

MINUTES

of the
25th Ordinary General Meeting of Shareholders
of

TEMENOS AG (“the Company”)

held on **Wednesday 13th May 2026** at 11.30 a.m.
at Esplanade de Pont-Rouge 9, Alto Building, 1212 Grand-Lancy, Switzerland

Present:	Thibault de Tersant , Chair of the Board of Directors Cecilia Hultén , Vice-Chair of the Board of Directors Xavier Cauchois , Member of the Board of Directors Maurizio Carli , Member of the Board of Directors Michael Gorriz , Member of the Board of Directors Laurie Readhead , Member of the Board of Directors
Excused:	Felicia Alvaro , Member of the Board of Directors
Also present:	Ariel Boussiba , Company Secretary Takis Spiliopoulos , CEO and interim CFO, Chair of the Executive Committee
Auditor's Representative:	Guillaume Nayet , Group Audit Leader, PricewaterhouseCoopers S.A. Hamza Benhlal , Group Audit Leader, PricewaterhouseCoopers S.A.
Independent Proxy Holder:	Antoine Kohler , law firm KBLex S.A., Geneva
Notary:	Mariella Vallery-Spaethe , public notary, Geneva
Representatives of areg.ch:	Ms. Seraina Bitzi and Mr. Simon Lüthi
Shareholders present or represented:	according to the Chairman's declaration hereinafter

Opening of the Meeting

Mr. Thibault de Tersant, Chairman of the Board of Directors, takes the chair for this meeting, welcomes the shareholders and declares open the 25th ordinary General Meeting of Shareholders of TEMENOS AG at 11.30 a.m.

He then appoints Mr. Ariel Boussiba as Secretary and speaker of this General Meeting held in French.

The Chairman states for the record as follows:

The other following members of the Board of Directors are present: Ms. Cecilia Hultén, Mr. Maurizio Carli, Mr. Xavier Cauchois, Ms. Laurie Readhead and Dr. Michael Gorriz.

The Auditors, PricewaterhouseCoopers S.A., Geneva, are represented by Mr. Yazen Jamjum, auditor in charge. Furthermore, Me Antoine Kohler is present as the representative of the law firm KBLex S.A., Geneva, independent proxy holder, who stated that, according to article 689c al.5 CO, he provided the Company with global voting status. Me Mariella Vallery-Spaethe, public notary, whose attendance is required in relation with items 5.1 and 5.2 is also present. The Chairman states that the Board of Directors has made the following appointments for this meeting: as secretary and speaker, Mr. Ariel Boussiba, Company Secretary, as vote counters and scrutineers, Ms. Seraina Bitzi and Mr. Simon Lüthi, representatives of the share register areg.ch.

The shareholders have been convened and invited with publication of the agenda in the Swiss Official Gazette of Commerce on 7 April 2026. With such publication, this General Meeting of Shareholders has been convened in compliance with the Articles of Association and the provisions of the Swiss Code of Obligations. In addition, invitations have been sent by mail or email directly to all shareholders recorded in the Company's shareholder's register with the right to vote as of 29 April 2026 at 5 pm CET. The 2025 Annual Report including the compensation report, the sustainability report, the unconsolidated and consolidated financial statements and the auditors' reports are available on the company's website and hard copies are at disposal at the AGM meeting room's entrance.

Out of an issued share capital of **CHF 359'535'735** divided in **71'907'147** shares, it is stated for the record, that a total of **52'221'060** shares is present or represented at this ordinary General Meeting of Shareholders, out of which a total of **52'195'172** registered shares is represented by the independent proxy holder.

Having stated so, the Chairman declares that a quorum is constituted for the resolutions set forth on the agenda and mentions that the voting method will be by show of hands.

All items on the agenda shall be passed by relative majority of the votes, excluding abstentions, blanks and invalid votes except item 5.2 which requires a qualified majority.

Before starting with the votes, the CEO provides a brief overview of TEMENOS performance.

