.co.uk, Tel **+44 207 4046609**, or email helpline@pcaw.co.uk: they provide free and confidential advice.

Elsewhere, you can find helpful information at www.transparency.org or national equivalents.

Data privacy

While regulations and guidelines on whistleblowing are designed to provide specific protection to the person making use of the whistleblowing scheme (“the whistle-blower”), the accused individual is entitled to the rights (s)he is granted under applicable provisions of national laws (e.g. as granted under the Directive 95/46/EC or GDPR from 2018). As whistleblowing scheme entails a very serious risk of stigmatisation and victimisation even before the person is aware that (s)he has been incriminated and the alleged facts have been investigated to determine whether or not they are substantiated,

Temenos ensures that the applicable data protection rules are applied (as outlined in Temenos’ data protection policy). E.g. personal data relating to alerts found to be unsubstantiated by the entity should be deleted without delay. In cases when legal proceedings or disciplinary measures are initiated against the incriminated person, personal data should be kept until the conclusion of these proceedings and the period allowed for any appeal.

10. What happens once I have disclosed?

If you tell us in good faith about a concern, you can be assured that:

- You will be treated fairly and justly by us and any matter will be taken seriously;
- We will take all reasonable steps to ensure that no person under our control victimises you; and
- We undertake that you will not lose your job because you did so.

All concerns raised under this policy will be investigated. It will be the responsibility of Temenos to determine how to investigate/handle such matters, depending on its view of the seriousness of the issue, validity of the concern and the ability to obtain the necessary information.

If the matter is of a serious nature warranting immediate intervention either the Group Head of Internal Audit or the HR Director (if an HR issue) may assume responsibility for any investigation. Equally the individual you disclosed to may feel it appropriate to seek their assistance in the first instance.

Each case will have a designated ‘Investigator’ assigned to it. This person may not be the individual to whom you initially reported your concerns; however, we will inform you of this prior to any investigation. We are committed to investigating disclosures fully, fairly, quickly and confidentially where circumstances permit. When you raise a concern it will be acknowledged within five working days and appropriate arrangements for investigation will be made.



In order to give full and fair consideration to your disclosure it is likely, that as part of any investigation, one or more fact finding meetings will take place with you. These meetings may take place 'offsite' if it is felt appropriate.

We will not ask you to attend a meeting where the person you have raised your concern(s) about is present.

The length and scope of the investigation will depend on the subject matter of the concern you have raised. In most instances, an initial assessment of the concern will be made to determine whether there are grounds for a more detailed investigation to take place or whether it is, for example, based on mistaken information.

It is not normally appropriate to set a specific timeframe for completion of investigations in advance, as the diverse nature of disclosures contemplated makes this unworkable. We will, however, aim to deal with all disclosures in a timely manner and with due regard to the rights of all individuals involved.

11. Keeping you informed

So far as we consider it appropriate and practicable, you will be kept informed of the progress of the investigation. However, the need for confidentiality may prevent us giving you specific details of the investigation or actions taken.

We recognize that there may be matters that cannot be dealt with internally and in respect of which external authorities will need to be notified and become involved either during or after our investigation. We will endeavour to inform you if a referral to an external authority is about to or has taken place, although we may need to make such a referral without your knowledge or consent if we consider it appropriate. Where this happens we will endeavour to protect your identity as per section 8 of this policy.

12. What can I do if I believe my concerns have not been addressed to my satisfaction?

We will always endeavour to handle investigations promptly and fairly, but if you have raised a concern under this policy and you are not satisfied with the investigation or its conclusion, you should elevate the matter to the CSR and Ethics Committee. You will have the opportunity to state the grounds upon which you believe that the company should reverse its decision or re-open the investigation. Committee's decision is FINAL and BINDING.

13. Monitoring and reviewing our policy on Anonymous reporting

This policy reflects our current practice and the current law. We will review this policy from a legislative and operational perspective as needed.

We will ensure that any employee who may be involved with administration or investigations carried out under this policy receive appropriate training to assist them with these duties.



Appendix 1

STRICTLY PRIVATE AND CONFIDENTIAL

Part 1 - Employee Section

You may use this form to register your concerns under our Anonymous Reporting Policy.

Name:	Do you wish your identity to be protected? – see section 8 Yes/no
Department:	
Telephone number: <small>(This may be an external/mobile number).</small>	
Nature of Concern	
<p style="text-align: center;">If you require more space please use a separate sheet and attach.</p>	
Your signature: Date:	

Part 2 - Concern received by

Name: Position: Signature: Date:	
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Have you sought/or do you require any assistance from HR? If yes, please indicate type of assistance:

Please now send a copy to the Head of Internal Audit.

Part 3 - Investigating Officer – This section is to be completed by the Investigating Officer

Name:	
Position:	
Nature of Concern (if different to that recorded in employee section)	
Outcome (including findings, action taken/recommendation e.g. discipline, fraud, external involvement)	



Date employee informed of outcome: Is the employee satisfied that their concerns have been fully investigated? yes/no If no , what further action will take place to bring this to conclusion internally?	
Signature of Investigating Officer: Date:	