

Nomination, Compensation & Sustainability Committee (NCSC)

Terms of Reference

1. Membership / Organization

The NCSC members are elected individually by the General Meeting of Shareholders for a period of one year and may be re-elected. The NCSC comprises at least three members, the majority of whom should be independent and non-executive. The Board appoints the Chair of the NCSC. If there are any vacancies on the NCSC, the Board may appoint the missing members from among its members for the remaining term of office. The quorum shall be 2 members. The Company Secretary shall act as Secretary of the NCSC.

2. Meetings / Minutes

The NCSC meets as often as necessary, but at least three times a year. The Chair shall review the agenda in advance of each meeting. Meetings may be held by call, video-conference or circular resolution. The NCSC may request members of the Executive Committee or any other person to attend a NCSC meeting. The minutes shall be distributed to the NCSC members and are available for all Board members.

3. Duties

The NCSC fully assumes all duties and responsibilities of the Compensation Committee of Temenos, as per the Swiss Code of Obligations and Temenos Articles of Association, while also incorporating additional duties and responsibilities, as follows:

Duties in Nomination matters

- To annually review the structure, size and composition of the Board of Directors with a view to establish a Board of Directors that can provide effective governance and perform all Board of Directors duties taking into account expertise, experience and skills needed and work towards achieving a balance in terms of diversity including gender and origin, and make recommendations to the Board of Directors with regard to any changes.
- To review and propose to the Board of Directors candidates for membership on the Board of Directors to be recommended for election by the Annual General Meeting.
- To timely assess whether or not Board members are standing for re-election and shall be proposed for re-election.
- To give full consideration to succession planning for both members of the Board of Directors and Executive Committee.

Duties in Compensation matters

- To approve compensation practices, policies and procedures that relate to Executive Committee and other employees of the Temenos group.
- To review and recommend to the Board of Directors the applicable performance targets and the compensation levels.

- To review the competitiveness of Temenos' executive compensation programs:
 - to ensure the attraction and retention of members of the Executive Committee to achieve Temenos' business objectives.
 - to align the interests of key management to the long-term interests of Temenos.
- To review and approve recommendations from the CEO on compensation packages for members of the Executive Committee.
- To make recommendations to the Board of Directors on total compensation for executive directors and members of the Executive Committee.

Duties in Sustainability matters

- To consider the strategy and targets for the sustainability, climate and CSR strategy ("ESG matters") set by the CEO, to monitor progress and achievements, to oversee ESG and climate reporting, to stay abreast of trends in ESG matters and to report accordingly to the Board of Directors.
- To perform such other functions as assigned by the Board of Directors.

4. Reporting

The Chair of the NCSC shall report to the Board of Directors on the NCSC activities, findings and proposals.

5. Performance evaluation

On a yearly basis, the NCSC shall proceed with a performance self-evaluation. It shall also review these terms of reference and propose any changes to the Board of Directors for approval.

Adopted on 13 May 2025