The CEO answers to questions from shareholders.

It is now proceeded with the votes on the items on the agenda.

ITEM 1	2025 Annual Report
ITEM 1.1	2025 Annual Report, unconsolidated financial statements and consolidated financial statements

MOTION The Board of Directors proposes that the 2025 Annual Report, the unconsolidated financial statements stating a profit for the year of CHF 68,904,681 and the consolidated financial statements stating a profit for the year of USD 280,605,957 be approved.

RESOLUTION **The General Meeting of Shareholders approves the 2025 Annual Report, unconsolidated and consolidated financial statements by 51'743'014 votes FOR, 1'669 votes AGAINST and 476'377 votes ABSTAIN.**

ITEM 1.2	2025 Sustainability Report
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MOTION The Board of Directors proposes that the 2025 Sustainability Report (Report on non-financial matters) be approved.

RESOLUTION **The General Meeting of Shareholders approves the 2025 Sustainability Report by 52'111'426 votes FOR, 14'011 votes AGAINST and 95'623 votes ABSTAIN.**

ITEM 1.3	Consultative vote on the 2025 Compensation Report
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MOTION The Board of Directors proposes that the 2025 Compensation Report be approved.

RESOLUTION **The General Meeting of Shareholders approves the 2025 Compensation Report by 34'509'649 votes FOR, 17'537'583 votes AGAINST and 173'828 votes ABSTAIN.**

ITEM 2	Allocation of the available earnings and distribution of dividend
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MOTION The Board of Directors proposes to allocate the available earnings as follows:

Retained earnings brought forward	CHF 276,511,387
Profit for the year 2025	CHF 68,904,681
Loss from disposal of treasury shares	CHF (2,538,487)
Retained earnings available to the General Meeting	<u>CHF 342,877,581</u>
Allocation to general legal reserve	CHF (3,445,234)
Dissolution of reserve for treasury shares	CHF 158,874,129
Dividend to be distributed	CHF (94,000,000)
Retained earnings to be carried forward	<u>CHF 404,306,476</u>

Based on the audited financial statements for the financial year 2025, the Board of Directors proposes to distribute a dividend amounting to CHF 1.40 per share, for an estimated total amount of CHF 94,000,000 (this amount may vary depending on the number of treasury shares and issued shares as of the ex-dividend date). This distribution shall be declared out of the retained earnings as described above (subject to 35% Swiss withholding tax).

Provided that the proposal of the Board of Directors is approved, the shares will be traded ex-dividend as of 18 May 2026 (ex-dividend date). The dividend record date will be set on 19 May 2026 (record date) and the dividend will be payable as of 20 May 2026 (payment date).

Treasury shares are not entitled to a dividend.

RESOLUTION **The General Meeting of Shareholders approves the proposed allocation of the available earnings and the proposed distribution of dividend by 51'933'199 votes FOR, 284'319 votes AGAINST and 3'542 votes ABSTAIN.**

ITEM 3	Discharge of the members of the Board of Directors and executive management
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MOTION The Board of Directors proposes that the members of the Board of Directors and executive management be granted discharge for the financial year 2025.

The Chairman reminds all members of the Board of Directors and executive management to refrain from voting.

RESOLUTION **The members of the Board of Directors and executive management have been granted discharge of liability for their activities during the year ended 31 December 2025 by 51'407'495 votes FOR, 237'294 votes AGAINST and 550'811 votes ABSTAIN.**

ITEM 4	Compensation of the members of the Board of Directors and of the Executive Committee for the year 2027
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ITEM 4.1	Compensation of the members of the Board of Directors for the year 2027 (1 January to 31 December)
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MOTION The Board of Directors proposes to approve a maximum aggregate amount of USD 2.6 million as fixed compensation of the members of the Board of Directors for the financial year 2027.

