



Leading Banking Forward

Sustainability Committee Charter

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Document History

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v.2 – April 2019: Updated to reflect the recent organizational changes at the Group level.

v.3 – June 2019: Updated to reflect the recent organizational changes at the Group level.

v.4 – April 2020: Updated to reflect the recent organizational changes at the Group level.

v.4.1 – April 2021: Annual update: No changes.

v.4.2 – September 2021: Updated to reflect expansion of membership & changes of corporate titles.

v.5.0 – March 2022: Updated to reflect the recent organizational changes at the Group level.

v.5.1 – June 2022: Updated to reflect the recent organizational changes at the Group level and with new Temenos logo.

v.5.2 – December 2023: Updated to reflect the recent organizational changes at the Group level.

v.6.0 – Transition from CSR & Ethics Committee to Sustainability Committee: new name, new members, updated duties.

Statement of Purpose

Temenos is committed to achieving business excellence and long-term value through strong financial performance, while operating responsibly and with integrity. The Company upholds ethical values and respects its stakeholders, communities, and the environment, aiming to remain resilient, transparent, accountable, and responsive to stakeholder concerns.

The Sustainability Committee's purpose is to oversee Management's efforts to embed sustainability, responsibility, and ethics across the organization. Its role is one of oversight, ensuring that management instills Temenos' values throughout the workforce.

Membership

- Director of Corporate Affairs (Committee chair)
- Head of Sustainability (secretary)
- Chief Legal Officer (member)
- Chief People Officer (member)
- Chief Product & Technology Officer (member)
- Risk Director (member)
- Head of Procurement & Facilities (member)
- Head of Group Financial Reporting & Accounting (member)

Members of the Sustainability Committee shall be appointed and may be replaced or removed by the Chief Executive Officer. Members may voluntarily resign from their position as a Member of the Committee.

A majority of members 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. The Committee may invite to its meetings other members of the Board, members of the Company management, or outside experts as deemed appropriate.

Meetings

The Sustainability Committee meets at least twice a year. More regular meetings may be held where circumstances require (e.g. important projects or initiatives, workload, availability). Any member of the Committee can request the Secretary to call an extraordinary meeting. Meetings may be held in person or virtually.

Duties and Responsibilities

- Monitor and coordinate the corporate Sustainability/ ESG/ CSR strategy and targets across all functions.
- Enable leadership to set a clear "tone at the top" and drive a culture of integrity and accountability that strengthens organizational resilience and long-term value.
- Advise on measures to integrate the Sustainability/ESG/CSR strategy into the corporate strategy, including oversight of Responsible Procurement and sustainability-by-design principles across the product life cycle.
- Review company ESG impacts, risks and opportunities, including climate, water and biodiversity-related ones.
- Ensure oversight of corporate Sustainability/ ESG/ CSR efforts and their alignment with applicable laws, regulations and internationally recognized standards.
- Validate periodic reviews of Sustainability/ ESG/ CSR policies, guidelines and standards.
- Monitor the effectiveness of communication of Sustainability/ESG/CSR guidelines and standards across the Company, including training programs and other initiatives.
- Review and approve new programs and monitor progress of existing ones.
- Set criteria for charitable contributions and donations, ensuring alignment with Community Investment strategy and Anti-Corruption policy
- Ensure adequate resources and systems are in place for audits, compliance, and achievement of Sustainability/ ESG/ CSR objectives.

Reporting

The Chair of the Sustainability Committee shall report to the Board of Directors, through the Nomination, Compensation and Sustainability Committee, on the Committee's activities, proposals, performance and progress against targets, at least annually.

Performance evaluation

The Sustainability Committee shall assess its effectiveness and review this Charter annually and update to reflect evolving regulations, stakeholder expectations and Company priorities.