RESOLUTION **The General Meeting of Shareholders approves the proposed 2027 compensation of the members of the Board of Directors by 47'823'649 votes FOR, 4'235'182 votes AGAINST and 162'229 votes ABSTAIN.**

ITEM 4.2	Compensation of the members of the Executive Committee for the year 2027 (1 January to 31 December)
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MOTION The Board of Directors proposes to approve a maximum aggregate amount of USD 32 million as fixed and variable compensation of the members of the Executive Committee for the financial year 2027.

RESOLUTION **The General Meeting of Shareholders approves the proposed 2027 compensation of the members of the Executive Committee by 46'059'357 votes FOR, 5'996'915 votes AGAINST and 164'788 votes ABSTAIN.**

ITEM 5	Capital reduction
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MOTION The Board of Directors proposes to cancel the 3'952'656 shares repurchased under the 2025 share buyback program (second trading line), resulting in the corresponding reduction of the share capital from 71'907'147 shares to 67'954'491 shares. Accordingly, the Board of Directors further proposes to amend Article 3 of the Articles of Association (Share capital) to reflect the new share capital and to introduce a new Article 3ter (Capital range) as the existing clause becomes void if the share capital is reduced. The new capital range will remain valid for five years from the date of this AGM. The other terms of the Capital range clause remain unchanged.

A qualified majority is required for item 5.2.

ITEM 5.1	Article 3 – Share Capital
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RESOLUTION **The General Meeting of Shareholders approves the amendments proposed under item 5.1 by 52'125'908 votes FOR, 66'853 votes AGAINST and 28'299 votes ABSTAIN.**

ITEM 5.2	Article 3ter – Capital range
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RESOLUTION **The General Meeting of Shareholders approves the amendments proposed under item 5.2 by 48'031'247 votes FOR, 4'158'814 votes AGAINST and 30'999 votes ABSTAIN.**

ITEM 6	Elections of the members of the Board of Directors
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MOTION The Board of Directors proposes the re-election of Mr. Thibault de Tersant as member and Non-Executive Chairman of the Board of Directors as well as the re-elections of Mr. Maurizio Carli, Ms. Cecilia Hultén, Mr. Xavier Cauchois, Ms. Laurie Readhead, Dr. Michael Gorris and Ms. Felicia Alvaro as Non-Executive members

of the Board of Directors, each for a term of office until completion of the next ordinary Annual General Meeting of Shareholders.

ITEM 6.1	Mr. Thibault de Tersant, member and Chairman of the Board of Directors
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RESOLUTION	The General Meeting of Shareholders re-elects Mr. Thibault de Tersant as member and Chairman of the Board of Directors by 51'350'391 votes FOR, 558'269 votes AGAINST and 312'400 votes ABSTAIN.
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Mr. Thibault de Tersant declares acceptance of his mandate.

ITEM 6.2	Mr. Maurizio Carli, member of the Board of Directors
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RESOLUTION	The General Meeting of Shareholders re-elects Mr. Maurizio Carli as member of the Board of Directors by 51'770'118 votes FOR, 363'344 votes AGAINST and 87'598 votes ABSTAIN.
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Mr. Maurizio Carli declares acceptance of his mandate.

ITEM 6.3	Ms. Cecilia Hultén, member of the Board of Directors
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RESOLUTION	The General Meeting of Shareholders re-elects Ms. Cecilia Hultén as member of the Board of Directors by 51'353'077 votes FOR, 755'291 votes AGAINST and 112'692 votes ABSTAIN.
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Ms. Cecilia Hultén declares acceptance of her mandate.

ITEM 6.4	Mr. Xavier Cauchois, member of the Board of Directors
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RESOLUTION	The General Meeting of Shareholders re-elects Mr. Xavier Cauchois as member of the Board of Directors by 51'978'503 votes FOR, 134'364 votes AGAINST and 108'193 votes ABSTAIN.
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Mr. Xavier Cauchois declares acceptance of his mandate.

ITEM 6.5	Ms. Laurie Readhead, member of the Board of Directors
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RESOLUTION	The General Meeting of Shareholders re-elects Ms. Laurie Readhead as member of the Board of Directors by 52'071'979 votes FOR, 41'144 votes AGAINST and 107'937 votes ABSTAIN.
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Ms. Laurie Readhead declares acceptance of her mandate.

ITEM 6.6	Dr. Michael Gorriz, member of the Board of Directors
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RESOLUTION	The General Meeting of Shareholders re-elects Dr. Michael Gorriz as member of the Board of Directors by 51'750'487 votes FOR, 361'921 votes AGAINST and 108'652 votes ABSTAIN.
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Dr. Michael Gorriz declares acceptance of his mandate.

ITEM 6.7	Ms. Felicia Alvaro, member of the Board of Directors
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RESOLUTION **The General Meeting of Shareholders re-elects Ms. Felicia Alvaro as member of the Board of Directors by 52'060'087 votes FOR, 52'786 votes AGAINST and 108'187 votes ABSTAIN.**

Ms. Felicia Alvaro, excused, has declared acceptance of her mandate.

ITEM 7	Elections of the members of the Nomination, Compensation & Sustainability Committee
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MOTION The Board of Directors proposes the re-elections of Ms. Cecilia Hultén, Mr. Maurizio Carli and Dr. Michael Gorriz as members of the Nomination, Compensation & Sustainability Committee, each for a term of office until completion of the next ordinary Annual General Meeting of Shareholders.

ITEM 7.1	Ms. Cecilia Hultén
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RESOLUTION **The General Meeting of Shareholders re-elects Ms. Cecilia Hultén as member of the Nomination, Compensation & Sustainability Committee by 42'204'102 votes FOR, 9'706'226 votes AGAINST and 310'732 votes ABSTAIN.**

Ms. Cecilia Hultén declares acceptance of her mandate.

ITEM 7.2	Mr. Maurizio Carli
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RESOLUTION **The General Meeting of Shareholders re-elects Mr. Maurizio Carli as member of the Nomination, Compensation & Sustainability Committee by 43'424'981 votes FOR, 8'688'407 votes AGAINST and 107'672 votes ABSTAIN.**

Mr. Maurizio Carli declares acceptance of his mandate.

ITEM 7.3	Dr. Michael Gorriz
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RESOLUTION **The General Meeting of Shareholders re-elects Dr. Michael Gorriz as member of the Nomination, Compensation & Sustainability Committee by 45'454'729 votes FOR, 6'658'129 votes AGAINST and 108'202 votes ABSTAIN.**

Dr. Michael Gorriz declares acceptance of his mandate.

ITEM 8	Election of the independent proxy holder
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MOTION The Board of Directors proposes the re-election of the law firm KBLex S.A. as independent proxy holder until completion of the next ordinary Annual General Meeting of Shareholders.

RESOLUTION **The General Meeting of Shareholders re-elects the law firm KBLex S.A. as independent proxy holder by 52'058'337 votes FOR, 160'957 votes AGAINST and 1'766 votes ABSTAIN.**

On behalf of the law firm **KBLex S.A.**, Me Antoine Kohler declares acceptance of the mandate.

ITEM 9	Election of the auditors
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MOTION The Board of Directors proposes the re-election of **PricewaterhouseCoopers S.A., Geneva**, as statutory auditors for a new term of office of one year.

RESOLUTION **The General Meeting of Shareholders re-elects PricewaterhouseCoopers S.A as auditors by 33'481'088 votes FOR, 18'536'258 votes AGAINST and 203'714 votes ABSTAIN.**

On behalf of PricewaterhouseCoopers S.A., Mr. Guillaume Nayet declares acceptance of the mandate.

As there are no further items, the Chairman declares this meeting closed at 12.10 pm and thanks the shareholders for their support and attendance.



Thibault de Tersant

Chairman



Ariel Boussiba

Secretary / Speaker